

**WORK CODE OF CONDUCT OF
THE BOARD OF COMMISSIONERS OF
PT BANK TABUNGAN NEGARA (PERSERO) Tbk**

**CHAPTER I
GENERAL PROVISIONS**

**Article 1
TERMS AND DEFINITIONS**

In this work code of conduct, the following definitions are given:

- (1) **Company** means PT Bank Tabungan Negara (Persero) Tbk.
- (2) **State-Owned Enterprises**, hereinafter referred to as SOEs, are Business Enterprises whose capital is wholly or largely owned by the State through direct participation originating from separated state assets.
- (3) **Perusahaan Perseroan (State Share Company)**, hereinafter referred to as a Persero, means a SOE in the form of a Limited Liability Company whose capital is divided into shares of which all or at least 51% (fifty one percent) of the shares are owned by the Republic of Indonesia whose main objective is to pursue profit.
- (4) **Company's Shareholders** mean Series A Dwiwarna Shareholders and all shareholders whose names are recorded in the shareholder register.
- (5) **General Meeting of Shareholders**, hereinafter referred to as the GMS, means the Organ of the Company that has authority that is not granted to the Board of Directors or Board of Commissioners within the limits specified in the Law and/or the Company's Articles of Association.
- (6) **Board of Commissioners** means a Company Organ tasked with carrying out general and/or specific supervision in accordance with the Company's Articles of Association as well as providing advice to the Board of Directors in the management of the Company.
- (7) **Independent Commissioners** mean members of the Board of Commissioners who have no financial relationship, management, share ownership, and/or family relationships with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders or relationships with the Company, which may affect his ability to act independently.
- (8) **Non-Independent Commissioners**, hereinafter referred to as Commissioners, mean members of the Board of Commissioners who are not Independent Commissioners.
- (9) **Board of Directors** means a Company Organ that has the authority and full responsibility for managing the Company for the interests of the Company, in accordance with the aims and objectives of the Company and representing the Company, both inside and outside the court in accordance with the provisions of the Articles of Association.
- (10) **Supporting Organs** of the Board of Commissioners mean devices or organs established by the Board of Commissioners to assist the smooth running of supervisory duties carried out by the Board of Commissioners, consisting of the Secretariat of the Board of Commissioners, Audit Committee, Risk Monitoring Committee, Remuneration and Nomination Committee, or other committees if required.

- (11) **Secretariat of the Board of Commissioners** means a functional unit formed by the Board of Commissioners, led by a Secretary of the Board of Commissioners, and assisted by the Secretariat of the Board of Commissioners in carrying out its duties.
- (12) **Audit Committee** means a Supporting Organ formed by and responsible to the Board of Commissioners whose task is to assist the Board of Commissioners in ensuring the effectiveness of the internal control system and the effectiveness of carrying out the duties of external auditors and internal auditors.
- (13) **Risk Monitoring Committee** means a Supporting Organ formed by and responsible to the Board of Commissioners whose task is to assist the Board of Commissioners in evaluating the suitability of the Risk Management Policy with the implementation of that policy and monitoring and evaluating the implementation of the duties of the Risk Management Committee and the Risk Management Work Unit.
- (14) **Remuneration and Nomination Committee** means a Supporting Organ formed by and responsible to the Board of Commissioners whose task is to assist the Board of Commissioners in carrying out supervision of activities related to remuneration and nominations for the Board of Commissioners, Board of Directors, and Executive Officers of the Company.
- (15) **Independent Parties** mean parties outside the Company who do not have financial, management, share ownership and/or family relationships with members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders or relationships with the Company, which may affect their ability to act independently.
- (16) **Meeting of the Board of Commissioners** means a meeting held by the Board of Commissioners and chaired by the President Commissioner or other members of the Board of Commissioners as referred to in the Company's Articles of Association.
- (17) **Executive Officers** mean officials who are directly responsible to the Board of Directors or have significant influence on the Company's policies and operations, including Division Heads including officials above Division Heads other than Board of Directors, Head of Regional Office, Head of Branch Office, Head of Functional Office whose position is at least equivalent to Head of Branch Office, Head of Risk Management Work Unit, Head of Compliance Department, and Head of Internal Audit Work Unit, and/or other equivalent officials.
- (18) **Good Corporate Governance in the Company** means the structure, processes, and management mechanisms of the Company to achieve the implementation of the Company's business activities which take into account the interests of all relevant stakeholders, create, and optimize corporate value in the Company in a sustainable manner, and are based on the provisions of statutory regulations, standards, ethical values, principles, and generally accepted practices.
- (19) **Stakeholders** mean all parties who have a direct or indirect interest in the Company's business activities.
- (20) **Conflict of Interest** mean a difference between the Company's economic interests and the personal economic interests of the main shareholders, members of the Board of Commissioners, members of the Board of Directors, Executive Officers, Employees, and/or parties affiliated with the Company which could be detrimental to the Company.

- (21) **Affiliated Parties** mean members of the Board of Commissioners, Board of Directors or their proxies, Officers and Employees of the Company; Parties providing services to the Company include Public Accountants, appraisers, legal consultants and other consultants; or Parties who according to the assessment of Bank Indonesia or the Financial Services Authority participate in influencing the management of the Company, either directly or indirectly, include the Company's controllers, Shareholders and their families, the families of the Board of Commissioners, the families of the Board of Directors, and the families of Executive Officers.
- (22) **Ethics** means a set of unwritten norms or values that are believed by a group of people to be a standard of behavior for that group based on statutory regulations and business ethics.

CHAPTER II MEMBERSHIP

Article 2 STRUCTURE AND COMPOSITION

- (1) The Board of Commissioners consists of at least 3 (three) members and a maximum of the same number of members as the Board of Directors.
- (2) One member of the Board of Commissioners as intended in paragraph (1) must be appointed as President Commissioner.
- (3) If necessary, another member of the Board of Commissioners may be appointed as Vice President Commissioner.
- (4) The Board of Commissioners consists of Independent Commissioners and Commissioners.
- (5) Independent Commissioners as referred to in paragraph (4) constitute at least 50% (fifty percent) of the total members of the Board of Commissioners.
- (6) Determining the composition of members of the Board of Commissioners takes into account the diversity of skills, knowledge and experience required by the Company.

Article 3 MEMBERSHIP CRITERIA

- (1) Members of the Board of Commissioners are individuals who fulfill the requirements when appointed and while serving in accordance with the provisions of the articles of association and statutory regulations.
- (2) Members of the Board of Commissioners fulfill the requirements for a fit and proper test in accordance with the Financial Services Authority Regulations regarding fit and proper test for financial services institutions.
- (3) Members of the Board of Commissioners who have fulfilled the approval requirements of the Financial Services Authority as intended in paragraph (2) while serving are required to have:
 - a. integrity;
 - b. competence; and
 - c. good reputation.

- (4) At least 1 (one) member of the Board of Commissioners as referred to in Article 2 paragraph (1) must reside in Indonesia.
- (5) Candidates of Independent Commissioners must have:
 - a. knowledge in the banking sector that is adequate and relevant to the position as Independent Commissioner; and
 - b. experience in banking and/or finance.
- (6) Former members of the Board of Directors or Executive Officers or parties who have a relationship with the Company who may influence the person's ability to act independently must undergo a waiting period of at least 1 (one) year before becoming an Independent Commissioner.
- (7) The waiting period as intended in paragraph (6) is for:
 - a. former president director of the Company; and
 - b. former member of the Board of Directors who supervised the supervisory function or Executive Officer who carried out the supervisory function in the Company,at least 6 (six) months before becoming an Independent Commissioner of the Company.
- (8) Independent Commissioners do not have financial relationships, management relationships, ownership relationships, affiliate relationships, and/or family relationships with other members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders or relationships with the Company that could affect their ability to act independently.
- (9) Independent Commissioners do not have any direct or indirect business relationships related to the Company's business activities.
- (10) Independent Commissioners do not own shares either directly or indirectly in the Company.
- (11) Commissioners can change to become Independent Commissioners of the Company or the Company's business group by fulfilling the requirements as Independent Commissioners.
- (12) Commissioners who will transition to become Independent Commissioners of the Company as referred to in paragraph (11) are required to undergo a waiting period of at least 1 (one) year.
- (13) The transition from Commissioner to Independent Commissioner must obtain approval from the Financial Services Authority through a fit and proper test in accordance with the Financial Services Authority Regulations regarding fit and proper test for financial services institutions.

Article 4 APPOINTMENT

- (1) Candidates for members of the Board of Commissioners are proposed by Series A Dwiwarna shareholders to the GMS, whose nominations are binding on the GMS.
- (2) Every proposal for replacement and/or appointment of members of the Board of Commissioners to the GMS must take into account the recommendations of the Remuneration and Nomination Committee.
- (3) Members of the Remuneration and Nomination Committee who have a conflict of interest with the recommended proposal are required to disclose it in the recommended proposal.
- (4) Replacement and/or appointment of members of the Board of Commissioners prioritizes professional composition, independence, suitability of competence, and attention to diversity, which are required appropriately in carrying out the duties and responsibilities of the Board of Commissioners.

- (5) Appointment of members of the Board of Commissioners who are employees or officials in institutions that carry out regulatory and/or supervisory functions of banks and/or other financial service institutions is carried out after the person concerned has effectively ceased to be an employee or official and has undergone a waiting period of at least 6 (six) months.
- (6) In the event that there is a conflict of interest or potential conflict of interest of an employee or official candidate for member of the Board of Commissioners as referred to in paragraph (5) in connection with the relevant nomination for the Company, the relevant candidate shall disclose the conflict of interest in the fit and proper test process.
- (7) Members of the Board of Commissioners are appointed by the GMS.
- (8) The appointment of members of the Board of Commissioners takes effect from the closing of the GMS.

Article 5

TERM OF OFFICE

- (1) Members of the Board of Commissioners are appointed for a period starting from the date determined by the GMS that appointed them and ending at the close of the 5th (fifth) Annual GMS after the date of appointment.
- (2) Members of the Board of Commissioners may be reappointed by the GMS for 1 (one) term of office after their term of office ends, or for a maximum of 2 (two) consecutive terms of office.
- (3) The provisions as intended in paragraph (1) and paragraph (2) do not reduce the right of the GMS to dismiss members of the Board of Commissioners at any time before their term of office ends.
- (4) The term of office of a member of the Board of Commissioners ends if:
 - a. his resignation is effective;
 - b. dies;
 - c. his term of office ends;
 - d. dismissed based on the GMS;
 - e. declared bankrupt by the Commercial Court which has permanent legal force or placed under amnesty based on a court decision; and/or
 - f. no longer meets the requirements as a member of the Board of Commissioners based on the Company's Articles of Association and other laws and regulations, including due to holding multiple positions which is prohibited.
- (5) Members of the Board of Commissioners have the right to resign from their positions before their term of office ends by notifying the Company in writing of their intention.
- (6) The Company is obliged to hold a GMS to decide on the request for resignation of members of the Board of Commissioners as referred to in paragraph (5) within a period of no later than 90 (ninety) days after receipt of written notification of resignation.
- (7) In the event that a member of the Board of Commissioners resigns resulting in the number of members of the Board of Commissioners being less than 3 (three) people as intended in Article 2 paragraph (1), the resignation is valid if it has been determined by the GMS and a new member of the Board of Commissioners has been appointed.

Article 6 CONCURRENT POSITIONS

- (1) Members of the Board of Commissioners are prohibited from holding concurrent positions:
 - a. as a member of the board of directors, member of the board of commissioners, member of the sharia supervisory board, or executive officer in a financial institution or financial company, whether bank or non-bank;
 - b. as a member of the board of directors, member of the board of commissioners, member of the sharia supervisory board, or executive officer in more than 1 (one) non-financial institution or company, whether domiciled inside or outside the country;
 - c. in the area of functional duties at bank financial institutions and/or non-bank financial institutions located at home or abroad;
 - d. political party administrators and/or legislative candidates/members, regional head/deputy head candidates, and/or regional head/deputy heads;
 - e. in other positions that may give rise to a conflict of interest in carrying out their duties as a member of the Board of Commissioners; and/or
 - f. in other positions in accordance with the provisions of statutory regulations.
- (2) Does not include concurrent positions as intended in paragraph (1) in the case of:
 - a. members of the Board of Commissioners serve as members of the board of directors, members of the board of commissioners, or executive officers who carry out supervisory functions in 1 (one) non-bank subsidiary company controlled by the Company;
 - b. Commissioners carry out the functional duties of the Company's shareholders in the form of a legal entity in the Company and/or the Company's business group; and/or
 - c. members of the Board of Commissioners hold positions in non-profit organizations or institutions, as long as it does not result in the person concerned neglecting the implementation of their duties and responsibilities as a member of the Board of Commissioners.
- (3) With certain considerations, the Financial Services Authority may establish a policy regarding concurrent positions as referred to in paragraph (1) letter c, as long as it does not result in the person concerned neglecting the implementation of their duties and responsibilities as a member of the Board of Commissioners.
- (4) Candidates for members of the Board of Commissioners who hold positions as intended in paragraph (2) are required to make a statement to:
 - a. maintain integrity;
 - b. avoids all forms of conflict of interest; and
 - c. avoids actions that could harm the Company and/or cause the Company to violate the precautionary principle,while serving as a member of the Board of Commissioners.
- (5) Independent Commissioners are prohibited from holding concurrent positions as public officials.

Article 7 TERMINATION

- (1) Dismissal or replacement of members of the Board of Commissioners must prioritize the main interests of the Company.
- (2) Dismissal or replacement of a member of the Board of Commissioners as intended in paragraph (1) which is carried out before the term of office of a member of the Board of Commissioners ends must take into account at least:
 - a. members of the Board of Commissioners are deemed unable to carry out their duties and responsibilities in managing and implementing a healthy Company strategy;
 - b. dismissal or replacement of members of the Board of Commissioners is not based on the subjective assessment of shareholders, but is based on an objective assessment regarding the management of the Company;
 - c. dismissal or replacement of members of the Board of Commissioners has gone through applicable planning and mechanisms, which at least takes into account the assessment of the committee that carries out the nomination function and has been on the agenda at the GMS;
 - d. dismissal or replacement of members of the Board of Commissioners does not result in problems in the organization and business activities of the Company;
 - e. implementation of the dismissal or replacement of members of the Board of Commissioners prioritizes good communication patterns from various related parties; and
 - f. carried out by prioritizing the implementation of good corporate governance in the Company and prudential aspects.
 - g. members of the Board of Commissioners are dismissed by the GMS.
- (3) The dismissal of members of the Board of Commissioners takes effect from the closing of the GMS.
- (4) Members of the Board of Commissioners may be dismissed at any time based on a GMS decision if for the reasons concerned, they are proven to have done the following things:
 - a. unable to carry out their duties properly;
 - b. violates the provisions of the articles of association and/or statutory regulations;
 - c. involved in actions that are detrimental to the Company and/or the state;
 - d. carries out actions that violate the ethics and/or propriety that should be respected as a member of the Board of Commissioners;
 - e. declared guilty by a court decision that has permanent legal force;
 - f. resigns;
 - g. other reasons deemed appropriate by the GMS for the interests and objectives of the Company.
- (5) The decision to dismiss as referred to in paragraph (3) letters a, b, c, d, and g is taken after the person concerned has been given the opportunity to defend himself at the GMS.
- (6) In the event that there is a family relationship between members of the Board of Commissioners and members of the Board of Directors up to the third degree, either straight line or sideways, including relationships arising from marriage, the GMS has the authority to dismiss one of them.

CHAPTER III DUTIES, RESPONSIBILITIES AND AUTHORITY

Article 8 DUTIES AND OBLIGATIONS

- (1) The Board of Commissioners is tasked with supervising in the interests of the Company over the policies and course of management by the Board of Directors, providing advice to the Board of Directors, and is responsible for such supervision, in accordance with the aims and objectives of the Company as stipulated in the provisions of statutory regulations, articles of association and GMS decision.
- (2) The Board of Commissioners is obliged to carry out its duties, authority, and responsibilities in good faith, taking into account the interests of Shareholders, and with the principle of prudence.
- (3) In carrying out supervision, the Board of Commissioners is obliged to direct, monitor, and evaluate the implementation of integrated good corporate governance, risk management and compliance as well as the Company's strategic policies, in accordance with the provisions of laws and regulations, the articles of association and/or GMS decisions.
- (4) The Board of Commissioners is obliged to supervise the Board of Directors' follow-up on audit findings or inspections and recommendations from the Company's internal audit work unit, external auditors, results of supervision by the Financial Services Authority, and/or results of supervision by other authorities and institutions.
- (5) Carry out other obligations in the context of supervisory duties and providing advice, as long as they do not conflict with the provisions of laws and regulations, the articles of association and GMS decisions.
- (6) In carrying out supervision, the Board of Commissioners is prohibited from participating in decision making on the Company's operational activities, except:
 - a. provision of funds to related parties in accordance with the Financial Services Authority Regulations regarding maximum limits for granting credit and provision of large funds for public companies and Financial Services Authority Regulations regarding maximum limits for distribution of funds and distribution of large funds for sharia public companies; and
 - b. other matters stipulated in the Company's articles of association or statutory provisions.
- (7) Making decisions on the Company's operational activities by the Board of Commissioners as referred to in paragraph (6) is part of the supervisory duties of the Board of Commissioners so that it does not negate the responsibility of the Board of Directors for the implementation of the Company's management.
- (8) The Board of Commissioners is obliged to report to the Financial Services Authority no later than 5 (five) working days after the discovery of:
 - a. violation of statutory provisions in the fields of finance, banking, and those related to the Company's business activities; and/or
 - b. circumstances or predicted circumstances that could endanger the continuity of the Company's business.
- (9) The Board of Commissioners follows developments in the Company's activities and provides opinions, suggestions and/or explanations to the GMS, including but not limited to controlling shareholders, regarding any issues deemed important to the management of the Company.

- (10) Each member of the Board of Commissioners is jointly and severally responsible for losses to the Company caused by errors or negligence of members of the Board of Commissioners in carrying out their duties, unless they can prove the matters as regulated in the articles of association.
- (11) In order to carry out the activities of the President Commissioner, the President Commissioner has the duties and responsibilities to:
 - a. leads meetings as regulated in the articles of association;
 - b. facilitates constructive discussions;
 - c. creates a culture of work ethics including maintaining effective and healthy relationships with the Board of Directors;
 - d. provides advice to members of the Board of Commissioners regarding the implementation of the duties and obligations of the Board of Commissioners.

Article 9 AUTHORITY

- (1) The Board of Commissioners accepts and implements the authority delegated and/or given to the Board of Commissioners in accordance with the provisions of statutory regulations, articles of association, and/or GMS decisions.
- (2) The Board of Commissioners has the authority to give approval to strategic plans, activities, reports and/or other documents prepared by the Board of Directors and require approval from the Board of Commissioners by considering the provisions in the articles of association, statutory regulations, and the determination of Series A Dwiwarna Shareholders.
- (3) The Board of Commissioners has the right to examine the Company's documents, inspect the Company's assets, check the condition of cash and securities, enter the grounds and buildings controlled and/or used by the Company, and know all policies and actions that have been, are being, and will be implemented by the Board of Directors of the Company.
- (4) Request information and/or explanations from the Board of Directors and/or Executive Officers regarding all issues relating to the management of the Company, including asking the Board of Directors and/or Executive Officers with the knowledge of the Board of Directors to attend Meeting of the Board of Commissioners.
- (5) The Board of Commissioners has the authority to propose to the GMS the appointment of a Public Accounting Firm and/or Public Accountant who will provide audit services for annual historical financial information by taking into account recommendations from the Audit Committee.
- (6) The Board of Commissioners has the authority to nominate new candidates for members of the Board of Directors to the Shareholders based on recommendations from the Remuneration and Nomination Committee to be decided at the GMS.
- (7) The Board of Commissioners has the authority to temporarily dismiss members of the Board of Directors in accordance with the provisions of the Articles of Association.
- (8) The Board of Commissioners has the authority to use experts for certain matters and within certain periods at the Company's expense, if deemed necessary and taking into account applicable regulations.

- (9) The Board of Commissioners has the authority to take action to manage the Company in certain circumstances for a certain period of time in accordance with the provisions of the Company's Articles of Association.
- (10) The Board of Commissioners has the authority to attend meetings of the Board of Directors and provide views on matters discussed.
- (11) The Board of Commissioners has the right to be given honorarium, allowances and/or facilities including *tantiem* and similar post-service compensation and the amount is determined by the GMS by taking into account the provisions of the laws and regulations.
- (12) Carry out other supervisory authority as long as it does not conflict with the provisions of laws and regulations, the articles of association and/or GMS decisions.

CHAPTER IV MEETINGS

Article 10 TYPE OF MEETINGS

- (1) The Board of Commissioners is obliged to hold regular meetings at least 1 (one) time in 1 (one) month, hereinafter referred to as the Meeting of the Board of Commissioners.
- (2) The Board of Commissioners is obliged to hold regular meetings with the Board of Directors at least 1 (one) time in 4 (four) months, hereinafter referred to as Meeting of the Board of Commissioners with the Board of Directors.
- (3) The Board of Commissioners may hold a meeting at any time at the request of 1 (one) or several members of the Board of Commissioners or members of the Board of Directors, stating the matters to be discussed.

Article 11 INVITATION AND CONDUCTING MEETINGS

- (1) Meetings as referred to in Article 10 paragraph (1) and paragraph (2) are held if attended by the majority of members of the Board of Commissioners.
- (2) All members of the Board of Commissioners must physically attend meetings at least 2 (two) times in 1 (one) year.
- (3) Commissioners who cannot physically attend meetings as intended in paragraph (2), can attend face-to-face meetings of the Board of Commissioners by utilizing information technology.
- (4) The invitations to the meeting as intended in Article 10 must be made by the President Commissioner and in the event that the President Commissioner is absent, which does not need to be proven to any party, the summons to the meeting is made by the Vice President Commissioner.
- (5) In the event that the Vice President Commissioner is absent for any reason, which does not need to be proven to any party, then the summons for the meeting shall be made by one of the members of the Board of Commissioners.
- (6) Invitations for the Meeting of the Board of Commissioners must be made in writing and delivered or delivered directly to each member of the Board of Commissioners with adequate receipt, or with registered passport, or by courier service or by telex, fax, or electronic mail (email) no later than 5 (five) days before

the meeting is held, without taking into account the date of summons and the date of the meeting, or within a shorter time if in urgent circumstances.

- (7) Invitations as referred to in paragraph (6) are not required for meetings that have been scheduled based on the decision of the previously held Meeting of the Board of Commissioners.
- (8) The invitations as intended in paragraph (4) must include the agenda, date, time, and place of the meeting.
- (9) Meetings are held at the Company's domicile or other places within the territory of the Republic of Indonesia or at the Company's place of business activities.
- (10) The meeting as referred to in Article 10 is valid and has the right to make binding decisions if attended and/or represented by more than $\frac{1}{2}$ (one-half) of the members of the Board of Commissioners.
- (11) Each member of the Board of Commissioners is obliged to attend at least 75% (seventy five percent) of the number of Meeting of the Board of Commissioners as referred to in Article 10 paragraph (1) held in 1 (one) financial year.
- (12) Each member of the Board of Commissioners is obliged to attend at least 75% (seventy five percent) of the number of Meeting of the Board of Commissioners and Board of Directors as referred to in Article 10 paragraph (2) which are held in 1 (one) financial year.

Article 12 MEETING MATERIALS

- (1) Meeting materials as intended in Article 10 are distributed to all meeting participants no later than 5 (five) working days before the meeting is held.
- (2) In the event that a meeting is held outside the schedule for urgent and very important reasons, the meeting materials can be submitted before the meeting is held.

Article 13 CHAIRMAN OF THE MEETINGS

- (1) The meeting as intended in Article 10 is chaired by the President Commissioner.
- (2) In the event that the President Commissioner is not present or is unable to attend, then the Vice President Commissioner will chair the meeting, or a member of the Board of Commissioners appointed by the President Commissioner will chair the meeting if at the same time the Vice President Commissioner is absent or unable to attend, or a member of the Board of Commissioners who appointed by the Vice President Commissioner will chair the meeting if at the same time the President Commissioner is absent or unavailable and does not make the appointment.
- (3) If the President Commissioner is absent or unavailable for any reason, which does not need to be proven to a third party and there is no Vice President Commissioner, then the meeting is chaired by a member of the Board of Commissioners who is present and elected at the meeting.
- (4) In the event that the President Commissioner does not make an appointment, the member of the Board of Commissioners who has served the longest as a member of the Board of Commissioners acts as chairman of the meeting.
- (5) In the event that more than one member of the Board of Commissioners has served the longest as a member of the Board of Commissioners, then the member of the Board of Commissioners as referred to in paragraph (4) who is the oldest in age acts as chairman of the meeting.

- (6) If the GMS does not appoint a Vice President Commissioner, then in the event that the President Commissioner is absent or unable to attend, then the Meeting of the Board of Commissioners will be chaired by another member of the Board of Commissioners appointed by the President Commissioner.

Article 14

DECISION MAKING

- (1) The Board of Commissioners is an assembly and each member of the Board of Commissioners cannot act alone, but rather based on the decision of the Board of Commissioners.
- (2) All decisions of the Board of Commissioners are taken at meetings as intended in Article 10.
- (3) Decision making at meetings of the Board of Commissioners must first be made based on deliberation to reach consensus.
- (4) In the event that a decision based on deliberation to reach consensus is not reached, then the decision must be taken by voting based on affirmative votes of more than $\frac{1}{2}$ (one-half) of the number of valid votes cast at the relevant meeting.
- (5) Each member of the Board of Commissioners has the right to cast 1 (one) vote and an additional 1 (one) vote for each other member of the Board of Commissioners whom he or she legally represents at the meeting.
- (6) In the event that there is more than 1 (one) proposal, a re-election is carried out so that 1 (one) proposal receives more than $\frac{1}{2}$ (one-half) of the total votes cast.
- (7) A blank vote is deemed to approve the proposal submitted at the meeting.
- (8) Invalid votes are considered non-existent and are not counted in determining the number of votes cast at the meeting.
- (9) Voting regarding individuals is carried out using closed ballot papers without signatures, while voting regarding other matters is carried out verbally, unless the chairman of the meeting determines otherwise without any objection based on the majority vote of those present.
- (10) If there are urgent and very important matters for the Company, the Board of Commissioners can also make valid decisions without holding a Meeting of the Board of Commissioners provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners have given their approval regarding the proposals submitted in writing. in writing and sign the agreement.
- (11) Decisions as intended in paragraph (10) taken in this way have the same force as decisions legally taken at a Meeting of the Board of Commissioners.
- (12) All decisions of the Board of Commissioners as referred to in paragraph (3), paragraph (4) and paragraph (10) are binding on all members of the Board of Commissioners.
- (13) Every member of the Board of Commissioners who personally in any way, either directly or indirectly, has an interest in a transaction, contract, or proposed contract in which the Company is a party, must state the nature of their interest at a meeting. The Board of Commissioners does not have the right to participate in decision making regarding matters relating to the transaction or contract.

Article 15

MEETING DOCUMENTATION

- (1) Documentation of the meeting as referred to in Article 10 must be included in the Minutes of Meeting.
- (2) The Board of Commissioners is obliged to prepare minutes of meetings as intended in Article 10 paragraph (1) and paragraph (2) and document them in accordance with the provisions of statutory regulations.
- (3) The minutes of the meeting as referred to in Article 10 paragraph (1) must be prepared by someone present at the meeting appointed by the chairman of the meeting and then signed by all members of the Board of Commissioners present and submitted to all members of the Board of Commissioners.
- (4) The minutes of the meeting as referred to in Article 10 paragraph (2) must be prepared by someone present at the meeting appointed by the chairman of the meeting and then signed by all members of the Board of Commissioners and members of the Board of Directors present and submitted to all members of the Board of Commissioners and members Directors.
- (5) Differences of opinion that occur at meetings as intended in Article 10 paragraph (1) and paragraph (2) must be stated clearly in the minutes of the meeting along with the reasons for the differences of opinion.
- (6) In the event that there are members of the Board of Commissioners and/or members of the Board of Directors who do not sign the results of the meeting as intended in paragraph (1), the person concerned is obliged to state the reasons in writing in a separate letter attached to the minutes of the meeting.
- (7) Minutes of meetings as referred to in paragraph (3) and paragraph (4) must be documented by the Company.
- (8) Minutes of meetings are valid evidence for members of the Board of Commissioners and for third parties regarding the decisions taken at the meeting in question.

CHAPTER V

WORKING MECHANISM

Article 16

WORK ETHICS

In carrying out their duties, members of the Board of Commissioners must always base themselves on the following office ethics:

- (1) Comply with the articles of association and statutory regulations as well as the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness.
- (2) Have good faith, be careful and be responsible in carrying out the duties of supervision and providing advice to the Board of Directors for the interests of the Company and in accordance with the aims and objectives of the Company.
- (3) Encourage the creation of ethical behavior and uphold the highest ethical standards in the Company, one way is by making oneself a good role model for the Board of Directors, Executive Officers, and employees of the Company.
- (4) Carry out duties, obligations, and responsibilities independently.
- (5) The Board of Commissioners is obliged to safeguard all data and information related to the Company and information related to customers in accordance with statutory provisions.

- (6) In fulfilling the implementation of good corporate governance, members of the Board of Commissioners shall disclose:
- share ownership reaching 5% (five percent) or more, both in the Company and in banks and/or other companies, domiciled at home and abroad;
 - financial relationships with other members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders of the Company; and
 - family relationship up to the second degree with other members of the Board of Commissioners, members of the Board of Directors, and/or controlling shareholders of the Company,
- in the good corporate governance implementation report as regulated in this Financial Services Authority Regulation.
- (7) Avoid conflicts of interest by always doing the following:
- Prioritize the Company's interests and not reduce the Company's profits in the event of a conflict of interest;
 - Disclose his and/or his family's share ownership of 5% (five percent) or more in the Company or other companies domiciled at home and abroad.
 - Disclose family relationships, financial relationships, management relationships, ownership relationships with other members of the Board of Commissioners, members of the Board of Directors, controlling shareholders of the Company, and/or other parties in the context of the Company's business.
 - Disclose the existence of the concurrent positions.
 - Making disclosures in terms of decision making must still be taken in conditions of a conflict of interest and the member of the Board of Commissioners concerned must not involve themselves in the Company's decision making process relating to this matter.
- (8) Implementing the Company's strategic values, cultural values and main behavioral guidelines established by the Company, as well as the professional code of conduct.

Article 17

PROHIBITION

- The majority of members of the Board of Commissioners are prohibited from having family relationships up to the second degree with fellow members of the Board of Commissioners and/or members of the Board of Directors.
- Members of the Board of Commissioners are prohibited from using the Company for personal, family and/or other party interests which may harm or reduce the Company's profits.
- Members of the Board of Commissioners are prohibited from taking and/or receiving personal benefits from the Company other than remuneration and other facilities determined by the GMS.
- Members of the Board of Commissioners are required to disclose remuneration and other facilities as referred to in paragraph (3) in accordance with the Financial Services Authority Regulation regarding the application of good corporate governance in providing remuneration for commercial banks and the Financial Services Authority Regulation regarding the implementation of good corporate governance in providing remuneration for commercial banks sharia and sharia business units.

- (5) Members of the Board of Commissioners must avoid all forms of conflict of interest in carrying out their management and supervision duties of the Company.
- (6) In the event of a conflict of interest, members of the Board of Commissioners are obliged to disclose the conflict of interest in every decision that meets the conditions for a conflict of interest.
- (7) Apart from disclosing conflicts of interest as referred to in paragraph (6), members of the Board of Commissioners are prohibited from taking actions that have the potential to harm the Company or reduce the Company's profits.
- (8) Members of the Board of Commissioners are prohibited from requesting, accepting, permitting, and/or agreeing to receive rewards, commissions, additional money, services, money, valuables, and/or anything that has economic value or other benefits, for personal gain, family, and other parties, in carrying out the Company's business activities and other activities related to the Company.
- (9) Members of the Board of Commissioners are obliged to refuse and/or are prohibited from accepting an order or request from the Company's shareholders, affiliated parties, and/or other parties to:
 - a. carries out actions related to the Company's business activities and/or other activities that are not in accordance with the implementation of good corporate governance at the Company;
 - b. commits a criminal act and/or something that is indicated as a criminal act; and/or
 - c. carries out actions and things that can harm, have the potential to harm, and/or reduce the Company's profits.
- (10) Members of the Board of Commissioners are prohibited from giving or offering, or receiving, either directly or indirectly, anything of value from a customer or a government or private official to influence or as a reward for what they have done or other actions.
- (11) The Board of Commissioners is prohibited from being involved in decision making related to banking operational activities, except for the provision of funds to related parties and other matters regulated in the Company's Articles of Association or statutory regulations.
- (12) The involvement or approval of the Board of Commissioners as referred to in paragraph (11) does not negate the responsibility of the Board of Directors in carrying out the management of the Company.
- (13) Members of the Board of Commissioners are prohibited from carrying out transactions with insider trading, including but not limited to:
 - a. carries out transactions on Company shares or shares of other companies that conducts transactions with the Company;
 - b. influencing other parties to purchase shares of the Company or shares of other Companies that carry out transactions with the Company; and
 - c. provides information to other parties.
- (14) Members of the Board of Commissioners are not permitted to take advantage of the Company's business opportunities for themselves or other groups/groups/people.
- (15) Members of the Board of Commissioners are prohibited from participating as executors and/or campaign teams in election campaign activities.
- (16) Members of the Board of Commissioners are not permitted to use Company assets, Company information, and/or their position as members of the Board of Commissioners for personal interests which are contrary to the provisions of laws and regulations and Company policies.

Article 18
WORK PLANNING

- (1) The Board of Commissioners is obliged to prepare a work program for the Board of Commissioners which is an inseparable part of the Company's Annual Work Plan and Budget prepared by the Board of Directors.
- (2) The Board of Commissioners prepares main performance indicators which are a measure of the assessment of the implementation of the duties, obligations, and responsibilities of the Board of Commissioners.

Article 19
DIVISION OF WORK

- (1) The division of work among members of the Board of Commissioners is regulated independently in accordance with applicable regulations and stipulated in the Decision of the Meeting of the Board of Commissioners.
- (2) The division of work as intended in paragraph (1) does not reduce the rights, obligations, responsibilities, and authority of each member of the Board of Commissioners in carrying out their functions and duties.

Article 20
WORKING TIME

- (1) The Board of Commissioners is obliged to provide time to carry out its duties, obligations, and responsibilities optimally in accordance with the Board of Commissioners' Work Code of Conduct.
- (2) The working hours and attendance of members of the Board of Commissioners are determined at least 1 (one) time in 1 (one) month and/or adjusted to the work planning of the Board of Commissioners, and/or at any time if necessary.
- (3) Working time arrangements among members of the Board of Commissioners are regulated by the Board of Commissioners itself.

Article 21
PERFORMANCE ASSESSMENT AND EVALUATION

- (1) The Board of Commissioners is obliged to conduct an objective annual evaluation to determine the effectiveness of the board, and each individual member of the Board of Commissioners.
- (2) The Board of Commissioners has a self assessment policy to assess the performance of the Board of Commissioners.
- (3) Evaluation of the individual performance of members of the Board of Commissioners is carried out using the method determined by the Board of Commissioners.
- (4) The policy as intended in paragraph (1) is disclosed through the Company's Annual Report.
- (5) The policy as intended in paragraph (1) may include assessment activities carried out along with their aims and objectives, periodic implementation times, and specific, measurable, achievable, and relevant benchmarks or assessment criteria used in accordance with the recommendations of the Remuneration Committee and Nominations.

- (6) The assessment criteria used are the function of the Board of Commissioners in supervising and providing advice to the Board of Directors in the interests of the Company and shareholders in particular, as well as stakeholders in general.
- (7) The main evaluation criteria as intended in paragraph (2) include:
 - a. aspects of planning, supervision, and direction/ advice;
 - b. reporting aspects;
 - c. aspects of the Company's performance; and
 - d. other aspects as needed.
- (8) The GMS is obliged to determine the main performance indicators for the Board of Commissioners based on the proposal from the relevant Board of Commissioners.
- (9) The main performance indicators as referred to in paragraph (6) are a measure of the success of implementing the duties and responsibilities of supervision and providing advice by the Board of Commissioners in accordance with the provisions of laws and/or the Articles of Association.
- (10) Performance achievements are determined based on the implementation of the Board of Commissioners' functions in supervising and providing advice to the Board of Directors in the interests of the Company and shareholders in particular, as well as stakeholders in general.
- (11) The Board of Commissioners is obliged to submit quarterly reports on the progress of the realization of key performance indicators to Shareholders.

Article 22

REPORTING AND ACCOUNTABILITY

- (1) The Board of Commissioners reports the Company's performance along with suggestions regarding corrective steps that must be taken to the GMS.
- (2) The Board of Commissioners reports the implementation of its supervisory and advisory duties carried out during the previous financial year to the GMS.
- (3) The Board of Commissioners is accountable for the implementation of the Board of Commissioners' duties to shareholders through the GMS.

Article 23

WORKING RELATIONSHIP PATTERNS OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

The working relationship pattern of the Board of Commissioners and the Board of Directors is regulated in a Joint Agreement between the Board of Commissioners and Directors.

CHAPTER VI SUPPORT ORGANS

Article 24

SECRETARIAT OF THE BOARD OF COMMISSIONERS

- (1) The Board of Commissioners must form a Secretariat of the Board of Commissioners led by a secretary of the Board of Commissioners assisted by staff of the Secretariat of the Board of Commissioners.

- (2) The Secretary of the Board of Commissioners and the Secretariat of the Board of Commissioners are appointed and dismissed by the Board of Commissioners.
- (3) The Secretary to the Board of Commissioners comes from outside the Company.
- (4) The Secretariat of the Board of Commissioners is tasked with carrying out activities to assist the Board of Commissioners in carrying out its duties in the form of:
 - a. prepares meetings, including meeting materials (briefing sheets) for the Board of Commissioners,
 - b. prepares minutes of meetings of the Board of Commissioners in accordance with the provisions of the articles of association:
 - c. administers the Board of Commissioners documents, including incoming letters, outgoing letters, minutes of meetings, and other documents,
 - d. prepares a draft work plan and budget for the Board of Commissioners,
 - e. prepares draft reports of the Board of Commissioners,
 - f. carries out other duties of the Board of Commissioners.
- (5) Apart from carrying out the duties as intended in paragraph (4), the Secretary of the Board of Commissioners as the head of the Secretariat, carries out other duties in the form of:
 - a. ensure that the Board of Commissioners complies with statutory regulations and applies the principles of good corporate governance,
 - b. provides information required by the Board of Commissioners periodically and/or at any time if requested,
 - c. coordinates Committee members, if necessary, in order to expedite the duties of the Board of Commissioners:
 - d. as a liaison officer for the Board of Commissioners with other parties.
- (6) In the context of orderly administration and implementation of good corporate governance, the Secretariat of the Board of Commissioners is obliged to ensure that documents for carrying out activities as intended in paragraph (4) are stored properly in the Company.
- (7) The accumulated term of office of the secretary of the Board of Commissioners and the secretariat of the Board of Commissioners in the Company is a maximum of 5 (five) years.
- (8) The Secretary of the Board of Commissioners must fulfill the requirements in accordance with statutory provisions.
- (9) The term of office, income, access to information, confidentiality of information, and evaluation of the Secretary and Statute of the Secretariat of the Board of Commissioners are determined in accordance with statutory provisions.
- (10) Evaluation of the performance of the Secretariat of the Board of Commissioners is carried out periodically using methods determined by the Board of Commissioners.

Article 25

BOARD OF COMMISSIONERS COMMITTEE

- (1) To assist and support the implementation of the duties and responsibilities of the Board of Commissioners, the Board of Commissioners forms a Board of Commissioners committee.
- (2) Committees established by the Board of Commissioners are responsible to the Board of Commissioners.
- (3) The Board of Commissioners is obliged to form a committee that at least consists of:

- a. audit committee;
 - b. risk monitoring committee; and
 - c. remuneration and nomination committee.
- (4) The Board of Commissioners may form a remuneration and nomination committee as intended in paragraph (3) letter c separately into a remuneration committee and a nomination committee.
- (5) In the event that the Company forms separate remuneration and nomination committees as intended in paragraph (4), the membership of each committee must consist of at least:
 - a. 1 (one) Independent Commissioner;
 - b. 1 (one) Commissioner; and
 - c. 1 (one) Executive Officer in charge of human resources functions or 1 (one) Bank employee representative.
- (6) The Board of Commissioners may form other committees that are tailored to the needs and/or complexity of the Company and/or expand the scope of implementation of the committee's duties, responsibilities, and authority to support the implementation of the supervisory duties and responsibilities of the Board of Commissioners.
- (7) In the event that the Board of Commissioners forms another committee as intended in paragraph (6), the membership of the other committee consists of at least Independent Commissioners and/or Commissioners, and can involve other parties in accordance with the purpose of forming the committee.
- (8) The appointment and dismissal of members of the Board of Commissioners committees must be carried out by the Board of Directors based on the decision of the Meeting of the Board of Commissioners.
- (9) The Board of Commissioners is obliged to evaluate the committee's performance at least at the end of each financial year.
- (10) The evaluation as intended in paragraph (9) uses the self-assessment method and is approved by the Board of Commissioners.
- (11) The Committee is obliged to have work code of conduct that at least contain:
 - a. the purpose of forming the committee;
 - b. duties, responsibilities, and authority of the committee;
 - c. committee structure and membership;
 - d. committee meetings, quorums, and decision making;
 - e. term of office of committee members from Independent Parties;
 - f. performance evaluation mechanism; and
 - g. periodic review period of the committee's work code of conduct.
- (12) The work code of conduct as referred to in paragraph (11) are regulated in the Decision of the Board of Commissioners.
- (13) Every recommendation submitted by the Committee that concerns the Company's interests needs to be discussed at a Meeting of the Board of Commissioners to obtain discussion and approval.
- (14) Evaluation of the performance of individual Committee members who are not members of the Board of Commissioners is carried out using methods determined by the Board of Commissioners.

CHAPTER VII SUSTAINABLE COMPETENCE DEVELOPMENT

Article 26 COMPETENCY DEVELOPMENT

- (1) Members of the Board of Commissioners are required to participate in a continuous competency development program both at home and abroad with the aim of increasing competency and knowledge in relation to supporting the implementation of duties, obligations, and responsibilities.
- (2) The continuous competency development plan for members of the Board of Commissioners is contained in the annual work program of the Board of Commissioners.
- (3) In the event that continuing education is carried out outside the established work program, sustainable competency development must be decided at a Meeting of the Board of Commissioners.
- (4) Members of the Board of Commissioners who have carried out continuous competency development are required to submit a report on the results of competency development in writing to the Board of Commissioners or submit it at a Meeting of the Board of Commissioners.
- (5) New members of the Board of Commissioners are required to take part in the Company's introductory orientation program.
- (6) Other matters relating to facilities for implementing continuing education refer to Company regulations.

Article 27 TRAINING

- (1) Every year, members of the Board of Commissioners are required to attend at least 1 (one) training on the topics of risk management, fraud, business, corporate business activities, law, compliance, finance, accounting and/or audit.
- (2) Participate in training as intended in paragraph (1) for a minimum of 20 (twenty) hours of training in one year.
- (3) The training attended is a Continuous Training Program organized by professional institutions, regulators, training institutions accredited by accreditation institutions, and/or training institutions owned or controlled by the Company.
- (4) Fulfillment of training qualifications fulfilled while serving as referred to in paragraph (1) is carried out throughout the term of office as a member of the Board of Commissioners.

Article 28 CERTIFICATION

- (1) Members of the Board of Commissioners are required to take at least 1 (one) certification in the fields of business, corporate business activities, law, risk management, compliance, finance and/or accounting.
- (2) Certification as intended in paragraph (1) is fulfilled with the following provisions:
 - a. issued by certification boards, regulators, or related professional organizations recognized nationally and/or internationally,
 - b. the certification issuing body has standards and a professional and ethical standards council, and
 - c. Certification is required to be valid during the term of office.

- (3) Fulfillment of certification qualifications fulfilled while serving as referred to in paragraph (2) must be fulfilled within a period of 1 (one) year after serving as a Member of the Board of Commissioners.
- (4) Certification that is fulfilled both before and while serving as referred to in paragraph (2) must be valid during the term of office as a Member of the Board of Commissioners.

CHAPTER VIII MISSCALENOUS

Article 29 RELATIONSHIP WITH STAKEHOLDERS

- (1) The Board of Commissioners is obliged to ensure the Company's compliance with the Company's provisions and commitments and ensure compliance with the submission of data and information requested by the provisions of the Series A Dwiwarna shareholder legislation.
- (2) The Board of Commissioners is obliged to ensure that stakeholder rights are guaranteed based on statutory regulations and/or agreements made by the Company with workers, service users, suppliers, and other stakeholders.
- (3) The Board of Commissioners is obliged to ensure that the Company carries out its social responsibilities in accordance with the established program.

Stipulated in : Jakarta
On : 13 December 2023

PT BANK TABUNGAN NEGARA (PERSERO) Tbk

signed

CHANDRA M. HAMZAH
President Commissioner/
Independent Commissioner

signed

IQBAL LATANRO
Vice President Commissioner/
Independent Commissioner