



Decisions and Realization of the 2022 Extraordinary GMS

Meeting Agenda

Approval of the Company's Capital Increase by Granting Pre-emptive Rights to Shareholders, which would be carried out through a Limited Public Offering II, which in turn amended Article 4 paragraph (2) and paragraph (3) of the Company's Articles of Association.

There were 2 (two) questions submitted via eASY.KSEI.

Voting Results

Agree : 8,602,800,944 (99.9899926%)

Disagree : 220,200 (0.0025594%)

Abstain : 640,800 (0.0074480%)

1. Approved the increase issued and paid-up capital carried out by the Company through Limited Public Offering II (PUT II), by issuing new shares as many as 4,600,000,000 (four billion six hundred million) share units of series B with the nominal value of IDR 500.00 (five hundred rupiah) per share, in accordance with the applicable laws and regulations.
2. Approved the amendment of Article 4 paragraph (2) and paragraph (3) of the Company's Articles of Association concerning increasing the Company's issued and paid-up capital as the result of the PMHMETD.
3. Approved the granting of authority to the Company's Board of Commissioners to perform all actions needed regarding the Pre-emptive Rights, including:
 - a. Approve the determination of the certainty of the number of new shares issued in the PMHMETD and the price of the HMETD as proposed by the Company's Directors, taking into account the applicable laws and regulations including regulations in the capital market sector;
 - b. State the realization of the actual number of shares that have been issued in connection with the increase in issued and paid-up capital after the PMHMETD has been completed. Submit a notification of changes to Article 4 paragraph (2) and paragraph (3) of the Company's Articles of Association to the Minister of Law and Human Rights of the Republic of Indonesia to obtain a Letter of Acceptance of Notification of Amendment of the Company's Articles of Association, as well as make changes and/or additions required.
4. Approved the granting of power and authority to the Company's Board of Directors with substitution rights to carry out all necessary actions related to PMHMETD, to:
 - a. Sign the registration statement to be submitted to the Financial Services Authority (OJK);
 - b. Negotiate and sign other agreements, including those relating to standby purchase agreements (if any) with terms and conditions considered good for the Company by the Company's Board of Directors;
 - c. Sign, print and/or issue the Abbreviated Prospectus, Amendments and/or Supplements to the Abbreviated Prospectus, Initial Prospectus, Prospectus, Info Memo, and/or all agreements and/or documents required in connection with PMHMETD;
 - d. Determine the exercise price in the context of PMHMETD with the approval of the Board of Commissioners;
 - e. Determine the certainty of the number of shares issued with approval from the Board of Commissioners;
 - f. Determine the date of List of Shareholders entitled to Pre-emptive Rights;
 - g. Determine the ratio of shareholders entitled to Pre-emptive Rights;
 - h. Determine and ensure the use of funds obtained from the PMHMETD proceeds;
 - i. Determine the PMHMETD implementation schedule;
 - j. Determine whether or not there is a Standby Buyer, and determine and negotiate the terms and conditions of the agreement between the Company and the Standby Buyer, if any;
 - k. Deposit the Company's shares in the collective custody of the Indonesian Central Securities Depository (KSEI) following KSEI regulations;
 - l. List all shares of the Company that have been issued and fully paid up on the Indonesia Stock Exchange with due observance of the applicable laws and regulations;
 - m. Affirm one or more decisions stated in the Meeting resolutions in one or more Notarial deeds;
 - n. Take all necessary and/or required actions concerning the Company's PMHMETD, including those required under applicable laws and regulations.

GMS DECISIONS IN THE FISCAL YEAR AND 1 (ONE) YEAR PRIOR TO THE FISCAL YEAR WHICH ARE REALIZED IN THE FISCAL YEAR

All decisions of the 2023 Fiscal Year GMS and has been realized/implemented in 2023 and the 2022 Fiscal Year GMS has been realized/implemented in 2022. So there are no 2022 GMS decisions and GMS decisions that have not been realized in 2023.

Board of Directors

The Board of Directors is an organ in Corporate Governance implementation that is fully responsible for the management of the Company for the interests and objectives of the Company and serves as a legal representative of the Company concerning every matter and case with some restrictions as regulated by the laws, the Articles of Association of the Company, and/or the GMS resolutions. The Board of Directors is responsible for managing and determining the Company's strategic direction, utilizing and maintaining the Company's assets for the purposes and interests of the Company. Henceforth, the Board of Directors shall report the implementation of its duties and responsibilities to the Board of Commissioners.

Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible for implementing all actions regarding the operations and responsibility of the Company's management for the Company's benefit in compliance with the Company's purposes and objectives and to represent the Company, both inside and outside the Court regarding all matters and all occurrences with limitations as regulated in the laws, Articles of Association, and/or GMS resolutions.

The President Director serves as Coordinator of the Board of Directors with the following duties:

1. To lead the Board of Directors meetings.
2. To create a Culture of Transparency and to facilitate constructive discussion.
3. To provide advice to members of the Board of Directors related to the effectiveness of the management.
4. To maintain good relations and solidarity among the members of the Board of Directors regarding management duties.
5. To maintain an effective and healthy relationship with the Board of Commissioners.

Each member of the Board of Directors is fully liable for any loss of the Company caused by inaccuracies or negligence from members of the Board of Directors in performing their duties. A member of the Board of Directors is not to be held accountable for the loss as mentioned above if proven that:

1. The loss is not caused by his/her fault or negligence.
2. The Director has conducted managerial undertakings in good faith and with prudence that is consistent with the Company's goals and objectives.

3. The Director has no conflict of interest, be it directly or indirectly regarding the management's action that resulted in this loss.
4. The Director has taken necessary measures to prevent this loss from arising or continuing.

Duties and Responsibilities of the Director Supervising the Compliance Function at least include:

1. Formulating strategies to empower the Culture of Compliance;
2. Proposing Compliance policies or other Compliance principles that shall be set forth by the Board of Directors.
3. Establishing the Compliance System and procedures that shall be used to compile the Bank's internal guidelines and regulations.
4. Ensuring every policy, regulation, system, and procedure, as well as business activities conducted by the Bank, has been outlined in accordance with the Bank Indonesia Regulations, Financial Services Authority, and all prevailing regulations and legislation, including Sharia Principles for Sharia Principles for Sharia Business Unit.
5. Minimizing the Bank's Compliance Risks.
6. Taking preventive actions to have the policies and/or decisions made by the Bank's Board of Directors aligned with the provisions of Bank Indonesia and all prevailing laws and regulations.
7. Performing other tasks related to the Compliance Function.
8. Reporting the implementation of duties and responsibilities to the President Director, with a carbon copy to the Board of Commissioners being reported at least quarterly.

Duties and Responsibilities of Each Board of Directors

Period January 1, 2023 – March 15, 2023

Name	Position	Field of Duty
Haru Koesmahargyo	President Director	The President Director supervises: <ol style="list-style-type: none"> a. Director of Assets Management b. Director of IT and Digital c. Director of Finance d. Director of Risk Management e. Director of Human Capital, Compliance and Legal f. SEVP Operations g. Internal Audit Division h. Corporate Secretary Division
Nixon L.P. Napitupulu	Vice President Director	The Vice President Director supervises: <ol style="list-style-type: none"> a. Director of Consumers b. Director of Distribution and Funding c. SEVP Wholesale Banking d. Marketing Communications Division
Andi Nirwoto	Director of IT and Digital	The Director of IT and Digital supervises: <ol style="list-style-type: none"> a. Digital Channel Division b. IT Strategic Planning & Development Division c. IT Operation Division d. Data Management & Analytics Division e. IT Security Division



Name	Position	Field of Duty
Elisabeth Novie Riswanti	Director of Assets Management	The Director of Assets Management supervises: a. Commercial Asset Management 1 Division b. Commercial Asset Management 2 Division c. Consumer Collection, Recovery & Asset Sales Division d. Procurement & Fixed Asset Management Division
Jasmin	Director of Distribution and Funding	The Director of Distribution and Funding supervises: a. Wealth Management Division b. Retail Funding & Services Division c. Institutional Funding Division d. Service Quality & Distribution Division e. Regional Offices
Setiyo Wibowo	Director of Risk Management	The Director of Risk Management supervises: a. Retail Credit Risk Division b. Commercial Credit Risk Division c. Enterprise Risk Management Division d. Transformation & Partnership Management Division
Hirwandi Gafar	Director of Consumers	The Consumer Director supervises: a. Commercial Banking Division b. SME Banking Division c. Non Subsidized Mortgage & Personal Lending Division d. Subsidized Mortgage Lending Division e. Sharia Business Division
Nofry Rony Poetra	Director of Finance	The Director of Finance supervises: a. Treasury Division b. Corporate Strategy & Planning Division c. Finance & Accounting Division d. Investor Relations & Research Division
Eko Waluyo	Director of Human Capital, Compliance and Legal	The Director of Human Capital, Compliance and Legal supervises: a. SEVP Compliance and Legal b. Human Capital Strategy Division c. Human Capital Management Division d. Learning Management Division

Period March 16, 2023 – April 9, 2023

Name	Position	Field of Duty
Nixon L.P. Napitupulu	President Director*	The President Director supervises: a. Director of Assets Management b. Director of IT and Digital c. Director of Finance d. Director of Risk Management e. Director of Human Capital, Compliance and Legal f. SEVP Operations g. Internal Audit Division h. Corporate Secretary Division
Oni Febriarto Rahardjo	Vice President Director*	The Vice President Director supervises: a. Director of Consumers b. Director of Distribution and Funding c. SEVP Wholesale Banking d. Marketing Communications Division
Nofry Rony Poetra	Director of Finance	The Director of Finance supervises: a. Treasury Division b. Corporate Strategy & Planning Division c. Finance & Accounting Division d. Investor Relations & Research Division
Elisabeth Novie Riswanti	Director of Assets Management	The Director of Assets Management supervises: a. Commercial Asset Management 1 Division b. Commercial Asset Management 2 Division c. Consumer Collection, Recovery & Asset Sales Division d. Procurement & Fixed Asset Management Division
Eko Waluyo	Director of Human Capital, Compliance and Legal	The Director of Human Capital, Compliance and Legal supervises: a. SEVP Compliance and Legal b. Human Capital Strategy Division c. Human Capital Management Division d. Learning Management Division

Name	Position	Field of Duty
Setiyo Wibowo	Director of Risk Management	The Director of Risk Management supervises: <ol style="list-style-type: none"> Retail Credit Risk Division Commercial Credit Risk Division Enterprise Risk Management Division Transformation & Partnership Management Division
Jasmin	Director of Distribution and Funding	The Director of Distribution and Funding supervises: <ol style="list-style-type: none"> Wealth Management Division Retail Funding & Services Division Institutional Funding Division Service Quality & Distribution Division Regional Offices
Andi Nirwoto	Director of IT and Digital	The Director of IT and Digital supervises: <ol style="list-style-type: none"> Digital Channel Division IT Strategic Planning & Development Division IT Operation Division Data Management & Analytics Division IT Security Division
Hirwandi Gafar	Director of Consumers	The Director of Consumer supervises: <ol style="list-style-type: none"> Commercial Banking Division SME Banking Division Non Subsidized Mortgage & Personal Lending Division Subsidized Mortgage Lending Division Sharia Business Division
Hakim Putratama	Director of Institutional Banking*	-

*) Effective after obtaining approval from the Financial Services Authority for the Fit and Proper Test.

Period April 10, 2023 – December 31, 2023

Name	Position	Field of Duty
Nixon L.P. Napitupulu	President Director*	The President Director supervises the area: <ol style="list-style-type: none"> Retail Banking (including consumer funding and distribution) Finance Operation Technology & Digital Risk Management Internal Audit (IAD) Corporate Secretary (CSD)
Oni Febriarto Rahardjo	Vice President Director*	The Vice President Director supervises the area: <ol style="list-style-type: none"> Wholesale & Institutional Banking Human Capital, Compliance and Legal Asset Quality & IAR Sharia Marketing Communication (MCD)
Nofry Rony Poetra	Director of Finance	The Director of Finance supervises: <ol style="list-style-type: none"> Treasury (TRSD) Corporate Strategy & Planning (CSPD) Finance & Accounting (FAD) Investor Relations & Research (IRRD)
Elisabeth Novie Riswanti	Director of Assets Management	The Director of Assets Management supervises: <ol style="list-style-type: none"> Commercial Asset Management 1 (CAMD 1)**** Commercial Asset Management 2 (CAMD 2)**** Consumer Collection, Recovery & Asset Sales (CRSD)**** Procurement & Fixed Asset Management (PFAD)
Eko Waluyo	Director of Human Capital, Compliance and Legal	The Director of Human Capital, Compliance and Legal supervises: <ol style="list-style-type: none"> SEVP Compliance and Legal Human Capital Strategy (HCSD) Human Capital Management (HCMC) Human Capital Business Partner Division (HCBD)**** Learning Management (LMD)
Setiyo Wibowo	Director of Risk Management	The Director of Risk Management supervises: <ol style="list-style-type: none"> Retail Credit Risk (RCRD) Wholesale Credit Risk (WCRD) Enterprise Risk Management (ERMD) Transformation & Partnership Management (TPMD)



Name	Position	Field of Duty
Jasmin	Director of Distribution and Funding	The Director of Distribution and Funding supervises: a. Wealth Management (WMD) b. Retail Funding (RFD) c. Service Quality & Distribution (SQDD) d. Regional Offices (RO)
Andi Nirwoto	Director of IT and Digital	The Director of IT and Digital supervises: a. Digital Banking (DBD) b. IT Strategic Planning & Development (ITPD) c. IT Operation (ITOD) d. Data Management & Analytics (DMD) e. IT Security (ITSD)
Hirwandi Gafar	Director of Consumers	The Director of Consumer supervises: a. SME Banking (SMBD) b. Non Subsidized Mortgage (NSMD)***** c. Subsidized Mortgage (SMD) d. Sharia Banking (SHAD) e. Personal Banking (PBD)*****
Hakim Putratama	Director of Institutional Banking *****	The Director of Institutional Banking supervises: a. Institutional Funding b. Financial Institution & Capital Market (FICD) c. Wholesale Transaction (WTD)

*) Effectively serving as President Director of the Company since June 7, 2023
 **) Effectively serving as Deputy President Director of the Company since June 7, 2023
 ***) Division redeployment takes effect from June 5, 2023
 *****) Division redeployment takes effect from November 1, 2023
 *****) Division redeployment takes effect from August 25, 2023
 *****) Effectively serving as Director of Institutional Banking of the Company since July 26, 2023

Rights and Authorities of the Board of Directors

The Board of Directors has the rights and authorities that have been regulated in the Work Guidelines and Manual of the Board of Directors. The rights and authorities of the Board of Directors are as follows:

1. To establish policies that are considered appropriate in the management of the Company.
2. To regulate the transfer of power of the Board of Directors to represent the Company inside and outside the Court to one or several persons specially appointed for it including the Company's employees either individually or jointly or other bodies.
3. To regulate the provisions regarding the Company's employees including the determination of wages, pensions or retirement age insurance, and other income for the Company's employees based on the applicable laws and regulations.
4. To appoint and dismiss the Company's workers based on the Company's labor rules and laws and regulations.
5. Establishing the function of Corporate Secretary.
6. Providing a decision to write off bad debts which are then reported and accounted for in the Annual Report;
7. Not collecting part or all of receivables beyond the principal in the context of credit restructuring and/or settlement but with the obligation to report to the Board of Commissioners;
8. Write off receivables for interest, fines, fees and other receivables outside the principal amount carried out in the context of restructuring and/or receivable settlement as well

as other actions in the context of resolving the Company's receivables while still paying attention to prudential principles; And

9. Carrying out all actions and other actions regarding the management and ownership of the Company's assets, binding the Company with other parties and/or other parties with the Company, including without limitation optimizing the utilization of the Company's assets, with restrictions as regulated in the statutory regulations of the Articles of Association and/ or GMS decision.

Term of Office of the Board of Directors

The term of office of members of the Board Directors is determined to be 5 (five) years and can be reappointed for 1 (one) term of office. Members of the Board of Directors are appointed for a period of time starting from the date determined by the GMS that appoints them and ending at the closing of the 5th (five) Annual GMS after the date of their appointment, by taking into account the laws and regulations in the Capital Market sector, without prejudices to the right of the GMS to at any time be able to dismiss members of the Board of Directors before the end of their term of office.

The Directors' position ends if they pass away, their term of office ends, including resigning from their position, being dismissed based on a GMS Decision, or no longer meeting the requirements as a Director based on the Articles of Association and statutory regulations, including prohibited holding concurrent positions.

Requirements of the Board of Directors

The requirements of the Board of Directors that have been regulated in the Work Guidelines and Manual are as follows:

1. Legal subjects who can be appointed as members of the Board of Directors are natural persons, who fulfill the requirements at the time of appointment and during their term of office:
 - a. Fulfill material requirements, ie:
 - Expertise;
 - Integrity;
 - Leadership;
 - Experience;
 - Honest;
 - Good attitude; And
 - High dedication to advancing and developing the Company.
 - b. Apart from meet the criteria as intended in point 1 above, to be appointed as a member of the Company's Board of Directors, a person must fulfill the following formal requirements:
 - Individuals;
 - Able to carry out legal actions;
 - Never been declared bankrupt within 5 (five) years prior to appointment;
 - Never been a member of the Board of Directors or member of the Board of Commissioners/Supervisory Board who was found guilty of causing a BUMN, Subsidiary and/or other business entity to be declared bankrupt within 5 (five) years prior to appointment;
 - Never been convicted of committing a criminal act that is detrimental to the finances of the State, BUMN, Subsidiaries, other business entities and/or related to the financial sector within 5 (five) years prior to appointment;
 - Never been a member of the Board of Directors and/or member of the Board of Commissioners during his tenure:
 - 1) Never held an Annual GMS;
 - 2) Never been a member of the Board of Directors and/or member of the Board of Commissioners
 - 3) Has never been accepted by the GMS or has ever failed to provide accountability as a member of the Board of Directors and/or the Board of Commissioners to the GMS; And
 - 4) Never has a company that obtained a permit, approval or registration from the FSA failed to fulfill its obligation to submit an annual report and/or financial report to the FSA.
 - c. Having good morals and integrity;
 - d. Being capable of doing legal acts;
2. Each member of the Board of Directors must meet the requirements for the fit and proper test in accordance with the Financial Services Authority Regulation (POJK) regarding the Fit and Proper Test for the Key Parties in Financial Services Institutions and have obtained a letter of approval from the Financial Services Authority.
3. All members of the Board of Directors must be domiciled in Indonesia. The President Director must come from a party who is independent of the controlling shareholders.
4. The majority of members of the Board of Directors must have at least 5 (five) years of experience in the operational field and at least as an Executive Officer of the Bank.
5. Each member of the Board of Directors must fulfill other requirements, as follows:
 - a. Not an administrator of a political party, legislative candidate, and/or legislative member in the People's Representative Council, Regional Representative Council, Provincial Regional People's Representative Council, and Regency/Municipal Regional People's Representative Council;
 - b. Not a candidate for head/deputy regional head and/or head/deputy regional head, including acting head/deputy regional head;
 - c. Not serving as a member of the Board of Directors of the relevant BUMN or Subsidiary for 2 (two) periods;
 - d. Not currently serving as an official in a Ministry/Institution, member of the Board of Commissioners/Supervisory Board in another BUMN, member of the Board of Directors in another BUMN, member of the Board of Directors in a Subsidiary and/or other business entity;
 - e. Not currently holding a position that is prohibited from holding a position as a member of the Board of Directors according to statutory regulations;
 - f. Have dedication and provide full time to carry out their duties as stated in a statement letter from the person concerned;
 - g. Physically and spiritually healthy (not currently suffering from an illness that could hinder the performance of their duties as a member of the Board of Directors), as proven by a health certificate from the hospital; And
 - h. Have a Taxpayer Identification Number (NPWP) and have carried out the obligation to pay taxes for the last two years.

Work Guidelines and Manual of the Board of Directors

In carrying out their duties and responsibilities, the Board of Directors refers to the Board of Directors' Work Guidelines and Regulations which have been ratified through Special Policy Number KK.6-G concerning Directors' Work Guidelines and Regulations. Work Guidelines and Manual of the Board of Directors is a governance infrastructure that serves as a guideline for the Board of Directors in carrying out their duties, authorities, responsibilities, rights, and obligations as management of the Company. The Board of Directors' Work Guidelines and Manual is prepared based on the principles of good governance, referring to the regulations on Limited Liability Companies, the Articles of Association, and the prevailing laws and regulations that are binding on the Company.



The scope of the Work Guidelines and Manual of the Board of Directors are as follows:

Chapter I	Introduction
Chapter II	Organization and Authority A. Organization Within the Scope of the Board of Directors' Work Code of Conduct B. Organization Authority Scope of the Board of Directors' Work Code of Conduct
Chapter III	Values
Chapter IV	Work Guidelines and Manual of the Board of Directors A. Structure and Composition of the Board of Directors B. Requirements for members of the Board of Directors C. Criteria for Directors Carrying Compliance Functions D. Concurrent Positions of the Board of Directors E. Appointment and Dismissal of the Board of Directors F. Term of Office of the Board of Directors G. Duties and Responsibilities of the Board of Directors H. Obligations of the Board of Directors I. Rights and Authorities of the Board of Directors J. Actions of the Board of Directors that require the approval of the Board of Commissioners K. Mechanism of Distribution of Duties and Authorities of the Board of Directors L. Restrictions M. Transparency N. Work Ethics O. Working Hours P. Meeting Arrangements Q. Leadership R. Performance Evaluation of the Board of Directors S. Reporting and Accountability T. Committees U. Others
Chapter V	Risks and Mitigation
Chapter VI	Documentation, Administration and Reporting
Chapter VII	Monitoring
Chapter VIII	Closing

Policy of Concurrent Positions of Directors

Members of the Board of Directors are prohibited from concurrently holding positions as:

1. Member of the Board of Directors at BUMN and other business entities.
2. Member of the Board of Commissioners/ Supervisory Board of SOEs.
3. Other structural and functional positions in central and/or regional government institutions/agencies.
4. Other positions in accordance with the provisions of laws;
5. The administrator of political parties, members of the legislature, and/or regional heads/deputy regional heads;
6. other positions that may cause conflicts of interest; and/or
7. Become legislative candidates or candidates for regional heads/deputy regional heads.

Members of the Board of Directors are prohibited from concurrently serving as members of the Board of Directors, members of the Board of Commissioners, or Executive Officers at Company's, companies, and other institutions. It excludes concurrent positions in the case of the Board of Directors which is responsible for supervising the Company's participation in a subsidiary company, carrying out the functional duties of being a member of the Board of Commissioners in a non-bank subsidiary company controlled by the Company, as long as it does not result in the person concerned neglecting the implementation of duties and responsibilities as a member of the Company's Board of Directors.

Members of the Board of Directors are prohibited from concurrently serving as members of the Board of Commissioners in other companies, except:

1. Board of Commissioners in Subsidiaries/Affiliated Companies of the Company, other than as President Commissioner; and
2. Board of Commissioners in other business entities to represent/fight for the Bank's interests as long as they obtain permission from the Minister.

Table of Concurrent Directors' Positions

Name	Position	Position in other Companies/ Institutions	Company/Other Institution Name
Haru Koesmahargyo*	President Director	-	-
Nixon L.P. Napitupulu**	President Director	-	-
Oni Febriarto Rahardjo***	Vice President Director	-	-
Andi Nirwoto	Director of IT and Digital	-	-
Elisabeth Novie Riswanti	Director of Assets Management	-	-
Jasmin	Director of Distribution and Funding	-	-
Setiyo Wibowo	Director of Risk Management	-	-
Hirwandi Gafar	Director of Consumers	-	-
Nofry Rony Poetra	Director of Finance	-	-
Eko Waluyo	Director of Human Capital, Compliance and Legal	-	-
Hakim Putratama***	Director of Institutional Banking	-	-

*Resigned his position as of March 16 2023 based on the results of the 2023 Annual General Meeting of Shareholders (AGMS)

**Transfer of his original assignment as Deputy President Director to become Main Director since March 16 2023.

***Started in office on March 16 2023 and received an effective statement from the OJK starting June 7 2023

Management of Conflict Interest of the Board of Directors

Each member of the Board of Directors is prohibited from taking and/or receiving personal benefits either directly or indirectly from the Company's activities, other than remuneration and other legal facilities, which are determined based on the decision of the GMS. Members of the Board of Directors are prohibited from utilizing the Company for personal, family, and /or other parties that may harm or reduce the Company's profits.

Members of the Board of Directors shall not give or offer or receive, directly or indirectly, any valuable thing to or from a customer or a Government official to influence or in exchange for what he has done and other actions, in accordance with the provisions of laws and regulations. Any member of the Board of Directors who personally in any way, whether directly or indirectly, has an interest in a transaction, a contract or a proposed contract in which the Company is a party must be declared the nature of his interest at the Meeting of the Board of Directors and therefore shall not be entitled to participate in voting in matters relating to such transaction or contract.

In the event of a conflict of interest, which is a condition where the Company's economic interests conflict with personal interests, members of the Board of Directors should always:

1. Prioritize the interest of the Company and not reduce the Bank's profits in the event of a conflict of interest.
2. Avoid making decisions in situations and conditions of conflict of interest.

3. Provide disclosures in terms of decision-making in the event of a conflict of interest.
4. Grant credit to members of the Board of Directors based on a reasonableness limit in accordance with applicable bank regulations without distinguishing from other customers (arm's length basis).
5. Report the Company's stock transactions within 3 (three) working days.

Meeting of the Board of Directors

1. The Board of Directors shall hold regular Meetings of the Board of directors at least 1 (once) a month or the so-called Scheduled Meeting of the Board of Directors (ALCO and Performance Review).
2. The Board of Directors shall schedule a meeting of the Board of Directors for the following year prior to the end of the fiscal year.
3. Scheduled Meetings of the Board of Directors must be attended by a minimum of 2/3 (two-thirds) of the total number of members of the Board of Directors.
4. The summon to the Meeting of the Board of Directors shall be made by a member of the Board of directors who is entitled to represent the Board of Directors.
5. The summon to the Meeting of the Board of Directors shall include the event, date, time, place of the meeting, and meeting materials.
6. The summon to the Meeting of the Board of Directors shall be written and delivered directly to each member of the Board of Directors with sufficient receipt or by post no later than 5 (five) days before the Meeting is held.
7. Meeting materials for the Scheduled meeting as referred to shall be submitted to the meeting participants no later than 5 (five) working days before the meeting is held via e-mail or other fastest means possible.



8. Meeting materials for meetings held outside the schedule shall be delivered at the time the meeting is being held at the latest.
9. The holding of Meeting of the Board of Directors may be held at any time if deemed necessary by one or more members of the Board of Directors; or upon written request from one or more members of the Board of Commissioners.
10. In the event that members of the Board of Directors are unable to physically attend the Meeting of the Board of Directors, the members of the Board of Directors may attend the meeting through teleconference, video conference, or other electronic means in accordance with the applicable provisions. In the event that the Meeting of the Board of Directors is held by means of teleconferencing technology, it must be supported by:
 - a. The basis for the decision to hold the meeting using teleconferencing technology means, among others, the Bank's internal provisions and/or the minutes of the Board of Directors' Meeting.
 - b. Recorded evidence of the meeting.
 - c. Minutes of Meeting are signed by all meeting participants who are physically present or through teleconferencing technology.
11. At a Meeting of the board of Directors, a member of the Board of Directors may be represented only by other members of the Board of Directors based on a power of attorney. A member of the Board of Directors may only represent one other member of the Board of Directors..
12. Meetings of the Board of Directors shall be chaired at the place of domicile of the Company or the place of business activities of the Company or elsewhere in the territory of the Republic of Indonesia.
13. The Meeting of the Board of Directors shall be chaired by the President Director. If the President Director is absent or unable to attend, then:
 - a. Vice President Director; or
 - b. The Director appointed in writing by the President Director shall chair the meeting if, at the same time, Vice President Director is absent or unavailable; or
 - c. The Director who is appointed by Vice President Director if, at the same time, the President Director and Vice President Director are not present or unable to and the President Director does not make an appointment; or
 - d. If the GMS does not appoint Vice President Director, then in the event that the President Director is not present or

- unavailable, then one of the directors appointed in writing by the President Director shall chair the meeting; or
- e. In the event that the President Director does not make an appointment, the longest-serving Director in the position as a member of the Board of Directors shall chair the Board of directors Meeting; or
 - f. In the event that there is more than 1 (one) Director with the longest term of office as a member of the Board of directors, then the oldest Director in terms of age shall act as the chairman of the Board of Directors Meeting.

Meeting of the Board of Directors with the Board of Commissioners

The Board of Directors must hold a joint meeting with the Board of Commissioners periodically at least 1 (once) in 4 (four) months.

Meeting of the Board of Directors Committee

Committee meetings may be conducted at any time based on the needs of the Committee and upon written request from the secretary and/or members of the Committee.

Decision-making

1. A Board of Directors meeting is valid and has the right to make binding decisions if attended and/or represented by more than ½ (one half) of the total votes cast..
2. In the event that there is more than 1 (one) proposal, a re-election will be held so that 1 (one) proposal receives more than ½ (one-half) of the total votes cast..
3. The decision-making of the Board of Directors Meeting is carried out based on deliberation and consensus.
4. In the event that no consensus is reached, the decision is made based on a vote. Decisions on a ballot must obtain a vote of more than ½ (one-half) share of the number of valid votes cast at the meeting.
5. In the Meeting of the Board of Directors, each member of the Board of Directors has the right to issue 1 (one) vote and an additional 1 (one) vote for other members of the Board of Directors that he or she represents legally.
6. A blank vote (abstention) is deemed to approve the proposal submitted at the meeting. Invalid votes are considered nonexistent and thus are not counted in determining the number of votes cast in the meeting.

7. Voting on persons shall be conducted by closed ballot papers without signatures, whereas voting on other matters shall be conducted verbally unless the Chairman of the Meeting determines otherwise without any objection based on the majority vote of the person present.
 8. The Board of Directors may also take valid decisions without holding a Board of Directors Meeting provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors have given their approval regarding the proposal submitted in writing and signed the agreement in writing and signed the agreement circularly. Decisions taken in this way have the same force as decisions legally taken at a Board of Directors Meeting.
 9. Every member of the Board of Directors 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 declare the nature of his interest at a Board of Directors Meeting and is therefore not entitled to participate. in voting on matters relating to the transaction or contract
 10. Decisions of the Board of Directors taken in accordance with the Work Guideline and Manual are binding and are the responsibility of all members of the Board of Directors.
4. A copy of the minutes of the meeting must be given to each member of the Board of Directors, whether the person concerned is present or not present at the Board of Directors meeting.
 5. Original minutes of Board of Directors meetings must be documented and kept by the Company.
 6. The number of board meetings and the number of attendance of each member of the Board of Directors must be submitted in the Annual Report.

Board of Directors Meeting Plan

The Board of Directors meeting plan based on the Company's Articles of Association, has agreed that the Board of Directors Meetings in 2024 will be held at least 1 (one) time per month and/ or as needed. The Board of Directors also holds meetings with the Committees under the Board of Directors which are scheduled according to the need.

The Board of Directors must hold regular Board of Directors meetings at least 1 (one) time every month or what is called the Scheduled Board of Directors Meeting (ALCO Meeting and Performance Review). The agenda discussed at least includes:

1. Preparation of Bank Business Plan (RBB) and Company Budget Work Plan (RKAP).
2. Regularly review the Company's performance.
3. Implementation of the APU, PPT and PPPSPM Programs.
4. Implementation of Corporate Governance and Follow-up on Internal and External Audit findings.

The Board of Directors must plan the Scheduled Meeting of the Board of Directors for the following year before the end of the financial year. Scheduled meetings of the Board of Directors must be attended by at least 2/3 of the total members of the Board of Directors.

Invitations to meetings of the Board of Directors are made in writing and delivered directly to each member of the Board of Directors no later than 5 (five) days before the meeting is held. Meeting materials are delivered to the meeting participants no later than 5 (five) working days before the meeting is held via email or other electronic means.

Meeting Results

1. The results of the meeting must be stated in the Minutes of Meeting which contain everything discussed and decided at the meeting, including but not limited to opinions developed at the meeting, both supporting and unsupportive opinions or different opinions (dissenting opinions), as well as the reasons for the absence of members of the Board of Directors, if there are. The minutes of the meeting must be drawn up by someone present at the meeting appointed by the Chairman of the Meeting and then signed by all members of the Board of Directors present and submitted to all members of the Board of Directors
2. In the event that there is a member of the Board of Directors who does not sign the Minutes of meeting, the person concerned shall write the reasons in a separate letter attached to the Minutes of Meeting.
3. Minutes of Directors' Meetings are valid evidence for members of the Board of Directors and for third parties regarding the decisions taken at the meeting in question.