

Member of the Board of Directors and Officers to
Division Head # 072
Branch Manager and Officers to
Division Head # 072

December 29, 2011

BOARD OF DIRECTORS CODE OF CONDUCT

Referring to Bank Indonesia Regulation No. 8/4/PBI/2006 dated January 30, 2006 concerning "Implementation of Good Corporate Governance for Commercial Banks" and Bank Indonesia Regulation No. 8/14/PBI/2006 dated October 5, 2006 concerning Amendment to Bank Indonesia Regulation No. 8/4/PBI/2006 dated January 30, 2006 concerning Implementation of Good Corporate Governance for Commercial Bank, in which one of the Articles, especially in Article 33 provides that the Board of Directors shall have the Guidelines and Code of Conduct binding upon every member of the Board of Directors, as well as the Circular of Bank Indonesia No. 9/12/DPNP dated May 30, 2007 concerning Implementation of Good Corporate Governance for Commercial Banks.

In connection with the foregoing, these Work Guidelines and Code of Conduct of the Board of Directors is governed as follows:



I. Definition of Good Corporate Governance

Good Corporate Governance is a Bank's governance implementing the principles of transparency, accountability, responsibility, independence, and fairness.

II. Members of Board of Directors

1. Number of members of the Board of Directors shall be at least three (3) persons.
2. All members of the Board of Directors shall be domiciled in Indonesia.
3. The Board of Directors shall be led by the President Director.
4. President Director shall be an independent party to the controlling shareholder.

III. Requirements and Code of Conduct of Board of Directors'

Members

1. Every proposed replacement and/ or appointment of members of the Board of Directors by the Board of Commissioners to the General Meeting of Shareholders should consider the recommendation of the Remuneration and Nomination Committee.



2. The majority of members of the Board of Directors shall be at least have five (5) years the experience in the area of operations as Executive Officer of the Bank.
3. Shall meet the requirements to have passed the Fit and Proper Test in accordance with the provisions of Bank Indonesia.
4. The majority of members of the Board of Directors shall be prohibited from having a family relationship to the second degree with fellow members of the Board of Directors and/or members of the Board of Commissioners.
5. Member of the Board of Directors shall be prohibited from holding concurrent positions as the Board of Commissioners, Board of Directors, or Executive Officer on the bank, company and/or institution, unless the Board of Directors who is responsible for the supervision of investments in subsidiaries of the Bank, performs functional duties as a member of the Board of Commissioners on non-Bank subsidiary company controlled by the Bank, to the extent that such job concurrence will not result in the person concerned overlooks the performance of duties and responsibilities as a member of the Board of Directors on the Bank.



6. Member of the Board of Directors shall be prohibited from granting general power to another party resulting the transfer of duties and functions of the Board of Directors.
7. Member of the Board of Directors either individually or jointly shall be prohibited from holding more than 25% shares of the paid up capital on another company.
8. Member of the Board of Directors shall disclose shareholdings up to 5% or more, both on the relevant bank and on other banks and companies, which is located inside and outside the country in the implementation report of Good Corporate Governance.
9. Member of the Board of Directors shall disclose financial relationships and family relationships with other members of the Board of Commissioners, members of the Board of Directors and/or the controlling shareholder of the Bank in the implementation report of Good Corporate Governance.
10. Member of the Board of Directors shall be prohibited from utilizing the Bank for personal, family, and/or other parties' interests that may have adverse affect or reduce the profit of the Bank.



11. Member of the Board of Directors shall be prohibited from taking and/or receiving personal gain from the Bank, in addition to Remuneration and other facilities as specified under General Meeting of Shareholders.
12. Member of the Board of Directors shall disclose Remuneration and other facilities received on the implementation report of Good Corporate Governance in accordance with the Regulation of Bank Indonesia.
13. Board of Directors shall be prohibited from using personal adviser and/or professional services as a consultant unless complying with the following requirements:
 - a. Specific project in nature.
 - b. Under clear contract, among others:
 - ❖ Covers scope of work
 - ❖ Responsibilities
 - ❖ Term of employment
 - ❖ Costs
 - c. The consultant shall be an independent party and holds qualification to work on the specific projects.



IV. Business Hours and Arrangement of Meeting

1. Business hours shall be in accordance with the regulation of applicable bank business hours.
2. Leave entitlements of Board of Directors shall be in accordance with the applicable regulations of the company.
3. Meeting of the Board of Directors can invite the participation of Executive Officers (Middle Management) and held at least once a month.
4. Meetings of the Board of Commissioners and Directors shall be convened at least four (4) times a year.
5. Each strategic policy and decisions shall be resolved by the Board of Directors Meeting.
6. Adoption of Meeting resolution for Board of Directors shall be based on deliberation for consensus, in case of no deliberation for consensus is achieved, adoption of resolution shall be based on the majority vote.
7. Results of the meeting shall be included in the Minutes of the Meeting and documented properly.
8. Dissent of opinion (when occurs) in a Meeting of the Board of Directors shall be clearly stated in the



minutes of the meeting along with reasons for such dissent.

V. Duties and Responsibilities of the Board of Directors

1. Board of Directors shall be fully responsible for the implementation of the management of the Bank.
2. Board of Directors shall manage the Bank in accordance with the authority and responsibilities as stipulated in the Articles of Association and the applicable legislation.
3. Board of Directors shall implement the principles of Good Corporate Governance in all business operations of the Bank at all levels of organization.
4. Board of Directors shall follow up on audit findings and recommendations from the Working Unit of Internal Audit of Bank, External Auditor, results of supervision from Bank Indonesia, and/or other authorities.
5. Board of Directors shall follow up call/memorandum from Board of Commissioners concerning Results of Board of Commissioners' Meeting on matters which are the concern the Board of Commissioners.



6. Board of Directors shall make a written report with supporting data regarding the follow-up of the Board of Directors on call/ memorandum of the Board of Commissioner.
7. Directors shall account for the performance of their duties to shareholders by the General Meeting of Shareholders.
8. Board of Directors shall be required to disclose to employees the strategic policy of Bank in employment issues.
9. In order to support the effective implementation of duties and responsibilities, the Board of Directors shall establish at least:
 - a. Internal Audit Unit;
 - b. Risk Management Unit and Risk Management Committee;
 - c. Compliance Unit.
10. Board of Directors shall be obliged to provide accurate, relevant, and timely data and information presented to the Board of Commissioners.



In witness where, these Work Guidelines and Code of Conduct of Board of Directors is made and shall come into effect on January 2, 2012 and will be reviewed periodically to be conformed to the developments/amendment of applicable regulations.

With the enactment of this Management Circular, then the Management Circular No. 050 Dated March 26, 2007 concerning: Work Guidelines and Code of Conduct of the Board of Directors shall be declared no longer valid.

Wikan Aryono S

President Director

Hendrik Atmaja

Director

Ir. Rachmat M.S., MBA

President Commissioner

I, **FATCHUROZAK**, a Sworn and Authorized Translator by the virtue of Jakarta Capital Territory Governor's Decree No. **1690/2007**, practicing in Jakarta do solemnly and sincerely declare that the foregoing document is a true and faithful translation from Indonesian into English of the original version.

Jakarta, December 26, 2015

