

**BOARD OF COMMISSIONERS GUIDELINES
PT BANK MAYBANK INDONESIA, Tbk**

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REFERENCE DOCUMENT

No.	DOCUMENT TITLE
External Provisions	
1.	Law of the Republic of Indonesia Number 7 of 1992 concerning Banking as amended several times, most recently by Law Number 4 of 2023 concerning the Development and Strengthening of the Financial Sector.
2.	Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies ("UUPT 40/2007")
3.	Financial Services Authority Regulation Number 12 of 2023 concerning Sharia Business Units ("POJK 12/2023")
4.	Financial Services Authority Regulation Number 17 of 2023 concerning the Implementation of Governance for Commercial Banks ("POJK 17/2023")
5.	Financial Services Authority Regulation Number 12/POJK.03/2021 concerning Commercial Banks ("POJK 12/2021")
6.	Financial Services Authority Regulation Number 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies ("POJK 15/2020")
7.	Financial Services Authority Regulation Number 42/POJK.04/2020 concerning Affiliate Transactions and Conflict of Interest Transactions ("POJK 42/2020")
8.	Financial Services Authority Regulation Number 45/POJK.03/2020 Year 2020 concerning Financial Conglomerates ("POJK 45/2020")
9.	Financial Services Authority Regulation Number 11/POJK.04/2017 concerning Ownership Reports or Any Changes in Share Ownership of Public Companies ("POJK 11/2017")
10.	Financial Services Authority Regulation Number 27/POJK.03/2016 concerning the Assessment of Capability and Suitability for the Main Parties of Financial Services Institutions ("POJK 27/2016")
11.	Financial Services Authority Regulation Number 21/POJK.04/2015 concerning the Implementation of Guidelines for the Governance of Public Companies ("POJK 21/2015")

12.	Financial Services Authority Regulation Number 18/POJK.03/2014 concerning the Implementation of Integrated Governance for Financial Conglomerates ("POJK 18/2014")
13.	Financial Services Authority Regulation Number 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies ("POJK 33/2014")
14.	Financial Services Authority Circular Letter Number 13/SEOJK.03/2017 concerning the Implementation of Governance for Commercial Banks ("SEOJK 13/2017")
15.	Financial Services Authority Circular Letter Number 39/SEOJK.03/2016 concerning the Assessment of the Ability and Appropriateness for Prospective Controlling Shareholders, Prospective Members of the Board of Directors, and Prospective Members of the Board of Commissioners of Banks ("SEOJK 39/2016")
16.	Bank Indonesia Regulation Number 11/33/PBI/2009 concerning the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units
17.	Bank Indonesia Circular Letter Number 12/13/DPbS concerning the Implementation of Good Corporate Governance for Islamic Commercial Banks and Islamic Business Units
Ketentuan Internal	
1.	The Company's Articles of Association ("Articles of Association")
2.	Board of Directors Regulation No. PER.DIR.2020.012/DIR COMPLIANCE regarding the Implementation of the General Meeting of Shareholders (GMS)
3.	Board of Directors Regulation No. PER.DIR.2021.002/DIR COMPLIANCE regarding the Affiliation Transaction and Conflict of Interest
4.	Board of Directors Regulation of Corporate Governance

I. INTRODUCTION

1. Back Ground

PT Bank Maybank Indonesia, Tbk ("Bank/Company") as a legal entity has 3 (three) organs that function to operate the Company, namely the General Meeting of Shareholders, the Board of Directors, and the Board of Commissioners as stated in Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies. The important role of the Board of Commissioners is to supervise and advise the Board of Directors to avoid any abuse of authority by the Directors. In relation to this role of the Board of Commissioners, it is necessary to ensure that the execution of duties and authorities is carried out in good faith, with caution, and full responsibility. In connection with this, one aspect to ensure whether the Company has implemented Good Corporate Governance ("GCG") is through the fulfillment of the responsibilities of the Board of Commissioners.

In fulfilling its responsibilities as the Board of Commissioners, in accordance with POJK 17/2023, the Board of Commissioners must have guidelines and work regulations that are binding for each member of the Board of Commissioners. These guidelines and work regulations are outlined in the Board of Commissioners Guidelines, which are drafted to serve as a reference for the members of the Company's Board of Commissioners in carrying out their duties effectively and efficiently, including for other parties related to the execution of the duties and functions of the Board of Commissioners.

This guideline of the Board of Commissioners contains, among others, the duties, responsibilities, authorities, arrangements for authority and decision-making procedures of the Board of Commissioners, ethics regulations for the Board of Commissioners, meeting arrangements for the Board of Commissioners, prohibitions against the Board of Commissioners, performance evaluation of the Board of Commissioners, work relationship patterns between the Board of Commissioners and the Directors, as well as other matters that support the execution of the Board of Commissioners' duties.

Should there any provisions in the Articles of Association and/or regulations that are interpreted differently and/or conflicted with the contents of the Board of Commissioners Guidelines, the provisions of the Articles of Association and/or the legislation shall prevail.

2. Purpose

The purpose of this guideline is to assist members of the Board of Commissioners in effectively overseeing the Board of Directors in managing the bank, including establishing necessary measures to ensure the bank's compliance with applicable laws and regulations.

3. Scope

This guideline requires all members of the Board of Commissioners to comply with all the provisions outlined in it while carrying out their duties and responsibilities in accordance with the Board of Commissioners' Guidelines.

4. Grantor of Approval

This Guidelines approved by Board of Commissioners.

5. Document Owner

The owner of this regulation is the Corporate Secretary Work Unit.

The Proposing Work Unit is the Corporate Secretary.

II. ORGANIZATION

1. Structure of Board of Commissioners

- a. The determination of the composition of the Board of Commissioners emphasizes professional composition, independence, suitability of competence, and takes into account diversity, which is precisely needed in the execution of the duties and responsibilities of the Board of Commissioners.
- b. The number of members of the Board of Commissioners shall be at least 3 (three) and shall not exceed the number of members of the Board of Directors, with the composition:
 - 1) a President Commissioner; and
 - 2) 2 (two) or more Commissioners.
- c. The Board of Commissioners must consist of Independent Commissioners and Non-Independent Commissioners.
- d. The Independent Commissioners referred to above must constitute at least 50% (fifty percent) of the total number of members of the Board of Commissioners.
- e. The Board of Commissioners is led by the President Commissioner.

- f. At least 1 (one) member of the Board of Commissioners must reside in Indonesia.
- g. With regard to the prevailing laws and regulations in the capital market sector, members of the Board of Commissioners may be granted honorarium and/or allowances, the amount of which is determined by the General Meeting of Shareholders.
- h. In order to assist and support the implementation of the duties and responsibilities of the Board of Commissioners, the Board of Commissioners establishes a committee of the Board of Commissioners.
- i. The committee(s) referred to in point h above are accountable to the Board of Commissioners.

2. Membership Requirements

- a. Those who can become members of the Board of Commissioners are individuals who meet the requirements at the time of appointment and during their tenure:
 - 1) Having good character, morals, and integrity;
 - 2) Competent in carrying out legal actions;
 - 3) In the 5 (five) years before the appointment and during the tenure:
 - a) Never been declared bankrupt;
 - b) Never been a member of the Board of Directors and/or the Board of Commissioners found guilty of causing a company to be declared bankrupt;
 - c) Never been convicted of committing a crime that harms state finances and/or related to the financial sector; and
 - d) Never been a member of the Board of Directors and/or the Board of Commissioners during their term:
 - (1) Has never held an annual general meeting of shareholders;
 - (2) His/her accountability as a member of the Board of Directors and/or a member of the Board of Commissioners was never accepted by the general meeting of shareholders or has never provided accountability as a member of the Board of Directors and/or a member of the Board of Commissioners to the general meeting of shareholders; and
 - (3) Has caused a company that obtained a license, approval, or registration from OJK to not fulfill the obligation of submitting annual reports and/or financial statements to OJK.

- e) Have a commitment to comply with the regulations;
- f) Have knowledge and/or expertise in the fields required by the Issuer or Public Company

The fulfillment of the requirements as mentioned above must be included in a declaration letter and submitted to the Bank.

- b. The candidate for Independent Commissioner must have:
 - 1) adequate and relevant knowledge in the banking sector related to the position of Independent Commissioner; and
 - 2) experience in the banking and/or financial sector.
- c. Independent Commissioners must meet the following requirements:
 - 1) Is not someone who works or has the authority and responsibility to plan, lead, control, or supervise the Bank's activities in the last 1 (one) year, except for reappointment as an Independent Commissioner of the Bank for the next period;
 - 2) Does not have shares either directly or indirectly in the Bank;
 - 3) Does not have an affiliation with the Bank, members of the Board of Commissioners, members of the Board of Directors, or the main shareholders of the Bank;
 - 4) Does not have direct or indirect relationships related to the activities of the Bank.
- d. The bank is required to hold a GMS to replace members of the Board of Commissioners who do not meet the requirements as mentioned above.
- e. Any proposal for the replacement and/or appointment of members of the Board of Commissioners to the GMS must take into account the recommendations from the Nomination and Remuneration Committee.
- f. Each member of the Board of Commissioners must meet the requirements of having passed the fit and proper test in accordance with OJK regulations on the fit and proper test.
- g. The majority of members of the Board of Commissioners are prohibited from having family relationships up to the second degree with other members of the Board of Commissioners and/or with members of the Board of Commissioners.

3. Cooling Off Period

- a. Candidates for Independent Commissioners of the Bank who are:
 - 1) former members of the Board of Directors at the relevant bank,
 - 2) former Executive Officials at the relevant bank, or

- 3) former parties that have relationships with the Bank (including financial relations, management, share ownership, and/or family relations with members of the Board of Directors, other members of the Board of Commissioners, and/or controlling shareholders including the ultimate controlling shareholders, as well as parties that have contractual relationships with the Bank) that may influence their ability to act independently,

must undergo a cooling off period of at least **1 (one) year** before becoming an Independent Commissioner at the respective bank.

- b. Candidates for Independent Commissioners of the Bank who are:

- 1) former President Director of the concerned bank;
- 2) former member of the Board of Directors responsible for oversight functions at the concerned bank; or
- 3) former Executive Officer who performed oversight functions at the concerned bank,

must undergo a waiting period of at least **6 (six) months** before becoming an Independent Commissioner at the respective bank.

- c. The appointment of members of the Board of Commissioners who are employees or officials of the institutions performing regulatory and/or supervisory functions of Banks and/or other financial service institutions is undergone after the concerned individual has effectively ceased to be an employee or official, and has undergone a waiting period of at least 6 (six) months.
- d. The waiting period or "cooling off" as mentioned above is the time frame between the end of the effective position of the individual as a member of the Board of Directors or Executive Officer or other relationship with the Bank, and the effective appointment of the individual as an Independent Commissioner at the concerned Bank. Therefore, the cooling off period is implemented outside of the concerned Bank.
- e. The application for the Fit and Proper Test for Independent Commissioner candidates who are undergoing a cooling-off period can be submitted to the OJK after the candidate has completed the cooling-off period, following the application procedures for the Fit and Proper Test as stipulated in the regulations concerning the Fit and Proper Test for Candidates of Controlling Shareholders, Candidates for Board of Directors, and Candidates for the Board of Commissioners of the Bank.
- f. Non-Independent Commissioners can transition to Independent Commissioners at the relevant bank or banking group by completing the requirements as Independent Commissioners, and they must undergo a minimum cooling-off period of 1 (one) year.

4. Limitation of Concurrent Directorship for Board of Commissioners members.

- a. Members of the Board of Commissioners are prohibited from holding concurrent directorships:
 - 1) as a member of the Board of Directors, member of the Board of Commissioners, member of the Sharia Supervisory Board, or executive officer in financial institutions or financial companies, both banking and non-banking;
 - 2) as a member of the Board of Directors, member of the Board of Commissioners, member of the Sharia Supervisory Board, or executive officer at more than 1 (one) institution or non-financial company, whether located domestically or internationally;
 - 3) in functional areas of duty in banking financial institutions and/or non-banking financial institutions located domestically or internationally;
 - 4) in other positions that may create a conflict of interest in the performance of duties as a member of the Board of Commissioners; Duties in other positions that do not create a conflict of interest may be carried out as long as they do not neglect the implementation of duties and responsibilities as a member of the Board of Commissioners, and/or
 - 5) in other positions in accordance with the provisions of statutory regulations.
- b. Excluding concurrent positions as referred to in the letter a above in the case of:
 - 1) members of the Board of Commissioners serve as members of the Board of Directors, members of the Board of Commissioners, or executive officers who perform supervisory functions at 1 (one) non-bank subsidiary controlled by the Bank;
 - 2) The Non-Independent Commissioner carries out the functional duties of the shareholders of the Bank who are legal entities within the Bank and/or the Bank's business group; and/or
 - 3) Members of the Board of Commissioners hold positions in non-profit organizations or institutions

Provided it does not interfere with the individual's fulfillment of their duties and responsibilities as a member of the Board of Commissioners
- c. With certain considerations, the OJK may establish policies regarding concurrent directorships in functional duties within banking financial institutions and/or non-banking financial institutions located both domestically and internationally as referred to above, provided that it does

not result in the individual neglecting the performance of their duties and responsibilities as a member of the Board of Commissioners.

- d. Regarding candidates of members of the Board of Commissioners who have permitted concurrent directorships as referred to in point 4.a, must make a statement for:

- 1) maintaining integrity;
- 2) avoiding any form of conflict of interest; and
- 3) avoiding actions that could harm the Bank and/or cause the Bank to violate the prudential principles, while serving as a member of the Board of Commissioners.

during his/her tenure as a member of the Board of Commissioners.

- e. Independent Commissioners are prohibited from holding concurrent positions as public officials.

5. Appointment of Members of the Board of Commissioners

- a. Nomination and Appointment

- 1) Members of the Board of Commissioners are appointed through the General Meeting of Shareholders ("GMS").
- 2) Every proposal for the appointment, dismissal and/or appointment of members of the Board of Commissioners to the GMS must take into consideration the recommendations from the Nomination and Remuneration Committee ("NRC")
- 3) NRC ensures that the candidates for the Board of Commissioners meet the relevant core skills and competencies requirements and are deemed capable and suitable of being appointed as members of the Board of Commissioners in accordance with the OJK regulations on the Fit and Proper Test.
- 4) After the NRC's recommendation is approved by the Board of Commissioners, the candidates for the Board of Commissioners will be proposed at the GMS for approval.
- 5) Each member of the Board of Commissioners is required to obtain approval from the Financial Services Authority (OJK) by passing the OJK's Fit and Proper test and meeting other requirements or criteria as stipulated in the Company's Articles of Association and applicable laws and regulations.
- 6) After obtaining approval from the OJK Fit and Proper Test, the Bank shall determine the effective date of the appointment of the member of the Board of Commissioners before a Notary.

- 7) The appointment of a new member of the Board of Commissioners must be reported to the OJK within 10 (ten) working days after the effective date of the appointment is established.
- b. Each member of the Board of Commissioners may carry out actions, duties, and functions as a member of the Board of Commissioners after obtaining approval from the OJK (having passed the OJK's Fit and Proper test).
- c. The NRC ensures that candidates for the Board of Commissioners meet the relevant core skill and competency requirements and are deemed capable and proper to be appointed as members of the Board of Commissioners, in accordance with the OJK Regulation on Fit and Proper Assessment.

6. Term of Office of Members of the Board of Commissioners

- a. Members of the Board of Commissioners shall be appointed by the General Meeting of Shareholders (GMS) for a term commencing from the date specified in the GMS resolution and ending at the close of the third Annual GMS following the date of their appointment. Commissioners whose term has expired may be eligible for reappointment.
- b. Any individual appointed to replace a member of the Board of Commissioners who has resigned or been dismissed, to fill a vacancy arising for any other reason, or to serve as an additional member of the Board, shall be appointed for the remaining term as set forth in point (a), unless otherwise resolved by the GMS.
- c. A Commissioner whose term has expired may be reappointed, subject to a cumulative maximum tenure of 9 (nine) years.
- d. An Independent Commissioner shall serve for a specified term and may be reappointed upon approval by the GMS, for a maximum of 2 (two) consecutive terms.
- e. Any individual appointed to replace a dismissed member of the Board of Commissioners, to fill a vacancy for other reasons, or to serve as an additional member, shall be appointed for a term consistent with the tenure of the Board of Commissioners as governed by the Company's Articles of Association, unless otherwise determined by the GMS.

7. Reappointment of Members of the Board of Commissioners

- a. Members of the Board of Commissioners whose term of office has expired may be reappointed by the General Meeting of Shareholders (GMS), taking into account the recommendations of the Nomination and Remuneration Committee (NRC).
- b. NRC members performing nomination functions who have a conflict of interest with the recommended nomination for the Board of Commissioners must disclose such conflict in the proposed recommendation.

- c. An Independent Commissioner who has served for 2 (two) consecutive terms may be reappointed for a subsequent term, subject to the following considerations:
 - 1. the performance evaluation results of the Independent Commissioner;
 - 2. the results of the Board of Commissioners meeting assessment confirming the continued independence of the Independent Commissioner;
 - 3. the evaluation results from the Head of Internal Audit and the Executive Officer overseeing the human resource's function confirming the Independent Commissioner's continued independence;
 - 4. the Independent Commissioner's statement of independence presented in the GMS.

The statement of independence from the Independent Commissioner must be disclosed in the Company's annual report.

- d. In the event that an Independent Commissioner serves on the Audit Committee, such Independent Commissioner may be reappointed to the Audit Committee for only 1 (one) additional term.
- e. An Independent Commissioner who is a member of the Audit Committee and has served for 2 (two) terms in the Company may be reappointed to the Audit Committee provided that the individual has completed a minimum 6 (six) month cooling-off period during which they did not serve on the Audit Committee, or hold any position with authority or responsibility to plan, lead, control, or supervise the Company's activities, and meets all requirements for Audit Committee membership as stipulated in Article 7 of OJK Regulation No. 55/POJK.04/2015 concerning the Establishment and Work Guidelines for the Audit Committee.

8. Resignation of Members of the Board of Commissioners

- a. A member of the Board of Commissioners has the right to resign from their position by submitting a written notice of intent to the Company at least 90 (ninety) calendar days prior to the effective date of resignation.
- b. The Company is obligated to convene a General Meeting of Shareholders (GMS) to decide on the resignation request of the Board of Commissioners member no later than 90 (ninety) days after receiving the resignation letter.
- c. The Company must disclose relevant information to the public and report to the regulator no later than 2 (two) working days after:
 - 1) the receipt of the resignation letter from the Board of Commissioners;
 - 2) the result of the GMS deciding the resignation of the concerned member.

- d. In the event that the resignation of a member results in the number of Board of Commissioners falling below 3 (three), such resignation shall only be valid upon GMS approval and the appointment of a new Board of Commissioners member.
- e. The Financial Services Authority (OJK) has the authority to evaluate the resignation of a Board of Commissioners member to determine whether the resignation was voluntary, involved coercion, or arose under other circumstances.
- f. OJK's authority to conduct corrective actions and evaluations related to the appointment, dismissal, replacement, and/or resignation of Board of Commissioners members may be executed through written orders in accordance with the applicable OJK Regulation on written instructions.

9. Termination of the Term of Office of Members of the Board of Commissioners

- a. The term of office of a member of the Board of Commissioners may be terminated under the following circumstances:
 - 1) Resignation, as regulated in point 8.a of this Guideline;
 - 2) Failure to meet the requirements stipulated under the prevailing laws and regulations;
 - 3) Decease;
 - 4) Dismissal pursuant to a resolution of the General Meeting of Shareholders (GMS);
 - 5) Declaration of bankruptcy or placement under guardianship by a court decision;
 - 6) Expiration of the term of office without reappointment.
- b. Dismissal or Replacement of an Independent Commissioner Prior to the Expiration of the Term of Office
 - 1) Such dismissal or replacement must obtain prior approval from the OJK before being resolved at the General Meeting of Shareholders (GMS);
 - 2) In granting such approval, OJK shall conduct an assessment regarding the appropriateness of the proposed dismissal or replacement of the Independent Commissioner;
 - 3) As part of the assessment materials for OJK as referred to above, the Bank shall submit a request to OJK containing information concerning:
 - a) The reason or rationale for the dismissal or replacement of the Independent Commissioner; and

- b) The Bank may include the profile of the proposed replacement candidate who is considered to meet the eligibility criteria for a fit and proper test.
- 4) The submission of the request to the Financial Services Authority (OJK) as referred to in point b above must be made by the Bank no later than 1 (one) month prior to the scheduled General Meeting of Shareholders (GMS) which includes the agenda for the dismissal or replacement of the Independent Commissioner.
- 5) In the event that OJK deems the proposed dismissal or replacement of the Independent Commissioner to be inappropriate, then:
 - a) the proposed dismissal or replacement of the Independent Commissioner shall not be approved by OJK; and
 - b) the Bank shall be prohibited from including the agenda for the dismissal or replacement of the Independent Commissioner in the GMS.
- c. In the event that, for any reason, a vacancy occurs in the membership of the Board of Commissioners resulting in fewer than 3 (three) members, a General Meeting of Shareholders (GMS) must be convened no later than 60 (sixty) calendar days following the occurrence of the vacancy, to fill such vacancy in accordance with the provisions and procedures for appointment of Board of Commissioners members as set forth in the Company's Articles of Association.
- d. In the case of a resignation of a member of the Board of Commissioners that causes the number of members to fall below 3 (three), such resignation shall be deemed valid once resolved by the GMS, and a new member of the Board of Commissioners has been appointed and approved by the relevant authority, thereby fulfilling the minimum membership requirement.

III. INDEPENDENCE AND CONFLICT OF INTEREST

- 1. In carrying out its duties, responsibilities, and authorities, the Bank's Board of Commissioners **shall** implement Good Corporate Governance, which includes the principle of independence. Independence refers to a condition that is managed autonomously and professionally, free from conflicts of interest as well as influence or pressure from any party.
- 2. Candidates for the Board of Commissioners of Commercial Banks **must** comply with regulations prohibiting concurrent positions (multiple directorships).
- 3. In the event that a candidate for the Board of Commissioners of a Commercial Bank holds concurrent positions, the following aspects must be considered:

- a. Whether the concurrent positions meet the criteria permitted under the OJK Regulation on Governance.
 - b. The risk of conflict of interest arising in the execution of duties related to the Bank's management and supervision. Holding positions that may pose a potential conflict of interest is strictly prohibited.
 - c. The candidate's availability of time and assurance that such concurrent positions will not result in the neglect of responsibilities as a member of the Bank's Board of Commissioners.
4. A candidate for the Board of Commissioners of a Bank who will assume a position or area of responsibility that requires independence must uphold that independence in accordance with the provisions set forth in the OJK Regulation on Governance.
 5. A candidate for the Board of Commissioners who holds another position—provided that the role is not classified as a prohibited concurrent position—shall be required to submit a formal statement affirming their commitment to:
 - a. Uphold integrity;
 - b. Avoid any form of conflict of interest; and
 - c. Refrain from actions that could harm the Bank and/or cause the Bank to violate prudential principles,
 throughout their term of office as a member of the Board of Directors or Board of Commissioners.
 6. Any conflict of interest or potential conflict of interest involving a candidate for the Board of Commissioners in connection with their nomination to the Bank shall be disclosed during the Fit and Proper Test process.

IV. DUTIES, RESPONSIBILITIES, AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

A. Duties and Responsibilities

Board of Commissioners Duties and Responsibilities are:

1. The Board of Commissioners is responsible for supervising, in the interest of the Bank, the policies and management activities carried out by the Board of Directors, providing advice to the Board of Directors, and assuming accountability for such supervision. These responsibilities must be carried out in accordance with the Bank's objectives as stipulated in the prevailing laws and regulations, the Articles of Association, and resolutions passed at the General Meeting of Shareholders.
2. The Board of Commissioners shall carry out its duties, powers, and responsibilities in good faith and with prudence.

3. The Board of Commissioners shall ensure the implementation of Good Corporate Governance (GCG) principles in every aspect of the Bank's operations across all organizational levels.
4. Provide direction, oversee, and evaluate the execution of the Company's strategic policies.
5. Each member of the Board of Commissioners may not act independently, except based on a decision made by the Board of Commissioners meeting.
6. In performing supervisory functions, the Board of Commissioners shall direct, oversee, and evaluate the implementation of the Bank's strategic policies.
7. In carrying out its supervisory role, the Board of Commissioners is obligated to guide, oversee, and evaluate the integrated execution of governance, risk management, compliance, and strategic policies in accordance with prevailing laws and regulations, the Articles of Association, and/or resolutions from the General Meeting of Shareholders.
8. The Board of Commissioners shall receive and exercise the authorities assigned and/or granted to it in accordance with prevailing laws and regulations, the Articles of Association, and/or decisions of the General Meeting of Shareholders.
9. The Board of Commissioners may perform other supervisory duties and authorities.
10. The Board of Commissioners has the authority to approve the Business Plan submitted by the Board of Directors and is required to supervise and evaluate the implementation of the Bank's Business Plan.
11. In exercising its supervisory role, the Board of Commissioners shall not be involved in decision-making regarding the Bank's operational activities, except under the following circumstances:
 - a. Provision of funds to related parties in accordance with the OJK regulations concerning the legal lending limit and large exposures applicable to commercial banks and Islamic commercial banks; and
 - b. Other matters expressly stipulated in the Bank's Articles of Association or as mandated by applicable laws and regulations.
12. Decision-making concerning the Bank's operational activities by the Board of Commissioners, as referred to above, constitutes part of its supervisory duties and does not eliminate the Board of Directors' responsibility for executing the Bank's management.
13. The Board of Commissioners shall allocate sufficient time to perform its duties and responsibilities optimally.

14. The Board of Commissioners shall oversee the follow-up actions taken by the Board of Directors regarding audit findings or examinations and recommendations from the Bank's internal audit unit, external auditors, the OJK, and/or other supervisory authorities and institutions.
15. The Board of Commissioners shall be collectively responsible for the development of the Sharia Business Unit (Unit Usaha Syariah – UUS).
16. To support the effective execution of its duties and responsibilities, the Board of Commissioners is required to establish Committees. Each Committee shall operate in accordance with the Guidelines and Rules of Procedure established and/or approved by the Board of Commissioners.
17. Review and approve the Company's Annual Report.
18. Formulate or maintain the Board of Commissioners Guidelines to serve as a reference for the Board of Commissioners in carrying out its supervisory functions, duties, and responsibilities with respect to the management of the Company.
19. Convene meetings of the Board of Commissioners that, at a minimum, address the frequency, attendance, and procedures for decision-making as stipulated in these Guidelines.
20. The Board of Commissioners shall be obligated to report to the Financial Services Authority (OJK) no later than 5 (five) working days from the date of discovery of:
 - a. any violation of laws and regulations in the fields of finance, banking, or other matters related to the Bank's business activities; and/or
 - b. any condition or anticipated condition that may endanger the continuity of the Bank's business operations.
21. In relation to the implementation of risk management, the Board of Commissioners shall be responsible, at minimum, for:
 - a. Approving and evaluating the Company's risk management policies;
 - b. Evaluating the Board of Directors' responsibilities in implementing the risk management policies;
 - c. Evaluating and deciding on the Board of Directors' requests concerning transactions that require approval from the Board of Commissioners.
22. The Board of Commissioners shall ensure that the implementation of risk management encompasses country risk and transfer risk, in accordance with the OJK Regulation concerning the implementation of risk management for conventional commercial banks and the OJK Regulation

concerning the implementation of risk management for Shariah commercial banks and shariah business units.

23. In the implementation of risk management related to country risk and transfer risk as referred to in point 22 above, the Board of Commissioners shall be required to carry out, at minimum:
- a. an evaluation of the strategies and policies related to country risk and transfer risk as determined by the Board of Directors; and
 - b. an assessment of the Board of Directors' accountability and the provision of improvement directives regarding the implementation of policies related to country risk and transfer risk on a periodic basis.
24. The Board of Commissioners shall actively supervise the management of non-performing assets, provisioning, and reserves as carried out by the Bank in its credit risk management practices.
25. The Board of Commissioners shall allocate sufficient time to carry out its duties and responsibilities optimally, in accordance with the guidelines and work procedures stipulated in this Guidelines.
26. The Board of Commissioners shall safeguard all data and information related to the Bank provided by the Board of Directors, in compliance with prevailing laws and regulations.
27. The Board of Commissioners shall oversee the implementation of the Compliance Function.
28. In relation to active oversight of the Company's Compliance Function (as stipulated under applicable OJK regulations concerning Compliance Function), the Board of Commissioners shall:
- a. Evaluate the implementation of the Company's Compliance Function at least twice per year;
 - b. Provide recommendations aimed at improving the quality of the Company's Compliance Function implementation.

Based on the evaluations above, the Board of Commissioners shall issue advice to the President Director, with a copy forwarded to the Compliance Director, for the purpose of enhancing the quality of the Company's Compliance Function.

29. In relation to the implementation of the Company's internal audit function (Internal Audit Unit or "SKAI"), the Board of Commissioners shall be responsible for:
- a. Ensuring that the Board of Directors establishes and maintains an internal control system that is adequate, effective, and efficient;

- b. Reviewing the effectiveness and efficiency of the internal control system at least once a year, based on information provided by SKAI; and
 - c. Appointing an independent external quality assessor to conduct a review of SKAI's performance, taking into account relevant recommendations.
30. In relation to the implementation of risk management in the implementation of Information Technology, the Board of Commissioners shall actively conduct oversight by:
- a. Providing guidance, monitoring, and evaluating the Company's strategic plans and policies concerning the use of Information Technology;
 - b. Evaluating the Board of Directors' responsibilities in implementing the use of Information Technology.
31. Granting approval of the Company's primary policies in accordance with the policy hierarchy, as well as other specific corporate policies, which include:
- a. Credit Policy;
 - b. Policies and procedures for the implementation of Anti-Money Laundering and Counter-Terrorism Financing measures;
 - c. Risk Management Policy;
 - d. Internal Audit Charter;
 - e. Compliance Policy;
 - f. Communication Flow Policy;
 - g. Any other policies that may be required under applicable regulations issued by Bank Indonesia, the OJK, and other relevant regulatory authorities.
32. Performing other duties and responsibilities of the Board of Commissioners as stipulated in the Articles of Association, the Company's internal regulations, and the applicable laws and regulations governing the Board of Commissioners.

B. Authority

1. Members of the Board of Commissioners, either jointly or individually, shall have the right—at any time during the Company's business hours—to enter the premises, offices, and compounds used by the Company, and to examine records, documents, and assets of the Company in order to fulfill their duties.
2. The Board of Commissioners has the authority to request explanations from the Board of Directors regarding any matters concerning the Bank, when deemed necessary.

3. The Board of Commissioners is authorized to access and request documents, data, and information of the Bank as considered necessary.
4. The Board of Commissioners is authorized to grant approval to the Board of Directors for certain legal actions, as stipulated in the Articles of Association.
5. In the event that the Board of Commissioners deems it necessary to conduct an independent review of a significant issue occurring within the Bank, the Board shall be entitled to request the Board of Directors to appoint an independent party under terms and conditions determined by the Board of Commissioners.
6. The Board of Commissioners, based on decisions made at Board of Commissioners Meetings, shall have the authority to temporarily dismiss one or more members of the Board of Directors at any time if such member(s) act in violation of the Articles of Association and/or applicable regulations, cause harm to the Company's purpose and objectives, or neglect their duties. In such cases, the Board of Commissioners may seek advice and input from the Audit Committee or other third parties.
7. The temporary dismissal, along with the grounds for such action, must be communicated in writing to the affected Director.
8. Within 90 (ninety) days following the temporary dismissal, the Board of Commissioners must convene an Extraordinary General Meeting of Shareholders (EGMS) to determine whether the dismissed Director shall be permanently removed or reinstated. The temporarily dismissed Director must be given the opportunity to attend the EGMS and present their defense.
9. If deemed necessary, the Board of Commissioners has the right to engage expert assistance to perform its duties for a limited period, at the Company's expense.

V. COMMITTEES FORMATION

1. To support the effective execution of its duties and responsibilities, the Board of Commissioners shall establish the following committees:
 - a. Audit Committee;
 - b. Risk Oversight Committee;
 - c. Nomination and Remuneration Committee;
 - d. Integrated Governance Committee; and
 - e. Other committees deemed necessary by the Board of Commissioners to support its supervisory duties, in accordance with applicable regulatory requirements or the Company's specific needs.
2. The Board of Commissioners may establish additional committees tailored to the Bank's needs and/or complexity, or to expand the scope of such committees'

authority, duties, and responsibilities in support of the Board's supervisory function.

3. Appointment and dismissal of committee members under the Board of Commissioners shall be conducted by the Board of Directors based on resolutions passed at the Board of Commissioners' meeting.
4. The Board of Commissioners must ensure that all established committees perform their functions effectively.
5. Performance evaluations of the committees must be carried out by the Board of Commissioners at least once at the end of each financial year.
6. Each committee is required to formulate its own guidelines and rules of procedure.

VI. PRESIDENT COMMISSIONER

Roles and Responsibilities of the President Commissioner

1. The President Commissioner shall exercise supervisory functions in the same capacity as other members of the Board of Commissioners.
2. All members of the Board of Commissioners, including the President Commissioner, shall hold equal status.
3. As primus inter pares, the principal duty of the President Commissioner is to coordinate the activities of the Board of Commissioners and to ensure that each Commissioner has sufficient information to express their views.
4. Together with all members of the Board of Commissioners, the President Commissioner is jointly responsible for establishing the policy framework and ensuring that the Board supports the Company's formulated strategy and monitors its implementation.
5. The President Commissioner ensures adherence to rules of procedure and working protocols, and fosters healthy debate on issues under discussion, thereby promoting the Board's skepticism and independence.
6. The President Commissioner shall ensure that, where necessary, resolutions of the Board of Commissioners are determined by vote, to guarantee that decisions are made collectively and reflect the will of the majority.

7. The President Commissioner leads the evaluation of the relevance and effectiveness of succession planning programs at the level of both the Board of Commissioners and the Board of Directors.
8. The President Commissioner cultivates a constructive working relationship with the President Director and provides necessary support and appropriate counsel.
9. The President Commissioner upholds the highest standards of corporate governance practices and ensures that such practices are regularly communicated to stakeholders.
10. The President Commissioner may convene meetings of the Board of Commissioners or joint meetings of the Board of Commissioners and the Board of Directors at any time deemed necessary and has the authority to determine alternative procedures for convening such meetings.
11. The President Commissioner shall preside over meetings of the Board of Commissioners or joint meetings between the Board of Commissioners and the Board of Directors.
12. General Meetings of Shareholders (GMS) shall be chaired by the President Commissioner. In the event the President Commissioner is absent or unable to attend—without the need to prove such absence to third parties—the GMS shall be chaired by another member of the Board of Commissioners appointed from among its members.

VII. ETHICAL VALUES OF THE BOARD OF COMMISSIONERS

1. Core Values of the Company

TIGER represents the Company's core values, serving as guiding principles in achieving its business objectives. The cultivation of the "TIGER" cultural values—which encompass Teamwork, Integrity, Growth, Excellence & Efficiency, and Relationship Building—forms the spirit of the Company. This process aims to elevate these values beyond mere statements by embedding them into the Company's culture and work ethic, thereby laying a strong foundation for constructing resilient pillars to support the successful attainment of corporate goals.

Understanding the importance of TIGER values and committing to their application begins with personal conviction at the individual level. Implementation requires a sustained process—supported not only by commitment but also by time, dedicated effort, and organizational discipline—

executed consistently and continuously by internal stakeholders across the Company.

The “TIGER” core values include:

- **Teamwork:** Working collaboratively as a unified team, grounded in mutual respect.
- **Integrity:** Conducting all activities with honesty, professionalism, and moral responsibility.
- **Growth:** Demonstrating a strong drive for continuous improvement and innovation.
- **Excellence and Efficiency:** Committing to deliver flawless performance and exceptional service.
- **Relationship Building:** Continuously fostering long-term, mutually beneficial partnerships.

These values apply to all individuals within the Company, including but not limited to members of the Board of Commissioners, the Board of Directors, and employees.

2. Conflict of Interest

Each member of the Board of Commissioners is required to avoid any conflict of interest between themselves and the Company. In any circumstance involving, or with the potential to involve, a conflict of interest with the Company, the situation must be promptly disclosed to the Board of Commissioners and the Shareholders.

A “**Conflict of Interest**” arises when a Commissioner’s personal interests adversely affect or may adversely affect the interests of the Company. Such conflicts may also occur when a Commissioner or their immediate family members receive personal benefits due to their position on the Board of Commissioners, beyond what is considered reasonable remuneration or compensation for such role.

In the event of a decision-making process that may give rise to a conflict of interest between a Commissioner and the Company, the concerned Commissioner shall refrain from participating in the decision-making process.

Disclosure of any conflict of interest must be documented in the meeting minutes, at a minimum including the name of the party involved in the conflict of interest; the principal issue constituting the conflict; and the rationale underlying the decision made.

3. Corporate Opportunities

Members of the Board of Commissioners are strictly prohibited from:

- a. Accepting, for personal benefit, anything related to the Company's business;
- b. Using Company assets or proprietary information for personal gain;
- c. Competing with the Company in pursuing business opportunities;
- d. Leveraging the Company for personal, familial, or third-party interests that may cause losses or reduce the Company's profits;
- e. Obtaining and/or accepting personal benefits from the Company outside of remuneration and other facilities as resolved by the General Meeting of Shareholders (GMS).

4. Confidentiality

Each member of the Board of Commissioners shall maintain the confidentiality of all information entrusted to them by the Company, as well as any other confidential information regarding the Company acquired from any source, in their capacity as a Commissioner—both during their term of office and after leaving the Company—except where disclosure is authorized or legally required. Confidential information includes all non-public information that may be advantageous to competitors or detrimental to the Company if disclosed by the Commissioner or by clients.

5. Fair Transaction

Each member of the Board of Commissioners shall endeavor to engage in fair dealings with clients, vendors/suppliers, competitors, and employees. No member of the Board of Commissioners may take unfair advantage of any person through manipulation, concealment, abuse of confidential information, or any other unfair dealing practice.

6. Compliance with Laws, Regulations, and Legislation

Members of the Board of Commissioners shall comply with all applicable laws, regulations, and legislation governing the Company. Each member is responsible for understanding and remaining informed about all legal requirements relevant to their duties. Commissioners are permitted to seek legal advice or consult with legal counsel—either internal or independent external advisors—when necessary.

7. Supporting the Reporting of Illegal or Unethical Conduct

Members of the Board of Commissioners must uphold ethical conduct and encourage Directors to engage in discussions with management-level or other superior officials when facing uncertainty about the appropriate course of action

in specific circumstances. They must also promote the reporting of violations of laws, regulations, and legislation. Each member of the Board of Commissioners shall be subject to the Bank's prevailing Values and Code of Ethics.

8. Compliance Procedures

Members of the Board of Commissioners are obliged to promptly submit and report any suspected violations of the Code of Ethics, including breaches of law, government regulations, or statutory provisions, to the Board of Commissioners.

9. Working Hours Commitment

Each member of the Board of Commissioners is required to regularly perform their supervisory duties over the Board of Directors in managing the Company. Members must allocate sufficient time to effectively fulfill their roles and responsibilities, including attending meetings of the Board of Commissioners and its related Committees.

10. Transparency/Disclosure

Members of the Board of Commissioners are required to disclose in the governance implementation report for Commercial Banks as stipulated in OJK Regulation Number 17 of 2023:

- a. Share ownership of 5% (five percent) or more, whether in the relevant Bank or in other banks and/or companies domiciled within or outside the territory of Indonesia;
- b. Financial relationships with other members of the Board of Commissioners, members of the Board of Directors, and/or the Bank's controlling shareholders; and
- c. Family relationships up to the second degree with other members of the Board of Commissioners, members of the Board of Directors, and/or the Bank's controlling shareholders.

VIII. DECISION-MAKING PROCESS OF THE BOARD OF COMMISSIONERS

1. Board of Commissioners Meeting

- a. Board of Commissioners Meeting Provisions
 - 1) The Board of Commissioners shall convene periodically at least once every two (2) months and may also be convened at any time when deemed necessary by the President Commissioner or by two (2) or more members of the Board of Commissioners, or upon written request from the Board of Directors' meeting, or upon written request from one or more shareholders collectively representing at least one-tenth (1/10) of the total issued shares with valid voting rights.

- 2) The Board of Commissioners is obliged to conduct joint meetings with the Board of Directors at least once every four (4) months.
 - 3) The meetings mentioned in points 1) and 2) above shall be held if attended by the majority of members of the Board of Commissioners or in accordance with the quorum provisions stipulated in the Bank's Articles of Association.
 - 4) The Board of Commissioners meetings must be physically attended by all members of the Board of Commissioners at least twice per year.
 - 5) In the event that a Non-Independent Commissioner is unable to physically attend a Board of Commissioners Meeting, the relevant member may utilize teleconferencing, videoconferencing, or similar communication technologies, provided that such technologies allow all participating members to hear and engage directly with each other during the meeting. Attendance via these means shall be regarded as physical presence of the respective member in the Board of Commissioners Meeting.
 - 6) The Board of Commissioners shall schedule meetings for the upcoming fiscal year prior to the end of the current fiscal year.
 - 7) The Board of Commissioners Meeting shall be chaired by the President Commissioner. In the event the President Commissioner is unable or unavailable to attend the meeting—where such circumstances need not be evidenced to third parties—the meeting shall be chaired by one of the members of the Board of Commissioners, elected by the attending and/or represented members at the meeting.
- b. Summoning of the Board of Commissioners Meeting
- 1) The summoning of the Board of Commissioners Meeting shall be carried out by the President Commissioner or by a member of the Board of Commissioners, or by the Corporate Secretary, or by the Head of the Corporate Secretary Work Unit.
 - 2) The meeting notice must specify the agenda, date, time, and venue of the Board of Commissioners Meeting.
 - 3) The meeting notice shall be made in writing and delivered via electronic mail (electronic media), registered mail, or direct delivery with acknowledgment of receipt. The notice must be sent to the members of the Board of Commissioners no later than five (5) calendar days prior to the meeting date, excluding the date of the notice and the date of the meeting. If the meeting has been pre-scheduled, no formal notice is required.

c. Meeting Materials of the Board of Commissioners

- 1) For scheduled meetings, the meeting materials must be distributed to meeting participants no later than five (5) calendar days prior to the date of the meeting.
- 2) In the event of unscheduled meetings held outside of the predetermined schedule, the meeting materials may be distributed to participants no later than the time the meeting is held.

d. Decision-Making in Board of Commissioners Meetings

- 1) Decisions in Board of Commissioners Meetings shall be made based on deliberation to reach consensus.
- 2) In the event that consensus cannot be reached, decisions shall be made by majority vote.
- 3) All legally adopted decisions in the Board of Commissioners Meetings shall be binding on all members of the Board of Commissioners.
- 4) A Board of Commissioners Meeting shall be valid and entitled to adopt binding decisions if more than one-half ($\frac{1}{2}$) of the total members of the Board of Commissioners are present or represented.
- 5) The Board of Commissioners may also adopt legally binding decisions without convening a physical meeting, provided that all members have been duly notified in writing and have given their written approval by signing the circular resolution.
- 6) A member of the Board of Commissioners shall not participate in decision-making in matters where that member has a conflict of interest with the Bank, unless otherwise determined by the Board of Commissioners Meeting.

e. Quorum of the Board of Commissioners Meeting

- 1) A member of the Board of Commissioners may be represented at the meeting only by another member of the Board of Commissioners, based on a power of attorney.
- 2) A Board of Commissioners Meeting shall be valid and entitled to make binding decisions only if more than one-half ($\frac{1}{2}$) of the serving members of the Board of Commissioners are present or represented.
- 3) Decision-making in the Board of Commissioners Meeting shall first be conducted based on deliberation to reach consensus. In the event consensus cannot be achieved, decisions shall be made by voting, with approval from more than one-half ($\frac{1}{2}$) of the serving members of the Board of Commissioners. All such decisions shall be binding on all members of the Board of Commissioners.

- 4) Each member of the Board of Commissioners attending the meeting shall be entitled to cast one (1) vote, plus an additional one (1) vote for each member they represent.
 - 5) Due to certain circumstances, the Board of Commissioners Meeting may be held virtually or by utilizing teleconference, videoconference, or similar communication technologies, provided such technologies enable all attending members to hear each other directly and actively participate in the meeting. The quorum and decision-making process in such virtual meetings shall be equivalent to that of conventional meetings, with minutes of meeting recorded in writing and signed by the Chairman of the Meeting and the other attending members, or at minimum, by one of the attending members designated by the Board of Commissioners Meeting.
 - 6) In the event of technical disruptions or failures in teleconference or similar communication facilities during the meeting, such incidents shall not affect the quorum that has been achieved prior to the disruption. Any member of the Board of Commissioners participating via such facilities shall be considered to have abstained from voting on matters proposed after the occurrence of such technical disruptions.
- f. Minutes of the Board of Commissioners Meeting
- 1) The Board of Commissioners shall prepare minutes of the meeting and document them in accordance with applicable laws and regulations.
 - 2) Any dissenting opinions arising during the Board of Commissioners Meeting must be clearly recorded in the minutes along with the reasons for such dissent.
 - 3) The outcomes of the Board of Commissioners Meeting must be included in the meeting minutes and properly documented.
 - 4) The minutes of the Board of Commissioners Meeting shall be prepared by the Corporate Secretary or a designated party within the meeting and signed by all members of the Board of Commissioners in attendance.
 - 5) The meeting minutes shall be retained by the Corporate Secretary and distributed to all members of the Board of Commissioners.
 - 6) Minutes of meetings conducted via teleconference or similar communication technologies must be documented in writing and circulated to all participating members for approval and signature.

2. Circular Resolution of the Board of Commissioners

- a. The Board of Commissioners may adopt valid decisions without convening a physical meeting, provided that all serving members of the Board of Commissioners have been notified in writing and have given their approval by signing the resolution.
- b. Decisions made in this manner shall carry the same legal force as those adopted in a duly convened Board of Commissioners Meeting.
- c. A decision shall be deemed valid if all members of the Board of Commissioners approve the proposed resolution in writing and sign the circular document.

IX. WORKING RELATIONSHIP STRUCTURE BETWEEN THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

The working relationship between the Board of Commissioners and the Board of Directors shall, among other means, be conducted through joint meetings held at least once every four (4) months, in order to foster sound corporate governance that is professional, transparent, effective, efficient, and marked by a high degree of integrity in carrying out the Company's business activities.

X. ACCOUNTABILITY OF THE BOARD OF COMMISSIONERS

1. Each member of the Board of Commissioners shall be jointly and severally liable for losses incurred by the Bank resulting from errors or negligence in the performance of their duties.
2. Member of the Board of Commissioners shall not be held liable for losses incurred by the Bank if they are able to demonstrate that:
 - a. The loss was not caused by their error or negligence;
 - b. They have performed their supervisory role in good faith, with full responsibility and due care, in the interest of and in accordance with the purposes and objectives of the Bank;
 - c. They have no conflict of interest, whether direct or indirect, with respect to the actions taken that resulted in the loss;
 - d. They have taken measures to prevent the occurrence or continuation of such loss.

XI. TRAINING PROGRAM

To enhance competencies and support the execution of duties and responsibilities of the Board of Commissioners, its members shall participate in an Induction Program specifically designed for newly appointed Commissioners, as well as in a Refreshment Program which consists of:

1. **Regular Updates** – updates on newly issued regulations and policies;
2. **Macroeconomic Updates** – briefings on macroeconomic developments or other relevant topics;
3. **Development** – training programs tailored for individual members of the Board of Commissioners;
4. **Banking Risk Management Certification**;
5. **Other Refreshment Programs** mandated by prevailing laws and regulations.

XII. BOARD OF COMMISSIONERS EFFECTIVENESS EVALUATION

1. To improve the quality of the Board of Commissioners in carrying out their duties and responsibilities, the Nomination and Remuneration Committee conducts performance evaluations of the Board members and their supporting Committees throughout the financial year. The evaluation is based on performance benchmarks established by the Nomination and Remuneration Committee.
2. The evaluation is conducted through self-assessment and peer assessment methods.
3. The effectiveness of the Board of Commissioners may also be evaluated by the Board of Directors.
4. The results of the Board's performance evaluation are disclosed in the Annual Report.
5. As part of the evaluation process, the Board of Commissioners must ensure the composition and qualifications of its members comply with the provisions outlined in this Guideline, and consider input from the Board of Directors regarding the effectiveness of the Board's function.

XIII. REMUNERATION FOR THE BOARD OF COMMISSIONERS

In accordance with the Company's Articles of Association, members of the Board of Commissioners may be granted an honorarium and/or other allowances, the amount of which is determined by the General Meeting of Shareholders (GMS).

1. Remuneration Policy

Remuneration for members of the Board of Commissioners constitutes compensation granted for the various efforts undertaken during a specific period. Board members may receive remuneration in an amount determined by the General Meeting of Shareholders (GMS), based on recommendations from the Nomination and Remuneration Committee. The remuneration system shall be structured to attract professionals by being relatively competitive, accommodating labor market conditions, and reflecting both the Company's capabilities and overall performance.

2. Remuneration Components

- a. The remuneration package provided to the Board of Commissioners generally consists of the following components:
 - 1) Honorarium
 - 2) Other allowances
- b. Remuneration components shall be reviewed based on:
 - 1) Individual performance of each member of the Board of Commissioners
 - 2) Salary survey results from similar industry companies
 - 3) Cost of living adjustments due to inflation
- c. Members of the Board of Commissioners shall not take or receive personal gain from the Bank other than the remuneration and facilities determined by the General Meeting of Shareholders (GMS).
- d. Members of the Board of Commissioners are prohibited from taking and/or receiving personal gain from the Bank apart from remuneration and other facilities as determined by the GMS.

XIV. REPORTING AND ACCOUNTABILITY

The Board of Commissioners shall be accountable for the performance of its supervisory duties over the Company throughout the relevant fiscal year to the Shareholders, through the Company's Annual Report, which shall be submitted to the General Meeting of Shareholders (GMS) for approval.

XV. COMPANY SECRETARY/ CORPORATE SECRETARY

To support the execution of the duties and responsibilities of the Board of Commissioners, the Corporate Secretary shall, at minimum, carry out the following governance-related tasks:

1. Ensuring transparency of information to the public, including the availability of information on the Issuer's or Public Company's Website;
2. Timely submission of reports to the Financial Services Authority (OJK);
3. Organizing and documenting the General Meeting of Shareholders;

4. Organizing and documenting meetings of the Board of Directors and/or the Board of Commissioners;
5. Conducting orientation programs about the company for members of the Board of Directors and/or Board of Commissioners;
6. Providing input on the implementation of Good Corporate Governance (GCG) within the Company through periodic self-assessment; and
7. Keeping abreast of developments in the Capital Market, particularly the prevailing laws and regulations governing capital markets.

XVI. EFFECTIVE DATE

The Board of Commissioners' Guideline shall become effective as of the date it is stipulated.

The Board of Commissioners is required to review this Guideline at least once every three (3) years and propose amendments whenever necessary.