

## Committees of The Board of Commissioners

### AUDIT COMMITTEE

Maybank Indonesia established Audit Committee to assist the Board of Commissioners to effectively and independently perform its oversight functions in terms of implementing and reporting of financial reports, risk management adequacy and internal control. The Audit Committee also performs oversight of compliance to any prevailing rules and regulations.

#### Legal Basis

- OJK Regulation No. 55/POJK.04/2015 concerning the Establishment and Working Implementation Guidelines of the Audit Committee
- OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies
- OJK Regulation No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks
- OJK Circular Letter No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks
- The Articles of Association concerning the duties and responsibilities of the Board of Commissioners.

#### Audit Committee Charter

The Audit Committee has an Audit Committee Charter that regulates, among other matters, the duties and responsibility, membership, work and meeting procedures in relation to the implementation of the Audit Committee's activities. The Audit Committee Charter was last updated on July 19, 2016 and has been uploaded to the Bank's website. The Audit Committee Charter is reviewed periodically to comply with the prevailing rules and regulations.



#### Structure and Membership

The Audit Committee's membership, composition and member independency complies with regulator provisions. The Audit Committee is comprised of 1 (one) Independent Commissioner as Chairman and 2 (two) Independent members who possess competencies and qualifications in accounting and banking finance.

Pursuant to the Board of Directors Decision No. SK.2018.003/PRES DIR dated April 6, 2018, the followings are the Bank's Audit Committee composition:

No	Member	Position in the Committee	Position in the Company	Term of Office
1	Hendar	Chairman and Member	Independent Commissioner	2018 - 2021
2	Teuku Radja Sjahnan	Member	Independent Party	2018 - 2021
3	Arief Adhi Sanjaya	Executive Secretary and Member	Independent Party	2018 - 2021


#### Kualifikasi dan Profil Anggota Komite Audit

Member	Career Background	Education
 <p>Hendar</p>	<p>Chairman of Audit Committee. His background detail and qualification can be reviewed under the profile of Board of Commissioners in the chapter of Company Profile.</p>	<p>Included under the profile of Board of Commissioners.</p>
 <p>Teuku Radja Sjahnan</p>	<p>Member of Audit Committee Indonesian citizen. He was appointed as independent audit committee member of PT Bank Maybank Indonesia, Tbk on 6 April 2018.</p> <p>He started his career in Badan Pemeriksa Keuangan/BPK-RI, the Auditor General Office (1989-2006). Resigning from BPK, he then continued his career in private sector as IT audit and public sector audit and governance consultant in PT Dua Radja Net, a company he co-founded. He had previously served at World Bank, Jakarta Office (2007-2009) and the Senate (2010-2013) as consultant, and as independent audit committee member at Bank BNI (2001-2009), Bank Muamalat Indonesia (2010-2014) and Bank Barclays Indonesia (2009-2010). He serves as independent audit committee member at PT Cardig Aero Services, Bank Commonwealth Indonesia and as independent commissioner at PT Commonwealth Life.</p>	<p>He earned Diploma 3 degree in accounting from Sekolah Tinggi Akuntansi Negara (STAN), Bachelor degree in financial management from University of Indonesia and Master degree in finance from London Business School.</p> <p>He obtained his CISA (Certified Information System Auditor) credential in 1995.</p>



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Member	Career Background	Education
<p><b>Arief Adhi Sanjaya</b></p> 	<p>Member of Audit Committee Indonesian citizen. He has served as a member of the Audit Committee of PT Bank Maybank Indonesia Tbk since April 6, 2018.</p> <p>His career was originally as an auditor at the Directorate General of Taxes and last as a senior analyst (2000-2008). He is a member of the Supreme Court's Strategic Plan Development Team of Republic of Indonesia (2009), Team Leader of Anti-Corruption Program and Transformation of Financial Management MA USAID (2009-2010), Expert of the State Finance Accountability Board of the Republic of Indonesia (2010-2013), Senior Specialist Audit of Integrity at UNDP (2015-2016) and Experts of National Economic and Industrial Committee (2016). He is Project Director of the ADB's Regional Financial Capacity Enhancement Program (2017-present) and a member of the Faculty of Economics and Business UMN (2010-present).</p> <p>In banking he served as a member of the Nomination and Remuneration Committee at Bank BNI, and the Audit Committee and Nomination and Remuneration Committee of BNI Syariah Bank.</p>	<p>He obtained his accounting Diploma from Sekolah Tinggi Akuntansi Negara (1999). Besides being a competency assessor, he is also a Chartered Accountant (2003) and a graduate with Master of Business Law from University of Indonesia (2005), as well as Master of Public Administration from National University of Singapore (2007).</p>

Criteria or Indicator	Analysis	Supporting Document
1. The audit committee must at least consist of one Independent Commissioner, an Independent Party with expertise in finance or accounting, and an Independent Party with expertise in law and banking	The Audit Committee Chairman, Hendar, is an Independent Commissioner with expertise in economics and finance, with 2 members who are independent parties: (1) Teuku Radja Sjahnan having his expertise in accounting and banking (2) Arief Sanjaya, is an expert in law and finance	PT Maybank Indonesia Tbk Board of Directors Decision No. SK.2018.003/ PRESDIR dated April 06, 2018
2. The Audit Committee is chaired by an Independent Commissioner.	Hendar, the Audit Committee Chairman, is an Independent Commissioner	PT Maybank Indonesia Tbk Board of Directors Decision No. SK.2018.003/ PRESDIR dated April 06, 2018
3. At least 51% (fifty-one percent) of the Audit Committee's members are Independent Commissioners and Independent Party.	100% of the Audit Committee members are derived from Independent Commissioners and Independent Parties	PT Maybank Indonesia Tbk Board of Directors Decision No. SK.2018.003/ PRESDIR dated April 06, 2018
4. Members of the audit committee possess high integrity and good morals.	All members of the Audit Committee do not have poor integrity record, never involved in any civil or criminal cases, and possess good morality.	PT Bank Maybank Indonesia Tbk Board of Directors Decision No. SK.2018.003/ PRESDIR dated April 06, 2018

#### Term of Office

Audit Committee member terms of office shall not be longer than the Board of Commissioner's term of office as stipulated under the Articles of Association, and may be reappointed for 1 (one) more term. Any changes in the composition of the Audit Committee shall be approved by the Board of Commissioners.

#### Audit Committee's Independency

All members of the Audit Committee have fulfilled all the independence criteria and are capable to perform their duties independently, highly uphold the Bank's interest and not be influenced by any party whatsoever. This can be observed in the membership of the Audit Committee which consist of 1 (one) Chairman who is an Independent Commissioner, and 2 (two) members who are Independent Parties.

#### Duties and Responsibilities of the Audit Committee

In detail, the duties and responsibilities of the Audit Committee are set out in the Audit Committee Charter which can be accessed through the Bank's website ([www.maybank.co.id](http://www.maybank.co.id)). In accordance with the Audit Committee Charter are as follows:

#### Internal Control and Risk Management

The Audit Committee shall:

- Evaluate whether management has implemented an adequate and effective internal control system, pursuant to reports such as from the internal auditor as well as the external auditor, including FSA (OJK).
- Evaluate whether the auditor's recommendations have been followed-up by management.
- The Audit Committee may coordinate with the Risk Oversight Committee, if necessary.

### Financial Information

The Audit Committee is in charge of improving the quality of financial information disclosure, by:

- a. Reviewing the financial information, including financial projections issued to the public and/or authorities.
- b. Ensuring that financial reports have been prepared in accordance with accounting standards as well as other prevailing rules and regulations.
- c. Reviewing and reporting to the Board of Commissioners in relation to any complaints related to accounting processes and financial reporting of the Bank.

### Internal Auditor

The Audit Committee shall:

- a. Evaluate the Internal Audit Charter to be approved by the Board of Commissioners.
- b. Evaluate the Internal Audit Work Unit (Satuan Kerja Audit Internal - SKAI) annual plan and provide suggestions for improvement when necessary.
- c. Ensuring that there are no limitations imposed on SKAI.
- d. Ensuring that SKAI's significant findings are immediately submitted to the Audit Committee to be discussed for the Board of Commissioner's attention.
- e. Recommend to the Board of Commissioners to request the SKAI to conduct a special audit, if required, to investigate any suspected fraud or violation of the rules and regulations.
- f. Review the implementation and Summary of the Internal Audit Report prior to the submission to FSA (OJK).
- g. Evaluate the effectiveness of SKAI's function, by ensuring that the management has followed-up on the recommendations submitted by SKAI.
- h. Evaluate and provide recommendations to the Board of Commissioners in relation to the appointment, performance evaluation, replacement and dismissal of the Head of SKAI.

### Public Accountant/External Auditor

The Audit Committee shall:

- a. Review the Public Accountant/External Auditor independency, performance, fee and other criteria to provide its recommendation to the Board of Commissioners to determine the Public Accountant which will be appointed by the GMS.
- b. Review the adequacy of the Public Accountant's examination to ensure that significant risks have been taken into consideration, including reviewing the terms of engagement.
- c. Ensuring that the significant findings are immediately submitted to the Audit Committee for further discussion and be submitted for Board of Commissioners attention.
- d. Ensuring that management follow-up on the Public Accountant's findings.
- e. Provide an independent opinion in the event of difference in opinion between management and the Public Accountant for the services rendered occurs.

### Compliance to Law and Regulation

The Audit Committee shall ensure the compliance with Capital Market and banking regulations.

### Bank's Code of Ethics

The Audit Committee is tasked to:

- a. Ensure that the Bank already has a written Code of Ethics.
- b. Ensure that management creates a working culture that drives every employee to comply with the Code of Ethics.
- c. Review and provide suggestions to the Board of Commissioners regarding to any of potential conflict of interest.

### Other Tasks

The above-mentioned duties and responsibilities do not limit the Audit Committee to act otherwise insofar as it does not conflict with FSA (OJK) Regulations and the prevalence of domestic and international practices. The Audit Committee is also responsible for other relevant tasks assigned by the Board of Commissioners including but not limited to the appointment and/or removal of the Public Accountant/ External Auditor's office based on independency, the scope of the assignment and fair value of service fee.

### Implementation of the Audit Committee's Activities during 2019

For financial year 2019, the Audit Committee performed its function to support the Board of Commissioners under the guidance of the Audit Committee Charter, having:

- Reviewed all financial information to be issued by the Bank to the public and/or the authorities, in the form of the draft financial projections which included under the Bank's Business Plan (including its revision) to be submitted to FSA (OJK), the draft quarterly and annual financial report publications, as well as the long-form report.
- Reviewed compliance with the provisions of the law and regulations as related to the Bank's activities, specifically through the compliance report submitted to FSA (OJK) every semester and the audit report from OJK and the tax authorities.
- Provided recommendations to the Board of Commissioners to be determined by the Annual GMS regarding the appointment of the Public Accountant pursuant to its independency, assignment scope of work, and fees. The recommendations are also based on the evaluation results to the Implementation of the Audit Services on Annual Historical Financial Information of the previous year. This evaluation result report has also been submitted to FSA (OJK).
- Reviewed and evaluated the audit's planning and implementation as well as monitoring the follow-up of the audit findings, whether the audit was performed by SKAI or by the external auditor or authority, in order to appraise internal control adequacy.
- Assisted the Board of Directors to prepare the Business Plan Oversight Report to be submitted to the OJK every semester.



In reviewing the adequacy of the financial reporting process, the Audit Committee also provides recommendations that the financial statements were prepared pursuant to the generally accepted accounting standards and existing regulations as well as ensuring that the audit performed by the Public Accounting Firm is in accordance with the prevailing audit standards in Indonesia.

The implementation of Audit Committee duties is carried out with written communications (reporting) as well as by holding periodic meetings, whether with SKAI, the Internal Audit Committee (IAC), the Compliance Unit, the Finance and Accounting Division (FAD), and other related business unit as well as the Public Accounting Firm.

In regards to the review of risk management activities conducted by the Board of Directors; the Bank has the Risk Oversight Committee established by the Board of Commissioners.

#### Audit Committee Meetings and Attendance

During 2019, the Audit Committee held 10 meetings, where each meeting was attended by more than half of the members of the Audit Committee and had fulfilled the stipulated quorum requirement.

Name	Position	Attendance at Audit Committee Meetings	Attendance Percentage (%)
Hendar	Chairman of the Audit Committee	20	100%
Teuku Radja Sjahnan	Audit Committee Member	19	95%
Arief Adhi Sanjaya	Audit Committee Member	18	90%

#### Audit Committee Meeting Agenda

The main agendas of the Audit Committee Meeting throughout 2019 are as follows:

No	Audit Committee Meeting Date	Audit Committee Meeting Main Agenda
1	22 January 2019	Implementation of Internal Audit Assignments and Audit Findings Discussion
2	12 February 2019	Discussion on Consolidated Financial Statements as at 31 December 2018
3	19 February 2019	Implementation of Internal Audit Assignments and Discussion of Audit Findings
4	19 February 2019	Discussion with the Financial Crime & Compliance Unit regarding Anti Money Laundering & Know Your Customer
5	21 February 2019	Assign a Public Accounting Firm to examine the Bank's book
6	5 March 2019	Recommendation for Appointing a Public Accounting Firm
7	27 March 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
8	24 April 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
9	25 April 2019	Discussion on Consolidated Financial Statements as at 31 March 2019
10	9 May 2019	Appointment of External Reviewer to carry out the External Quality Assurance Review for the period July 01, 2016 - June 30, 2019
11	20 May 2019	Review of the Audit Plan and Internal Audit Charter
12	22 May 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
13	16 July 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
14	26 July 2019	Discussion on Consolidated Financial Statements as of June 30, 2019
15	19 August 2019	Public Accountant Firm Signing Partners Replacement
16	20 August 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
17	17 September 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings
18	22 October 2019	Implementation of Internal Audit Assignments and Audit Findings Discussion
19	28 October 2019	Discussion on Consolidated Financial Statements September 30, 2019
20	19 November 2019	Implementation of Internal Audit Assignments and Discussion on Audit Findings

#### Working Program and Activities of Audit Committee

Throughout 2019, the Audit Committee carried out activities in accordance with its duties and responsibilities. This can be observed through the work programs and its realizations (in general) that were well implemented.

## Training for Members of Audit Committee

Name	Position	Training/ Seminar/ Workshop/ Sharing Knowledge	Start Date	End Date	Organizer	Location
Hendar	Chairman and also a Member of Audit Committee	IFRS 9/PSAK 71	6 August 2019	6 August 2019	Maybank Indonesia	Jakarta
		National Conference on Internal Audit	14 July 2019	25 July 2019	Institute of Internal Audit	Solo
Teuku Radja Sjahnan	Member of Audit Committee	National Conference on Internal Audit	24 July 2019	25 July 2019	Institute of Internal Audit	Solo
Arief Adhi Sanjaya	Member of Audit Committee	IFRS 9/PSAK 71	6 August 2019	6 August 2019	Maybank Indonesia	Jakarta

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is a committee established to assist the Board of Commissioners in discharging its supervisory responsibilities for the execution of the nomination and remuneration policies on the Board of Commissioners, the Board of Directors, the Sharia Supervisory Board, Independent members of BoC Committees and Executive Vice Presidents (EVP) as well as all employees pursuant to all applicable regulations.

### Legal Basis

The establishment of the Nomination and Remuneration Committee is based on the following rules:

1. SEOJK No. 13/SEOJK.03/2017 dated March 17, 2017 regarding the Implementation of Good Corporate Governance for Commercial Banks.
2. POJK No. 55/POJK.03/2016 dated 7 December 2016 concerning the Implementation of Good Corporate Governance for Commercial Banks.
3. POJK No. 34/POJK.04/2014 dated December 8, 2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies.
4. PBI no. 11/33/PBI/2009 dated 7 December 2009 on the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units.

## Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has a Charter that has been adjusted to POJK No.34/ POJK.04/2014 on the Nomination and Remuneration Committee of Issuers or Public Companies and POJK No. 45/POJK.03/2015 and SEOJK No. 40/ SEOJK.03/2016 on the Implementation of Governance in the Provision of Remuneration for Commercial Banks. The Charter was last updated on January 20, 2017. Furthermore, the Charter of the Nomination and Remuneration Committee is reviewed periodically to conform to applicable regulations. The Charter of the Nomination and Remuneration Committee has been uploaded on the Bank's website.






## Members of the Nomination and Remuneration Committee

Membership, composition, and independency of members of the Nomination and Remuneration Committee comply with applicable regulations, consisting of 1 (one) Independent Commissioner, 1 (one) Commissioner, and 1 (one) person holding managerial positions under the Board of Directors in charge of human resources. The members were appointed by the Board of Commissioners through its Decision Letter No SK.2018.003/ DIR HC dated April 6, 2018. The members of the Nomination and Remuneration Committee have term of service effective from 6 April 2018 until the close of the Annual General Meeting of Shareholders in the year 2021.

The Composition of Nomination and Remuneration :

No	Name	Position	Position in the Committee	Term of Office
1	Budhi Dyah Sitawati	Independent Commissioner	Chairwoman and Member	2018 - 2021
2	Hendar	Independent Commissioner	Member	2018 - 2021
3	Edwin Gerungan	Commissioner	Member	2018 - 2021
4	Datuk Abdul Farid bin Alias	President Commissioner	Member	2018 - 2021
5	Aries Nur Prasetyo Sunu	Key Executive	Member and Executive Secretary	2018 - 2021

## Qualifications and Profiles of Members of the Nomination and Remuneration Committee

Member Profile	Career Background	Education
<p>Budhi Dyah Sitawati</p> 	<p>Chairwoman of Nomination &amp; Remuneration Committee Her background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under the profiles of Board of Commissioners.</p>
<p>Hendar</p> 	<p>Member of Nomination and Remuneration Committee His background details and qualifications can be reviewed under the profile of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under the profiles of Board of Commissioners</p>
<p>Edwin Gerungan</p> 	<p>Member of Nomination and Remuneration Committee His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under the profiles of Board of Commissioners</p>
<p>Datuk Abdul Farid bin Alias</p> 	<p>Member of Nomination and Remuneration Committee His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under the profiles of Board of Commissioners</p>
<p>Aries Nur Prasetyo Sunu</p> 	<p>Member and Executive Secretary of the Nomination and Remuneration Committee The full profile is available under the Key Executive Profile.</p>	<p>Available under Key Executive Profile</p>

### Training for Members of Nomination and Remuneration Committee

Name	Position	Nama Training/ Seminar/Workshop/ Sharing Knowledge	Start Date	End Date	Organizer	Place
Budhi Dyah Sitawati	Chairman as also member	Engagement Session BOD & BOC	19 September 2019	19 September 2019	Maybank	Jakarta
		The Guru Series Guest Speaker	30 August 2019	30 August 2019	Maybank	Jakarta
		The Guru Series Guest Speaker	23 August 2019	23 August 2019	Maybank	Jakarta
		Sustainability Finance Workshop	22 August 2019	22 August 2019	Maybank	Jakarta
		Training IFRS 9	6 August 2019	6 August 2019	Maybank	Jakarta
		Integrated GRC & Financial Crime Conference	27 June 2019	28 June 2019		
		Risk and Governance Training Program	25 June 2019	25 June 2019	Maybank	Jakarta
		Global Good Governance (3G) Awards	14 March 2019	14 March 2019	Cambridge IFA	Jakarta
		Maybank Economic Outlook 2019	11 March 2019	11 March 2019	Maybank	Jakarta
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Solo
Hendar	Member	The Guru Series Guest Speaker	23 August 2019	23 August 2019	Maybank	Jakarta
		Sustainability Finance Workshop	22 August 2019	22 August 2019	Maybank	Jakarta
		Training IFRS 9	6 August 2019	6 August 2019	Maybank	Jakarta
		Seminar IIA Indonesia National Conference "Empowering Internal Auditors: Embracing the 4IR	24 July 2019	25 July 2019	IIA Indonesia	Solo
		Maybank Economic Outlook 2019	11 March 2019	11 March 2019	Maybank	Jakarta
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Solo
		MBI New Year Open House 2019	14 January 2019	14 January 2019	Maybank	Jakarta
		Acara Pertemuan Tahunan Industri Jasa Keuangan (PTIJK) Tahun 2019	11 January 2019	11 January 2019	Otoritas Jasa Keuangan	Jakarta



Name	Position	Nama Training/ Seminar/ Workshop/ Sharing Knowledge	Start Date	End Date	Organizer	Place
Edwin Gerungan	Member	Training IFRS 9	6 August 2019	6 August 2019	Maybank	Jakarta
		The Guru Series Guest Speaker	3 July 2019	3 July 2019	Maybank	Jakarta
		Vice Presidential Lecture, Muhammad Jusuf Kalla - Indonesia and The world: Future Trajectory Opportunity and Challenges	17 January 2019	17 January 2019	Paramadina University	Jakarta
		MBI New Year Open House 2019	14 January 2019	14 January 2019	Maybank	Jakarta
Datuk Abdul Farid bin Alias	Member	Sustainability Finance Workshop	22 August 2019	22 August 2019	Maybank	Jakarta
		Training IFRS 9	06 August 2019	06 August 2019	Maybank	Jakarta
Aries Nur Prasetyo Sunu	Member as also Executive Secretary	HC Policy Series	18 December 2019	18 December 2019	Maybank	Jakarta
		Engagement Session BOD & BOC	19 September 2019	19 September 2019	Maybank	Jakarta
		Sustainability Finance Workshop	22 August 2019	22 August 2019	Maybank	Jakarta
		The Guru Series Guest Speaker	13 August 2019	13 August 2019	Maybank	Jakarta
		Risk and Governance Training Program	25 June 2019	25 June 2019	Maybank	Jakarta
		Workshop PKB Tahun 2019-2021	28 May 2019	28 May 2019	Maybank	
		Future Leadership Capabilities B2	19 March 2019	20 March 2019		
		Tiger Camp	02 March 2019	03 March 2019	Maybank	Palembang
		HC Kick Off 2019	01 March 2019	01 March 2019	Maybank	Palembang
		People Matters TechHR 2019	28 February 2019	28 February 2019	TechHR Singapore	Singapore
		Human Capital National Sales Summit	22 January 2019	26 January 2019	Maybank	Solo
		Workshop Perjanjian Kerja Bersama (PKB)	10 January 2019	12 January 2019	Maybank	

### Term of Office

The Term of Office of the Chairman and Members of the Committee depends on the that of of the Commissioner and the Key Executive. However, the BoC has the right, from time to time, to replace them.

### Nomination and Remuneration Committee

All members of the Nomination and Remuneration Committee have met all independence criteria and are able to perform their duties independently, upholding the interests of the Bank and not be influenced by any parties.

### Duties and Responsibilities

The Nomination and Remuneration Committee has the duty and responsibility to provide recommendations to the Board of Commissioners, as follows:

#### A. Nomination

1. Provide recommendations to the Board of Commissioners on the composition of the positions of members of the Board of Directors and/or members of the Board of Commissioners (number, competence, ability, and balance of independent and non-independent status).
2. Determine the procedures, policies, and criteria required in the nomination process for the appointment and/or replacement of the Board of Commissioners, the Board of Directors, the Shariah Supervisory Board, independent members of the Board of Commissioners Committees, and the Executive Vice President.
3. Provide recommendations on candidates for membership of the Board of Commissioners, Board of Directors, and Shariah Supervisory Board, based on the competence, ability, and experience of each individual to be nominated to the Board of Commissioners, and then submitted to the General Meeting of Shareholders.
4. Provide recommendations to the Board of Commissioners, regarding candidates to become independent members of the Board of Commissioner Committees based on the competencies, ability, and experiences of nominated individuals.
5. Review and approve appropriate candidates to serve as Executive Vice Presidents based on the support of the Board of Directors.
6. Assist and/or recommend to the Board of Commissioners regarding promotion, confirmation, and termination of duties of Directors.
7. Assist and/or provide recommendations to the Board of Commissioners regarding the terms and conditions of appointment or dismissal of Commissioners.
8. Evaluate and provide recommendations to the Board of Commissioners on potential candidates for the nomination of commissioners and the president directors of the Bank's subsidiaries.

#### B. Remuneration

1. Provide recommendations to the Board of Commissioners regarding the procedures for reviewing the remuneration structure, policies, and plans as well as terms and conditions for the Board of Commissioners and Board of Directors to be submitted to the General Meeting of Shareholders.
2. Evaluate and recommend to the Board of Commissioners concerning the remuneration policies and/or plans, terms and conditions of length of service for the independent members of the Board of Commissioners and Shariah Supervisory Committees.
3. Provide recommendations to the Board of Commissioners in relation to the remuneration policy for employees in general, including and not limited to the determination of Material Risk Taker officers each year.
4. Ensure that remuneration decisions are based on consideration of risks and performance, alignment with financial performance as well as reserve fulfillment as applicable and future earnings of the Bank, performance appraisal results, parity with other equivalent Banks, as well as the Bank's long term goals and strategy.
5. Submit and recommend to the Board of Commissioners regarding the appointment of members of the Board of Directors.

### Report on the Implementation of Duties of 2019

During 2019, the Nomination and Remuneration Committee has conducted activities and provided input, among others to:

1. Provide recommendation on the process of candidate nomination for the selection and/or replacement of Directors, Commissioners, and members of Shariah Supervisory Board to be submitted to the Board of Commissioners and subsequently submitted to the General Meeting of Shareholders.
2. Provide recommendation to the Board of Commissioners regarding the appointment and or replacement of members of BoC Committee
3. Conduct assessment and approval for candidates for Executive Vice President officers based on the support of the Board of Directors.
4. Provide recommendations to the Board of Commissioners in relation to the remuneration policy for both the Boards of Directors and Commissioners to be proposed to GMS for approval.
5. Provide recommendations to the Board of Commissioners regarding the remuneration for the Sharia Supervisory Board and for independent members of the BoC Committees to be submitted to the Board of Commissioners for approval.
6. Provide recommendations to the Board of Commissioners regarding the implementation of remuneration policies for employees in general, with due regards to the principles of governance in providing remuneration in Commercial Banks and Sharia Business Units, including but not limited to Material Risk Taker officials.
7. Assess and evaluate the overall performance, development and effectiveness of members of the Board of Directors.



8. Provide recommendations and ensure members of the Board of Directors and Board of Commissioners get appropriate and sustainable development in order for the two boards to stay updated on the latest developments in the industry.

#### Meetings and Level of Attendance of Nomination and Remuneration Committee

In accordance with provisions stipulated under the Charter, the Nomination and Remuneration Committee is obliged to convene a minimum of 1 (one) meeting in every 4 (four) months, which may be held either physically or through telepresence or teleconference. The Meeting must also be attended by a minimum of 51% of the total members, including 1 (one) Independent Commissioner and Executive Official, and attended by the Committee Chairman.

During 2019, the Nomination and Remuneration Committee held more than twice, or 10 (ten) meetings with level of attendance in accordance with the Nomination and Remuneration Committee Charter.

Name	Position	Attendance in Meetings of Nomination & Remuneration Committee	Percentage of Attendance (%)
Budhi Dyah Sitawati	Chairwoman and Member	10	100%
Hendar	Member	10	100%
Edwin Gerungan	Member	10	100%
Datuk Abdul Farid bin Alias	Member	10	100%
Aries Nur Prasetyo Sunu	Member and Executive Secretary	10	100%

#### Succession Plan of the Board of Directors

In order to ensure the growth and sustainability of the Bank's business, the Nomination and Remuneration Committee reviews and provides recommendations to the Board of Commissioners on the nomination and succession plan of the Bank's BoD. The Committee shall regularly review the Board from various aspects i.e. resources, succession nomination plans, development activities and performance. The BoD succession policy also complies with the provisions set out in the Nomination and Remuneration Committee Guidelines.

Meanwhile, the Bank's succession policy consists of the following:

- Review the talent management processes, including setting up succession and development plans for members of the Board of Directors.
- Monitor and advise the Board of Directors in connection with the Leadership Development Framework, succession and development plan for the Board of Directors to ensure continuation of the succession plan.
- Provide recommendations and ensure that members of the Board of Directors obtain appropriate and continuous development in order to understand the latest developments in the industry.

#### RISK OVERSIGHT COMMITTEE

Maybank Indonesia has established a Risk Oversight Committee to support the implementation of duties and responsibilities related to risk management oversight, the creation of a risk management culture, the identification of significant risks that need the attention of the Board of Commissioners.

#### Legal Basis

The formation of the Risk Oversight Committee is based on the following regulations:

- Regulation of Financial Services Authority (POJK) No. 55/ POJK.03/2016 dated 7 December 2016 on Implementation of Public Bank Management.
- OJK Circular Letter No.13/ SEOJK.03/2017 on Implementation of Public Banks Management.
- Articles of Association on tasks and authorities of the Board of Commissioners.

#### Risk Oversight Committee Charter

The Bank's Risk Oversight Committee already has a Charter that governs membership, authority, tasks and responsibilities, meetings, activities and performance of Risk Oversight Committee in discharging its function. The Charter was last updated on November 27, 2017 and has been uploaded in the Bank's website. Further, the Charter is reviewed periodically to ensure full compliance with all applicable laws.

#### Composition of Members of Risk Oversight Committee





Membership and composition, as well as independency of members of the Risk Oversight Committee meets OJK requirements. The Risk Oversight Committee for 2019 consisted of 1 (one) Chairman who is also an independent Commissioner, 2 (two) members who are Independent Commissioners, 2 (two) Commissioners, and 2 (two) Independent Parties with competence and qualification in the field of economics, banking, finance and risk management.

Based on the Board of Directors Decision Letter No. SK.2018.005/ PRESDIR dated April 6, 2018, as later amended by Board of Directors Decision Letter No. SK.2018.009/PRESDIR dated October 18 2018, the composition of the Risk Oversight Committee of Maybank Indonesia is as follows:




No	Name	Position	Position in the Committee	Term of Office
1	Achjar Ijas	Independent Commissioner	Chairman	2018-2021
2	Budhi Dyah Sitawati	Independent Commissioner	Member	2018-2021
3	Hendar	Independent Commissioner	Member	2018-2021
4	Datuk Lim Hong Tat	Commissioner	Member	2018-2021
5	Edwin Gerungan	Commissioner	Member	2018-2021
6	Farid Harianto	Independent Commissioner	Member	2018-2021
7	Agus Kretarto	Independent Commissioner	Member and Executive Secretary	2018-2021

#### Qualifications and Profiles of Members of Risk Oversight Committee

Below are the profiles and qualifications of members of the Risk Oversight Committee

Member Profile	Career Background	Education
<p>Achjar Ijas</p> 	<p>Chairman of Risk Monitoring Committee</p> <p>His background detail and qualification can be reviewed under the profile of Board of Commissioners in the chapter of Company Profile.</p>	<p>Available under Board of Commissioners Profile.</p>
<p>Budhi Dyah Sitawati</p> 	<p>Member of Risk Oversight Committee</p> <p>His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under Board of Commissioners Profile.</p>
<p>Hendar</p> 	<p>Member of Risk Oversight Committee</p> <p>His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under Board of Commissioners Profile.</p>
<p>Datuk Lim Hong Tat</p> 	<p>Member of Risk Oversight Committee</p> <p>His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under Board of Commissioners Profile.</p>



Member Profile	Career Background	Education
<b>Edwin Gerungan</b> 	<p>Member of Risk Oversight Committee</p> <p>His background details and qualifications can be reviewed under the profiles of Board of Commissioners in the chapter on Company Profile.</p>	<p>Available under Board of Commissioners Profile.</p>
<b>Farid Harianto</b> 	<p>Member of Risk Monitoring of the Bank</p> <p>Dr. Farid Harianto is an economist with expertise in finance. He holds office as special staff of Vice President of the Republic of Indonesia as well as advisor to the Governor of Bank of Indonesia and Chairman of Bank of Indonesia Resolution Team to Bank Indover. He also holds office as member of Board of Commissioners of PT Unggul Indah Cahya Tbk, PT Lippo Karawaci Tbk, and PT Toba Bara Sejahtera Tbk.</p> <p>In the last 25 years, his professional career involves academic sector as well as private and public sectors. He held office as a CEO of Credit Rating Indonesia from 1995-1998 and is appointed as Vice Chairman of National Banks Restructuring Body (BPPN: 1998-2000). Throughout his tenure with BPPN, he spearheaded the consolidation (closure, merger, and recapitalization) of the banking sector, as well as negotiation process and settlement with majority shareholders of the bank. He also acts as the Director of Postgraduate Program at the Institute of Education Management and Development and Head of Micro Economic Research at the Centre of Universities (PAU), University of Indonesia. He also is a guest lecturer and Chairman of ASEAN and International Studies of the University of Toronto (1993-1995), and holds office as advisor at various private companies in Indonesia and international organization including FIAS/World Bank, Asian Development Bank, CIDA and IDRC. His column is issued monthly at the Globe Asia, and his writing is published in various prestigious academic journals.</p>	<ul style="list-style-type: none"> <li>• Ph.D with distinction (1989) and Master (1988) from University of Pennsylvania/Wharton School</li> <li>• Bachelor degree in Electronics from ITB Bandung (1975)</li> </ul>
<b>Agus Kretarto</b> 	<p>Holds office as Member/Secretary of Risk Oversight Committee</p> <p>A chartered accountant. Holds office as member of the Risk Oversight Committee and Integrated Management at PT Bank Maybank Indonesia Tbk since 6 April 2018. Previously, he holds office as the member of the Audit Committee of PT Bank International Indonesia (BII) from 2003-2008, BII Risk Oversight Committee as of 2008, and Audit &amp; Risk Oversight Committee from 2012-April 2018. He holds office as member of Audit &amp; Risk Committee of Bank Barclays Indonesia and Audit Committee of PT Indonesia Infrastruktur Finance. He was once a member of Audit Committee of PT Jasa Angkasa Semesta Tbk and PT Cardiq Aero Services Tbk. His previous career in banking sector was as Director of Compliance of Bank Harmoni International (2002-2003), Division Head of Planning &amp; Development and Corporate Secretary (1995-2000) and Head of SKAI PT Bank Rama Tbk (1993-1994). He started his career as an Auditor at Body of Financial Monitoring and Development in 1981 and was appointed as Chairman of the Audit Team on State Owned Enterprise Banks (1987-1992). He also acted as Board Member of Regulatory Body of Water Services of DKI Jakarta for 2 periods (2005-2011).</p>	<ul style="list-style-type: none"> <li>• Master of Management, Universitas Indonesia, 1991</li> <li>• Accounting, Sekolah Tinggi Akuntansi Negara, 1987</li> </ul>

### Training of Risk Oversight Committee Member

Name	Position	Program Name	Start Date	End Date	Organizer	Location
Achjar Ilias	Independent Commissioner, Chairman as also members	Engagement Session BOD & BOC	19 September 2019	19 September 2019		
		Sustainability Finance Workshop	22 August 2019	22 August 2019		
		The Guru Series Guest Speaker:Bpk Agus	30 August 2019	30 August 2019		
		Training IFRS 9	6 August 2019	6 August 2019		
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Hotel Alila Solo - Exhibition Hall
		Keynote Speaker : "Fostering Islamic Economic within Digitalization to Increase Nation's Welfare"	18 February 2019	18 February 2019		Universitas Darussalam Gontor, Ponorogo, Jawa Timur
Budhi Dyah Sitawati	Independent Commissioner, member	The Guru Series Guest Speaker:Bpk Dian Edian Rai (PPATK)	23 Agustus 2019	23 Agustus 2019		Sentral Senayan III
		Engagement Session BOD & BOC	19 September 2019	19 September 2019		
		Integrated GRC & Finacial Crime Conferen	27 June 2019	28 June 2019		
		Risk and Governance Training Program	25 June 2019	25 June 2019		
		Sustainability Finance Workshop	22 August 2019	22 August 2019		
		The Guru Series Guest Speaker:Bpk Agus	30 August 2019	30 August 2019		
		The Guru Series Guest Speaker:Bpk Dian	23 August 2019	23 August 2019		
		Training IFRS 9	6 August 2019	6 August 2019		
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Hotel Alila Solo - Exhibition Hall
		Maybank Economic Outlook 2019	11 March 2019	11 March 2019	Maybank	The Ritz Carlton PP Jakarta
		Maybank Indonesia Valentine's Day	13 February 2019	13 February 2019		Sentral Senayan III
		Global Good Governance (3G) awards	14 March 2019	14 March 2019		Pullman Hotel, Jakarta



#### Training of Risk Oversight Committee Member

Name	Position	Program Name	Start Date	End Date	Organizer	Location
Hendar	Independent Commissioner, member	Sustainability Finance Workshop	22 August 2019	22 August 2019		
		The Guru Series Guest Speaker:Bpk Dian	23 August 2019	23 August 2019		
		Training IFRS 9	6 August 2019	6 August 2019		
		Acara Pertemuan Tahunan Industri Jasa Keuangan (PTIJK) Tahun 2019	11 January 2019	11 January 2019		The Ritz Carlton PP Jakarta
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Hotel Alila Solo-Exhibition Hall
		Maybank Economic Outlook 2019	11 March 2019	11 March 2019	Maybank	The Ritz Carlton PP Jakarta
		Seminar IIA Indonesia National Conference "Empowering Internal Auditors : Embracing the 4IR	24 July 2019	25 July 2019	IIA Indonesia	Hotel Alila Solo
		MBI New Year open House 2019	14 January 2019	14 January 2019	Maybank	Sentral Senayan III
Edwin Gerungan	Commissioner, member	The Guru Series Guest Speaker: M Salah	3 July 2019	3 July 2019		
		Training IFRS 9	6 August 2019	6 August 2019		
		Vice Presidential Lecture, Muhammad Yusuf Kalla (Univ Paramadina) Indonesia and The world: Future Trajectory Opportunity and Challenges	17 January 2019	17 January 2019	Universitas Paramadina	Ballroom Hotel Mandarin Oriental
		MBI New Year open House 2019	14 January 2019	14 January 2019	Maybank	Sentral Senayan III
Datuk Lim Hong Tat	Commissioner, member	Engagement Session BOD & BOC	19 September 2019	19 September 2019		
		Sustainability Finance Workshop	22 August 2019	22 August 2019		
		The Guru Series Guest Speaker:Bpk Dian	23 August 2019	23 August 2019		
		Training IFRS 9	6 August 2019	6 August 2019		
		National Service Awards (NSA) 2018/2019	25 January 2019	25 January 2019	Maybank	Hotel Alila Solo-Exhibition Hall

#### Term of Office

The terms of office of the Risk Oversight Committee is 3 (three) years. For members appointed later during the terms of office of other members of the Committee, their terms of office will end when the terms of office of his fellow members end.

#### Independency of Members of Risk Oversight Committee

Members of the Risk Oversight Committee who are Independent Commissioners and Independent Parties exceed the minimum requirement of 51% of the composition of the Risk Oversight Committee. All independent members of Committee have met all independence criteria and are able to discharge their duties independently, and uphold the interests of the Bank.

#### Duties and Responsibilities

The duties the Risk Oversight Committee are to:

- Evaluate and review work terms, guidance and strategy of risk management as developed by management for presentation and obtaining approval from the Board of Commissioners in relation to:
  - Framework and policy on Banking Risk Management as a whole
  - Policy and Limit of Treasury and Financial Institutions (FI)
  - Policy and Credit Limits
  - Policy on Operational Risk Management Policy on Liquidity Risk Management
  - Policy on Market Risk Management
- Review the Bank's policy governing stress-test programs and their effectiveness.
- Evaluate the compatibility between the Bank's risk management policy and implementation policy.

4. Review for non-compliance related to prudential policy, framework policy and control as set out by relevant units.
5. Monitor and evaluate implementation of roles of Risk Management Committee and Risk Management Work Units.
6. Provide advice to the Board of Commissioners related to relevant information arising out of risk monitoring and responsibilities.

#### Report on Duty Implementation in 2019

1. Make an overall periodic review of:
  - a. Monthly Enterprise Risk Dashboard (ERD) for internal monitoring.
  - b. Quarterly Risk Profile for monitoring.
  - c. Semiannual Risk Based Health (RBBR) for approval/ratification by the Board of Commissioners.
  - d. Review the status of compliance with the established Risk Appetite Statements (RAS).
  - e. Monitor monthly Maximum Lending Limit (LLL) and Internal Counterparty Limit.
  - f. Periodically monitor the 25 largest debtors/obligors, and BUMN Karya.
  - g. Make monthly review of Watch List Accounts and Newly Classified Accounts.
  - h. Make periodic review of portfolio development against the stated targets, including but not limited to reviews of significant mutations, arrears, NPLs, impairment, development of remedial processes including write-offs and adequacy of reserves, including further evaluation of the impact of PSAK 71.
  - i. Periodically monitor the operational risk dashboard which includes risk incidents i.e. actual losses, potential losses, and near-loss.

- j. Periodically monitor market risk and liquidity risk.
  - k. Evaluate stress tests conducted by Chief Economist & management.
  - l. Monitor and regularly review developments in the global and domestic economy, banking industry, regulatory changes and the business environment in general and evaluate their respective impacts on the Bank's/Company's risk management.
  - m. Evaluate compliance risks, including those related to the Anti-Money Laundering function and others.
  - n. Monitor follow ups on findings by external supervisors such as OJK, PPATK & BNM related to risk management.
2. The evaluation of risk management policies executed during 2019 by the Risk Monitoring Committee was an evaluation of:
    - a. Recovery Plan Policy (annual review).
    - b. Risk Management Framework (annual review).
    - c. Risk Appetite Statement (annual review).
    - d. Industry limits (annual review).
    - e. Environmental, Social and Governance Policy.
    - f. LLL Policy and Large Exposure.
    - g. Non Trading Book Policy (annual review).
    - h. Review of the Terms of Reference of the Risk Management Committee.
    - i. Core Credit Classification and Impairment Policy (MICCCIP).

#### Meetings and Attendance Level of Committee

The Risk Oversight Committee Charter governs that periodic meetings of Risk Oversight Committee shall be held prior to Board of Commissioners periodic meetings. Adhoc meetings may be held at special request. Information on meeting time, venue, agenda and materials must be provided to each member not less than 48 hours prior to the set out time.

By quorum, Risk Management Committee meetings shall be attended by a minimum 51% of all Committee members, including 1 (one) Independent Commissioner and Independent Party. Based on the meetings, the Risk Oversight Committee shall give a report to the Board of Commissioners. This report shall consist of all subjects that can be used as recommendations to get approvals and/or ratification from and/or receive information from the Board of Commissioners.

Throughout 2019, the Risk Oversight Committee held 10 (ten) meetings, with the level of attendance as follows:

Name	Position	Attendance in Meetings
Achjar Ilijas	Chairman and Member	10 times (100%)
Budhi Dyah Sitawati	Member	9 times (90%)
Hendar	Member	10 times (100%)
Datuk Lim Hong Tat	Member	10 times (100%)
Edwin Gerungan	Member	8 times (80%)
Farid Harianto	Member	9 times (90%)
Agus Kretarto	Member/Secretary	9 times (90%)



### INTEGRATED GOVERNANCE COMMITTEE

In the fifth year of Integrated Governance Implementation (TKT), Maybank Indonesia as the Main Entity and LJK Members of the Maybank Indonesia Financial Conglomerate ("KKMBI") continuously develop and improve its Governance structure and process to deliver Integrated Governance. The Main Entity has a duty to ensure an effective implementation of governance framework as governed in the published Integrated Governance Guidelines.

Maybank Indonesia has established an Integrated Governance Committee (TKT) to assist the Board of Commissioners in discharging its duties, particularly in overseeing the implementation of Integrated Governance in KKMBI in compliance with all applicable laws and regulations. Maybank Indonesia continuously fulfills its commitment to implement Governance as the main pillar in running the business to maintain the Bank's existence in order to always be ready for business challenges and competition in the financial industry.

The Integrated Governance Committee has been established to assist the Board of Commissioners by ensuring that Maybank Indonesia has implemented integrated Governance in collaboration with LJK Members of the Maybank Indonesia Financial Conglomerate. A comprehensive and effective implementation of good governance can enhance corporate values and deliver sustainable growth with a work culture that upholds integrity, professionalism, integrity and prudence.

#### Legal Basis

The Company established an Integrated Governance Committee based on the following regulations:

1. OJK Regulation No. 18/POJK.03/2014 dated November 18, 2014 on the Implementation of the Integrated Governance for Financial Conglomerates.
2. OJK Circular Letter No. 15/SEOJK.03/2015 dated May 25, 2015 concerning the Implementation of Integrated Governance for Financial Conglomerates.
3. Guidelines for Integrated Governance.
4. The Charter of the Integrated Governance Committee.
5. Maybank Indonesia's Articles of Association.
6. Other related regulations.

### Charter of the Integrated Good Corporate Governance Committee

Maybank Indonesia already has Governance Committee Charter to support the implementation of Integrated Governance duties, which governs membership, structure, authority, duties and responsibilities, meetings, activities, and working procedures of the Integrated Governance Committee in carrying out its day-to-day functions. The Charter was approved by the BoC of Maybank Indonesia and ratified by the BoD on December 7, 2017, and has been uploaded on the Bank's website.

#### Guidelines for Integrated Governance Committee

Maybank Indonesia as the Primary Entity has guidelines that refer to conservative rules to be used as the guideline for the Financial Services Institutions (LJK) in the Maybank Indonesian Financial Conglomerate in implementing governance, aiming to improve the quality of Integrated Governance implementation. Through Integrated Governance, the Financial Conglomerate has more prudent governance in accordance with the principles of transparency, accountability, responsibility, independency or professionalism, and fairness. The guidelines are revisited periodically according to applicable conditions and regulations. The guidelines have been renewed several times since they were first issued.

### Composition of Members of the Integrated Governance Committee

The Bank's Board of Commissioners has established an Integrated Governance Committee in compliance with POJK No. 18/2014, with composition that at least has:

- a. an Independent Commissioner who is Chairman of one of the committees of the Main Entity, as chairman and also a member;
- b. Independent Commissioners representing and appointed by LJK in the Financial Conglomerate, as members;
- c. an independent party, as a member; and
- d. member of the Shariah Supervisory Board of LJK in the Financial Conglomerate, as a member.

The number of Independent Commissioners who are members of the Integrated Governance Committee has been adjusted to the needs of Financial Conglomerate and to the efficiency and effectiveness of its duties with due attention to at least representation of each financial services sector.





### Members of the Maybank Indonesia







Financial Conglomerate's Integrated Governance Committee were most recently appointed based on the Board of Commissioners Meeting Decision made on April 26 that was ratified later by BoD Decision Letter No. SK.2019.0002/PRESDIR dated April 26, 2019, with the following composition:

Name	Position in the Committee	LJK	Position in LJK
Budhi Dyah Sitawati	Chairman and Member	MBI	Independent Commissioner
Agus Kretarto	Member	MBI	Independent Party
Fransisca Ekawati*)	Member	MSI	Independent Commissioner
M. Noor Rachman	Member	MAM	Independent Commissioner
I Nyoman Tjager	Member	MKE	Independent Commissioner
Deswandhy Agusman	Member	MIF	Independent Commissioner
Myrnie Zachraini Tamin	Member	WOM	Independent Commissioner
Andy Wardhana	Member	AEII	Independent Commissioner
Abdul Jabar Majid	Member	MBI	Shariah Supervisor Board
Asrorun Ni'am*)	Member	MSI	Shariah Supervisor Board

\*) Since 31 January 2020, no longer became the member of the committee

### Qualifications and Profile of Members of the Integrated Good Corporate Governance Committee

Name	Career Background
<p>Budhi Dyah Sitawati</p> 	<p>Appointed as Chairwoman of the Integrated Governance Committee based on Board of Commissioners Resolution dated October 27, 2017.</p> <p>Her more detailed profile is available under the Profile of Board of Commissioners</p>
<p>Agus Kretarto</p> 	<p>Appointed as a member of the Integrated Governance Committee on April 6, 2018 replacing Nina Diyanti Anwar in the Integrated Good Corporate Governance Committee.</p> <p>His more detailed profile is available under the Profile of Risk Oversight Committee.</p>
<p>Fransisca Ekawati *)</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on May 22, 2015.</p> <p>Indonesian Citizen, has been serving as Maybank Syariah's Independent Commissioner since 14 June 2012. Currently, she is also Business Advisory &amp; Asset Management Division General Manager at PT Perusahaan Pengelola Aset (Perseero) (since 2004) and previously worked with the Bank Restructuring Agency as Bank Management Analysis and Review Group Head At Bank Restructuring Unit (1999-2004). She made a career in PT Bank Pesona Kriyadana in 1989-1999 with her latest position as Branch Development Sub- Division Head.</p>
<p>M. Noor Rachman</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee since November 27, 2018.</p> <p>Indonesian Citizen, was appointed as President Commissioner and Independent Commissioner of PT Maybank Asset Management in September 2017 and become a member of IGCG Committee since 27 November 2017. M. Noor Rachman was appointed as Director of Corporate Finance in 2000. M. Noor has more than 30 years experience in Capital Market Supervision. Previously he served as Deputy Commissioner of Capital Market Supervisory II, Financial Services Authority (OJK).</p>

<p>I Nyoman Tjager</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee since July 20, 2018.</p> <p>Indonesian Citizen, appointed as President Commissioner/Independent Commissioner of PT Maybank Kim Eng Sekuritas on 28 January 2018. Prior to serving as President Commissioner of the company, he began his career at the Capital Market Supervisory Agency (BAPEPAM) of the Ministry of Finance in the Law and Legislation division from 1979 to 1999 with his last position as Head of Bapepam Legal Bureau.</p> <p>Since 2001, he has served as Deputy President Commissioner/Independent Commissioner &amp; Chair of the Audit Committee of PT Indocement Tunggul Prakarsa Tbk, Member of the Audit Committee &amp; Risk Monitoring Committee of PT Bank Nationalnobu Tbk, President Commissioner/Independent Commissioner &amp; Chairman of the Audit Committee of PT Sorini Agro Asia Corporindo Tbk President Commissioner of PT Hanson International Tbk, President Commissioner /Independent Commissioner of PT Wahana Ottomitra Multiartha Tbk, and Independent Commissioner &amp; Chair of the Audit Committee of PT Home Credit Indonesia. Since November 2016 he has also served as Expert Staff in the Planning of the Commission for Supervision of the Special Task Force for Upstream Oil and Gas Business Activities (SKK Migas).</p>
<p>Deswandhy Agusman</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on May 22, 2015.</p> <p>Indonesian citizen, appointed as President Commissioner as well as Independent Commissioner of PT Maybank Indonesia Finance. He has served as Commissioner of PT Bank Tabungan Negara (Persero) Tbk, PT Bank Permata Tbk and PT Bank Rakyat Indonesia (Persero) Tbk and several other companies. Currently, he is also holds a position as Commissioner at PT Maybank Kim Eng Securities.</p>
<p>Myrnie Zachraini Tamin</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on May 22, 2015.</p> <p>Indonesian Citizen, appointed as Independent Commissioner of PT Wahana Ottomitra Multiartha Tbk since 2010. She served as Director of KAP Hadi Susanto &amp; Rekan (Pricewaterhouse), Non-Equity Partner at KAP Haryanto Sahari &amp; Rekan (PricewaterhouseCoopers), and Consultant at Tass Consulting. Currently, she is also a Member of Audit Committee of PT Bumi Resources Tbk., Member of Audit Committee of PT Sarana Menara Nusantara Tbk.</p>
<p>Andy Wardhana</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on November 23, 2018.</p> <p>Indonesia citizen, appointed as Independent Commissioner and Head of Audit Committee of PT Asuransi Asoka Mas since 2015. He began his career as Associate Manager at Arthur Andersen in 1994 - 2000, then in 2000-2001 he served as Assistant Vice President - Investment Banking at PT BahanaSecurities, and in 2001-2009 he served as Vice President - Investment Banking at PT NC Securities (Nusantara Capital). He was a Vice President at PT Samudra Energy (SEL); a sub holding company of Northstar Pacific Group(2009-2011), in 2011-2013 he was a partner for Antara Capital Partners (Private Equity). Currently he also serve as Executive Vice President at PT Pintar Nusantara Sejahtera (Pintar).</p>
<p>Abdul Jabar Majid</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on May 26, 2017.</p> <p>Indonesian citizen, member of DPS since May 20, 2003 and reinstated through AGMS and EGMS Maybank Indonesia dated April 19, 2012. Appointed member of TKT Committee since 26 May 2017. His career is filled with teaching activities and currently teaches at the Islamic high school Attagwa and Post-Graduate Islamic University 45, Bekasi.</p>
<p>Asrorun Ni'am *)</p> 	<p>Appointed as a member of the Integrated Good Corporate Governance Committee on May 22, 2015. Indonesian Citizen, has been serving as Member of Maybank Syariah's DPS since 15 November 2010 and become a member of IGCG Committee since 22 May 2015. He is also DPS Member in a Non Financial Bank Institution and lecturer at UIN Jakarta.</p>

\*) Since 31 January 2020, no longer became the member of the committee

### Term of Office

The Term of Office Services of a member of Integrated Governance Committee shall not exceed that of each member as outlined under the Articles of Association unless the respective member withdraws from the position, or ceases to work for the Financial Services Institution member of the Maybank Indonesia Financial Conglomerate.

### Independency of the Integrated Governance Committee

All members of the Integrated Governance Committee have met all criteria of independence and are able to perform their duties independently, uphold the interests of the company, and not be influenced by any party

### Responsibility and Authority of the Integrated Governance Committee

The duties and responsibilities of the Integrated Governance Committee include evaluating the implementation of the Integrated Governance Committee's duties and responsibilities which include:

- Evaluate the implementation of the Integrated Governance Committee by LJK Members and Primary Entity, through:
  - Assessment of the adequacy of internal control, and
  - Implementation of internal compliance and internal audit functions, and
  - Implementation of the Integrated Governance Guidelines.
- Provide recommendations to the Board of Commissioners of the Primary Entity for the evaluation of the implementation of the Integrated Governance Committee;
- Provide recommendations to the Board of Commissioners of the Primary Entity for the refinement of Integrated Governance Committee Guidelines;
- Hold regular meetings of Integrated Governance Committee.

In making an evaluation, the Integrated Governance Committee is authorized to request information on evaluation results from the following Working Units:

- Integrated compliance function of the Integrated Compliance Work Unit ("SKKT");
- Integrated internal audit function of Integrated Audit Intern Work Unit ("SKAIT");
- Application of integrated risk management of Integrated Risk Management Work Unit ("SKMRT");
- Integrated minimum capital application obligation; and
- Other matters pertaining to the implementation of Integrated Governance in the Maybank Indonesia Financial Conglomerate.

The Chairman of the Integrated Governance Committee shall make and submit reports to the Board of Commissioners of the Bank for each performance of its duties accompanied by a recommendation (if necessary for approval).

### Integrated Governance Committee Meeting In 2019

The implementation policy of the Integrated Governance Committee is as follows:

- The meeting of the Integrated Governance Committee shall be held based on the needs of the Bank's financial conglomerate, at least 1 (one) time in 1 (one) semester;
- Meetings can be held if 50% of the total members of the Integrated Governance Committee is present;
- Decisions of meetings are based on the principle of consensus deliberation. When this is not achieved, the decision shall be made through voting, agreed by more than 50% of the present members of the Committee.
- Any dissenting opinion that occurs during a meeting and the reasons behind it shall be clearly stated in the minutes of the meeting.
- Minutes of Meetings are made by the Secretary of the Committee or by a person present at the Meeting appointed by the Chairman of the Meeting, and must be signed by all of the present members of the Integrated Governance Committee.

Name	Meetings Held	Attendance In Meetings	Attendance Level
Budhi Dyah Sitawati	4	4	100%
Agus Kretarto	4	4	100%
Fransisca Ekawati *)	4	2	50%
M. Noor Rachman	4	4	100%
I Nyoman Tjager	4	2	50%
Deswandhy Agusman	4	4	100%
Myrmie Zachraini Tamin	4	3	75%
Andy Wardhana	4	2	50%
Abdul Jabar Majid	4	3	75%
Asrorun Ni'am *)	4	2	50%

\*) Since 31 January 2020, no longer became the member of the committee



#### Key Agenda of Integrated Governance Committee Meeting

No.	Date	Key Agenda
1.	21 January 2019	<ul style="list-style-type: none"> <li>Submission plan for the Integrated Good Corporate Governance Implementation Report, Semester II 2018.</li> <li>Submission Delivery plan for Implementation Report on Minimum Capital Adequacy Requirement ("KPMM") Semester II 2018.</li> <li>Submission plan for Integrated Risk Profile Report, Semester II 2018.</li> <li>Report on the implementation of Integrated Compliance Unit Q4 2018</li> <li>Report on the implementation of Integrated Compliance Unit Q4 2018</li> </ul>
2.	23 April 2019	<ul style="list-style-type: none"> <li>Submission Plan for the 2019 TKT Annual Report</li> <li>Report on Integrated Audit Unit for the Q1 2019</li> <li>Report on Integrated Compliance Unit for Q1 2019</li> </ul>
3.	18 July 2018 *)	<ul style="list-style-type: none"> <li>Submission Plan for the TKT Implementation Report Semester I 2019</li> <li>Submission Plan for Report on the Implementation of the Minimum Capital Adequacy Requirement ("KPMM") Semester I 2019</li> <li>Submission Plan for I Integrated Risk Profile Report, Semester I 2019</li> <li>Changes in the Integrated Capital Contingency Plan policy. Changes to the Integrated Capital Management Framework policy.</li> </ul>
4.	18 November 2019	<ul style="list-style-type: none"> <li>Changes in Integrated Governance Guidelines</li> <li>Changes in Policies related to Integrated Risk Management and Intragroup Transaction Policies.</li> <li>Report on Integrated Audit Work Report for Q3 2019</li> <li>Report on Integrated Audit Work Report for Q3 2019</li> <li>Changes in policies on integrated risk management</li> </ul>

\*) Decision making outside Meeting

#### Implementation of Integrated Good Corporate Governance Committee Duties 2019

During 2019, the Integrated Good Corporate Governance Committee has focused on monitoring and evaluation activities, among others are to:

1. Provide recommendation for the renewal of the Integrated Good Corporate Governance Guidelines;
2. Provide recommendations related to the submission of the Annual and Semester Reports of Integrated Governance to OJK;
3. Provide recommendation related to the Submission of the Risk Profile Report and the Semester Report of Capital Adequacy Requirement to OJK;
4. Provide recommendations for follow-ups on the results of the OJK review of the Department of Arrangement, Licensing, and Integrated Supervision;
5. Provide recommendation related to the change in name of PT Asuransi Asoka Mas to PT Asuransi Etiqa Internasional Indonesia
6. Provide recommendation for the appointment and changes in the Integrated Good Corporate Governance Committee in order to guarantee member representation of each Financial Services Institutions ("LJK") of the Financial Conglomeration;
7. Monitor and provide recommendation regarding the implementation of the integrated working units that have been established in order to support the implementation of supervision by the Integrated Good Corporate Governance Committee including the Integrated Internal Audit Working Unit, Integrated Compliance Working Unit, and Integrated Risk Management Working Unit. The report on the implementation of the functions of each unit is reported periodically to the Integrated Good Corporate Governance Committee.
8. Periodically evaluate the framework of Integrated Risk Management Units and Integrated Capital Management Procedures.