

Komitmen Bank dalam menjalankan program APU PPT secara konsisten dan efektif telah dilaksanakan dalam beberapa program antara lain:

- a. Penyesuaian Kebijakan dan Standar Prosedur Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme Bank sesuai dengan Peraturan Otoritas Jasa Keuangan (POJK) Nomor 12/POJK.01/2017 tentang Penerapan Program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme di Sektor Jasa Keuangan serta Surat Edaran Otoritas Jasa Keuangan (SEOJK) Nomor 32/SEOJK/2017 tentang Penerapan Program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme di Sektor perbankan (pengkinian secara berkala)
- b. Meningkatkan budaya kepatuhan dalam penerapan program APU PPT yang disikapi dengan upaya peningkatan kualitas operasional Kantor Cabang dan/atau Cabang Pembantu sesuai dengan ketentuan APU PPT.
- c. Menjalin dan membina kerjasama maupun koordinasi dengan pihak Regulator dan penegak hukum khususnya dibidang Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme melalui pemberian data/informasi Nasabah yang telah ditetapkan sebagai *Suspicious Transaction*.
- d. Menjalin dan membina kerjasama dengan Kantor Cabang dan/atau Cabang Pembantu dalam pemenuhan informasi data dan transaksi Nasabah untuk kepentingan analisis transaksi Nasabah.
- e. Peningkatan kualitas dan pengawasan atas pelaporan terkait APU PPT yaitu Laporan Transaksi Keuangan Tunai (LTKT), Laporan Transaksi Keuangan Mencurigakan (LTKM), Laporan Transaksi Keuangan dari dan ke Luar Negeri (LTKL), dan Sistem Informasi Pengguna Jasa Terpadu (SIPESAT).

## E. KERANGKA KERJA TATA KELOLA BANK

Penerapan tata kelola perusahaan yang baik (*Good Corporate Governance - GCG*) secara efektif merupakan prioritas Bank kepada para pemangku kepentingan, khususnya pemegang saham dan masyarakat. Penerapan GCG juga merupakan salah satu tujuan Bank untuk mendorong pertumbuhan dan stabilitas ekonomi.

Untuk meraih penilaian positif dan tingkat kepercayaan yang tinggi dari para pemangku kepentingan, maka Bank harus menunjukkan kinerja yang baik, yang meliputi kinerja operasional dan keuangan yang kuat dan berkelanjutan.

Selain itu untuk mendapatkan kepercayaan yang tinggi, Bank juga perlu menjaga nama baik melalui persaingan industri yang sehat meliputi pengelolaan yang profesional dan memegang teguh pelaksanaan tata kelola usaha yang baik. Salah satunya melalui sumber daya manusia yang memiliki integritas tinggi, dapat diandalkan serta memiliki basis etika yang kuat

*The Bank's commitment to run the AML ATF program consistently and effectively has been implemented in several programs, including:*

- a. *Adjustment of Bank Anti-Money Laundering and Anti-Terrorism Financing Policies and Standards in accordance with the Financial Services Authority Regulation (POJK) Number 12 / POJK.01 / 2017 concerning the Application of Anti Money Laundering and Anti-Terrorism Financing Programs in the Financial Services Sector and the Financial Services Authority Circular Letter (SEOJK) Number 32 / SEOJK / 2017 concerning Application of Anti Money Laundering and Anti-Terrorism Financing Programs in the Banking Sector (periodically updated)*
- b. *Improving the compliance culture in the application of the AML ATF programs addressed by making efforts to improve the quality of Branch operations and/or Sub Branch in accordance with the regulations of the AML ATF.*
- c. *Establishing and fostering cooperation and coordination with both the Regulators and law enforcers especially in the field of Anti Money Laundering and Anti-Terrorism Financing through Customer data / information providing considered as Suspicious Transaction.*
- d. *Establishing and fostering cooperation with Branches and/or Sub Branches in fulfilling Customer's data and transaction information for the purpose of analyzing Customer transactions.*
- e. *Quality improvement and supervision of reports concerning AML ATF, i.e. the Cash Financial Transaction Report (LTKT), Suspicious Financial Transaction Report (LTKM), Financial Transaction Reports from and to Overseas (LTKL), and Integrated Service User Information System (SIPESAT).*

## E. Good Corporate Governance Framework

*Effective implementation of Good Corporate Governance (GCG) is a priority of the Bank to stakeholders, especially shareholders and public. The implementation of GCG is also one of the Bank's goals to encourage economic growth and stability.*

*To achieve positive assessment and a high level of trust from stakeholders, the Bank must show good performance, which includes strong and sustainable operational and financial performance.*

*In addition to gaining high trust, the Bank also needs to maintain a good name through healthy industrial competition which includes professional management and upholds of the implementation of good corporate governance. One of them is through human resources that have high integrity, reliable and have a strong ethical base.*

Penerapan GCG ini tidak dapat dipisahkan dalam aktivitas bisnis dimana prinsip-prinsip GCG merupakan sebuah komitmen yang perlu ditumbuhkembangkan dan dijalankan secara konsisten.

Penerapan Tata Kelola Perusahaan dilaksanakan melalui pemenuhan 5 (lima) Prinsip Tata Kelola Perusahaan yang baik dalam berorganisasi, yaitu Keterbukaan, Akuntabilitas, Pertanggungjawaban, Independensi dan Kewajaran sesuai dengan Peraturan Otoritas Jasa Keuangan No. 55/POJK.03/2016 tanggal 7 Desember 2016 Tentang Penerapan Tata Kelola Bagi Bank umum dan Surat Edaran Otoritas Jasa Keuangan No. 13/SEOJK.03/2017 tanggal 17 April 2017 Tentang Penerapan Tata Kelola Bagi Bank Umum.

## Keterbukaan

a. Pengungkapan informasi oleh Bank dilakukan secara tepat waktu, memadai, jelas, akurat dan dapat diperbandingkan serta dapat diakses oleh pemangku kepentingan sesuai dengan haknya.

b. Pengungkapan informasi oleh Bank meliputi namun tidak terbatas pada visi, misi, sasaran usaha, strategi Bank, kondisi keuangan, susunan dan kompensasi pengurus, pemegang saham pengendali, pejabat eksekutif, pengelolaan risiko, sistem pengawasan dan pengendalian internal, status kepatuhan, sistem dan implementasi GCG serta informasi dan fakta material yang dapat mempengaruhi keputusan pemodal.

c. Prinsip keterbukaan dijalankan dengan tetap memperhatikan ketentuan rahasia Bank, rahasia jabatan, dan hak-hak pribadi sesuai peraturan yang berlaku.

d. Bank membuat kebijakan secara tertulis dan dikomunikasikan kepada pemangku kepentingan dan yang berhak memperoleh informasi tentang kebijakan tersebut.

## Akuntabilitas

a. Penetapan sasaran usaha dan strategi Bank dapat dipertanggungjawabkan kepada pemangku kepentingan.

b. Pengelolaan Bank dilakukan melalui suatu sistem check and balance.

c. Ukuran kinerja dari semua organ organisasi berdasarkan ukuran yang disepakati dan sejalan dengan visi, misi dan nilai-nilai perusahaan, juga sesuai dengan sasaran usaha dan strategi Bank melalui sebuah sistem rewards and punishment.

## Pertanggungjawaban

a. Prinsip kehati-hatian (*prudential Banking practices*) dan menjamin kepatuhan terhadap peraturan yang berlaku sangat dipegang teguh oleh Bank.

b. Sebagai *good corporate citizen*, Bank peduli terhadap lingkungan dan melaksanakan tanggung jawab sosial secara wajar.

*This implementation of GCG cannot be separated in business activities where the principles of GCG are a commitment that needs to be developed and implemented consistently.*

*The implementation of Corporate Governance is carried out through the fulfillment of 5 (five) Good Corporate Governance Principles in organization, i.e. Openness, Accountability, Responsibility, Independence and Fairness in accordance with the Regulation of Financial Services Authority No. 55/POJK.03/2016 dated December 7, 2016 concerning the Implementation of Governance for Commercial Banks and Financial Services Authority Circular Letter No. 13/SEOJK.03/2017 dated April 17, 2017 concerning the Implementation of Governance for Commercial Banks.*

## Transparency

*a. Disclosure of information by the Bank is carried out in a timely, adequate, clear, accurate and comparable manner and can be accessed by stakeholders in accordance with their rights.*

*b. Information disclosure by the Bank includes but not limited to vision, mission, business objectives, bank strategy, financial conditions, composition and compensation of management, controlling shareholders, executive officers, risk management, internal supervision and control systems, compliance status, system and implementation of GCG as well as information and material facts that can influence investor decision.*

*c. The openness principle is carried out with due regard to the Bank's confidential provision, confidentiality of position and personal rights in accordance with applicable regulations.*

*d. The bank makes policies in writing and is communicated to stakeholders and those entitled to obtain information about the policy.*

## Accountability

*a. Determination of business objectives and strategies of the Bank can be accounted to stakeholders.*

*b. Bank management is carried out through a check and balance system.*

*c. The performance measure of all organizational organs is based on agreed dimension and in line with the company's vision, mission and values, also in accordance with the Bank's business objectives and strategies through a rewards and punishment system.*

## Responsibility

*a. The prudential banking practices and guaranteeing compliance with applicable regulations are strongly held by the Bank.*

*b. As a good corporate citizen, the Bank cares about the environment and carries out social responsibility fairly.*

## Independensi

a. Bank semaksimal mungkin menghindari adanya benturan kepentingan serta dominasi yang tidak wajar oleh pemangku kepentingan manapun dan tidak terpengaruh oleh kepentingan sepihak.

b. Pengambilan keputusan oleh Bank dilakukan secara objektif dan bebas dari segala tekanan pihak manapun.

## Kewajaran

a. Kepentingan seluruh pemangku kepentingan menjadi perhatian Bank dengan berdasarkan pada asas perlakuan yang setara dan wajar.

b. Seluruh pemangku kepentingan berkesempatan untuk memberikan masukan dan menyampaikan pendapat untuk kepentingan Bank serta membuka akses terhadap informasi sesuai dengan prinsip keterbukaan.

Melalui penerapan Tata Kelola Perusahaan yang baik di seluruh organ Bank diharapkan akan menciptakan fondasi yang kuat dan stabil bagi Bank dalam menumbuhkan dan memperkuat kepercayaan publik, melindungi kepentingan pemangku kepentingan serta menjaga kepatuhan Bank terhadap hukum dan peraturan yang berlaku serta nilai-nilai yang berlaku umum dalam industri perbankan, sekaligus menjadi faktor pendorong (*trigger*) bagi Bank untuk mencapai kinerja jangka panjang yang positif serta berkesinambungan menuju tercapainya Visi Bank untuk memberikan senyuman kepada 200 juta masyarakat pada tahun 2025.

Selama tahun 2018, dalam rangka meningkatkan sistem pengendalian internal yang handal secara bertahap. Bank telah memenuhi kecukupan kebijakan Bank dengan mengeluarkan beberapa kebijakan baru serta melakukan penyempurnaan berbagai kebijakan dan *Standard Operating Procedure* (SOP) yang telah ada. Sebagai pendukungnya, Bank juga telah melakukan proses rekrutmen pegawai, pengembangan di bidang IT dan pengembangan kompetensi pegawai melalui berbagai pelatihan (baik *in House Training* maupun *External Training*), seminar maupun *workshop*.

## Transparansi Penerapan Tata Kelola Perusahaan Pelaksanaan Tugas Dan Tanggung Jawab Dewan Komisaris

Jumlah, Komposisi, Kriteria Serta Independensi Dewan Komisaris

## Independency

a. *The Bank avoids conflicts of interest and unnatural domination by any stakeholder and is not affected by unilateral interests.*

b. *Decision making by the Bank is done objectively and is free from any pressure from any party.*

## Fairness

a. *The interests of all stakeholders are considered by the Bank based on equal and fair treatment principle.*

b. *All stakeholders have the opportunity to provide suggestions and express opinions for the interest of the Bank and open access to information in accordance with the openness principle.*

*Through the implementation of Good Corporate Governance in all organs of the Bank it is expected that it will create a strong and stable foundation for the Bank in growing and strengthening public trust, protecting the interests of stakeholders and maintaining compliance of the Bank with applicable laws and regulations and generally accepted values in banking industry, as well as being a trigger for the Bank to achieve positive and sustainable long-term performance towards achieving the Bank's Vision to Bring Smiles to 200 million people by 2025.*

*During 2018, in order to gradually improve the reliable internal control system, the Bank has fulfilled the Bank's adequacy of policies by issuing several new policies and improving existing policies and Standard Operating Procedures (SOP). In addition, the Bank has carried out employee recruitment, IT development and employee competency development through various trainings (both in House and External Trainings), seminars and workshops.*

## The Transparency Of Good Corporate Governance Implementation Of Duties And Responsibilities Of The Board Of Commissioners

*The Number, Composition, Criteria, and Independency of the Board of Commissioners*

Jumlah anggota Dewan Komisaris Bank sampai dengan bulan Desember 2018 adalah sebanyak 2 (dua) orang. Seluruh anggota Dewan Komisaris adalah Komisaris Independen, dan telah disetujui OJK melalui uji kelayakan dan kepatutan, dengan susunan Dewan Komisaris sebagai berikut:

No	Jabatan / Title	Nama / Name
1	Komisaris Utama / <i>President Commissioner</i>	<i>Vacant</i>
2	Komisaris Independen / <i>Independent Commissioner</i>	Drs.Ec. Gindo Tampubolon, Ak
3	Komisaris Independen / <i>Independent Commissioner</i>	Ir. Zainal Abidin Hasni, M.A

Dalam menjalankan tugas dan fungsinya, Dewan Komisaris dibantu oleh komite-komite:

1. Komite Audit
2. Komite Pemantau Risiko
3. Komite Remunerasi dan Nominasi

## Tugas dan Tanggung Jawab Dewan Komisaris

Dalam melakukan fungsi pengawasan terhadap jalannya pengurusan Bank, sesuai Surat Keputusan Direksi Nomor 55/DIR/XII/2015 tanggal 28 Desember 2015 tentang Pedoman dan Tata Tertib Kerja Dewan Komisaris (Revisi) Bank ditetapkan Tugas & Tanggung Jawab Dewan Komisaris sebagai berikut:

1. Memastikan terselenggaranya pelaksanaan prinsip-prinsip Tata Kelola yang baik dalam setiap kegiatan usaha Bank pada seluruh tingkatan/ jenjang organisasi.
2. Melaksanakan Pengawasan terhadap pelaksanaan tugas & tanggung jawab Direksi secara berkala/sewaktu-waktu, serta memberikan nasihat kepada Direksi.
3. Mengarahkan, memantau dan mengevaluasi pelaksanaan kebijakan strategis Bank.
4. Tidak terlibat dalam pengambilan keputusan kegiatan operasional Bank, kecuali dalam hal:
  - a. Penyediaan Dana kepada Pihak Terkait
  - b. Penyediaan Dana Besar
  - c. Hal - hal lain yang ditetapkan dalam Anggaran Dasar Bank dan Peraturan perundangan yang berlaku dalam rangka melaksanakan fungsi pengawasan
5. Memastikan bahwa Direksi telah menindaklanjuti temuan audit dan rekomendasi dari Satuan Kerja Audit Internal Bank, Audit Eksternal dan hasil pengawasan OJK dan/atau hasil pengawasan otoritas lainnya.
6. Memberitahukan kepada Bank Indonesia/ Otoritas Jasa Keuangan (OJK) segera sejak ditemukan pelanggaran peraturan perundang-undangan di bidang keuangan dan perbankan dan keadaan/ perkiraan keadaan yang dapat membahayakan kelangsungan usaha Bank.

*The number of members of the Bank's Board of Commissioners up to December 2018 was 2 (two) people. All members of the Board of Commissioners were Independent Commissioners, and they have been approved by the Financial Services Authority (OJK) through fit and proper test. The composition of the Board of Commissioners were listed as follows:*

*In performing its duties and functions, the Board of Commissioners was assisted by the following committees:*

- 1. Audit Committee*
- 2. Risk Monitoring Committee*
- 3. Remuneration and Nomination Committee*

## *Duties and Responsibilities of the Board of Commissioners*

*In performing the Bank' management supervisory function, in accordance with the Directors Decree Number 55 / DIR / XII / 2015 dated December 28, 2015 concerning the Board of Commissioners Guidelines and Rules and Regulations (Revised) of the Bank, Duties & Responsibilities of the Board of Commissioners were stipulated as follows:*

- 1. Ensuring the implementation of Good Corporate Governance principles in all business activities of the Bank at all levels of the organization.*
- 2. Conducting Supervision on the implementation of duties & responsibilities of the Board of Directors periodically / at any time, and providing advice to the Directors.*
- 3. Directing, monitoring and evaluating the implementation of the Bank's strategic policies.*
- 4. Avoiding involvement in decision making of the Bank's operational activities, except for the following things:*
  - a. Provision of Funds to Related Parties*
  - b. Provisions of Large Exposure Funds*
  - c. Other elements stipulated in the Bank's Articles of Association and applicable laws and regulations for performing the supervisory function*
- 5. Ensuring the Board of Directors has conducted follow up actions on the audit findings and recommendations from the Bank's Internal Audit Unit, External Auditors and Financial Services Authority (OJK) supervision results and / or the results of supervision by other supervisory authorities.*
- 6. Notifying Bank Indonesia / the Financial Services Authority immediately after the discovery of the violation of laws and regulations in the financial and banking sectors and the circumstances / estimation of circumstances that may endanger the sustainability of the Bank's business.*

7. Melaksanakan tugas dan tanggung jawab secara independen
8. Membentuk :
  - a. Komite Audit
  - b. Komite Pemantau Risiko
  - c. Komite Remunerasi dan Nominasi
9. Memastikan komite yang dibentuk menjalankan tugasnya secara efektif
10. Menyetujui dan mengevaluasi Kebijakan Manajemen Risiko
11. Mengevaluasi pertanggungjawaban Direksi atas pelaksanaan Kebijakan
12. Pengawasan terhadap penerapan Kebijakan Remunerasi
13. Mengevaluasi Kebijakan Remunerasi secara berkala
14. Dalam melaksanakan tugasnya, Komisaris bertanggung jawab kepada Rapat Umum Pemegang Saham. Selama tahun 2018, Dewan Komisaris telah melakukan pengawasan terhadap :
  - a. Penyusunan Rencana Bisnis Bank (RBB) Tahun 2019 -2021
  - b. Realisasi Dan Pencapaian Target RBB Tahun 2018
  - c. Pelaksanaan Fungsi Kepatuhan
  - d. Pelaksanaan Fungsi Audit Internal
  - e. Pelaksanaan Fungsi Audit Eksternal
  - f. Pelaksanaan Penerapan Manajemen Risiko
  - g. Realisasi Action Plan Tingkat Kesehatan Bank
  - h. Realisasi Action Plan Penyelesaian NPL dan Aset Yang

*7. Performing the duties and responsibilities independently*

- 8. Establishing:*
- a. Audit Committee*
  - b. Risk Monitoring Committee*
  - c. Remuneration and Nomination Committee*

*9. Ensuring that the established committees performed their duties effectively*

*10. Approving and evaluating the Policies of Risks Management*

*11. Evaluating the responsibility of the Board of Directors of the policies implementation*

*12. Supervising the Remuneration Policies implementation*

*13. Evaluating the Remuneration Policies periodically*

*14. In performing their duties, the commissioners were obliged to the General Meeting of Shareholders. During 2018, the Board of Commissioners has:*

- a. Construction of Bank Business Plans (RBB) for 2019-2021 period*
- b. Realization and Achievement of the RBB Target in 2018*
- c. Implementation of Compliance Function*
- d. Implementation of the Internal Audit Function*
- e. Implementation of External Audit Function*
- f. Implementation of Risk Management Implementation*
- g. Realization of Bank Healthiness Action Plan*
- h. Realization of NPL Settlement Action Plan and Mortgaged Assets (AYDA)*

## Hubungan Afiliasi

Seluruh anggota Komisaris Bank tidak memiliki hubungan keuangan, kepemilikan saham, dan/atau keluarga dengan anggota Dewan Komisaris, anggota Direksi lainnya, dan/atau pemegang saham pengendali Bank.

## Affiliation

*The Bank's Board of Commissioners have no financial, stock ownership, and/or family relationship with any member of the Board of Directors, fellow member of the Board of Commissioners, and/or Bank's controlling shareholder.*

## Rangkap Jabatan

Seluruh anggota Dewan Komisaris Bank tidak merangkap jabatan sebagai anggota Dewan Komisaris, anggota Direksi atau Pejabat Eksekutif pada Perusahaan Pemegang Saham dan/atau lembaga lain

## Dual Positions

*All members of the Bank's Board of Commissioners do not hold dual positions as members of the Board of Commissioners, members of the Board of Directors or Executive Officers of Shareholder Companies and / or other institutions*

## Rapat dan Rekomendasi Dewan Komisaris

Sepanjang tahun 2018 Dewan Komisaris telah melakukan 4 (empat) kali rapat, hasil rapat Dewan Komisaris dituangkan dalam risalah rapat dan didokumentasikan dengan baik, dengan tingkat kehadiran Dewan Komisaris sebagai berikut:

## Meetings and Recommendations of the Board of Commissioners

*During the period of 2018, the Board of Commissioners has conducted 4 (four) meetings, the results of the Board of Commissioners meeting were stipulated in minutes of meetings and well documented, with the attendance rate of the Board of Commissioners as follows:*

No	Nama / Name	Jabatan / Title	Jumlah Rapat / Meeting Frequency	Jumlah Kehadiran / Attendance Rate		% Kehadiran / % of Attendance
				Kehadiran Fisik / Physical Attendance	Teleconference	
1	Drs.Ec. Gindo Tampubolon, Ak	Komisaris Independen / Independent Commissioner	4	4	0	100%
2	Ir. Zainal Abidin Hasni, MA	Komisaris Independen / Independent Commissioner	4	4	0	100%

## Agenda Rapat Dewan Komisaris Tahun 2018 / Board of Commissioners Meeting Agenda of 2018

No	Tanggal / Date	Agenda / Agenda
1	08 Februari 2018 / February 08, 2018	Evaluasi Kinerja Bank Desember 2017 / Evaluation of Bank's Performance of December 2017
2	26 Februari 2018 / February 26, 2018	Pokok-pokok Hasil Audit Internal Semester II/2017 / the Results of Internal Audit on 2nd Semester/2017
3	15 Mei 2018 / May 15, 2018	Penyampaian Evaluasi Kinerja Bank Posisi Maret 2018 / Evaluation of Bank's Performance at March 2018 Position
4	28 Desember 2018 / 28 December 2018	Kewenangan Hapus Buku / Write-Off Rights

## Kelengkapan dan Pelaksanaan Tugas Komite Dibawah Dewan Komisaris

Kelengkapan dan Pelaksanaan Tugas Komite di bawah Dewan Komisaris berdasarkan Surat Keputusan Direksi No. 39/SK-DIR/XII/2009 tanggal 28 Desember 2009 dan dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris membentuk 3 (tiga) komite, yaitu:

- Komite Audit
- Komite Pemantau Risiko
- Komite Remunerasi dan Nominasi

Komite-komite tersebut dibentuk dengan tujuan membantu tugas Dewan Komisaris dalam hal:

- Memastikan terselenggaranya pelaksanaan Tata Kelola
- Perusahaan yang baik dalam setiap kegiatan usaha Bank
- Melaksanakan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi;
- Memantau dan mengevaluasi pelaksanaan kebijakan strategis Bank;

## The Board of Management and Implementation of Committee Duties under the Board of Commissioners

The Board of Management and Implementation of Committee Duties under the Board of Commissioners are in accordance with Directors Decree No. 39 / SK-DIR / XII / 2009 dated December 28, 2009 and in order to support the effectiveness of the implementation of their duties and responsibilities, the Board of Commissioners formed 3 (three) committees, i.e.:

- Audit Committee
- Risk Monitoring Committee
- Remuneration and Nomination Committee

The committees were formed in order to assist the Board of Commissioners in terms of:

- Ensuring the implementation of Good Corporate Governance in all business activities of the Bank
- Supervising the implementation of the Directors duties and responsibilities;
- Monitoring and evaluating the implementation of the Bank's policy strategy;
- Improving the efficient and effective implementation of the committee's duties and responsibilities to assist duties and responsibilities of the Board of Commissioners.

## A. Komite Audit

Komite Audit terdiri dari 2 (dua) orang, diketuai oleh 1 (satu) orang Komisaris Independen, 1 (satu) orang Pihak Independen yang ahli di bidang keuangan dan/atau Akuntansi. Sejak tanggal 17 November 2016, Ketua Komite Audit dirangkap oleh Sdr. Drs. Ec. Gindo Tampubolon, Ak. Dengan jumlah anggota 2 (dua) orang, maka hal ini belum sesuai dengan ketentuan yaitu minimal 3 orang.

Fungsi Komite Audit adalah membantu Dewan Komisaris dalam melaksanakan fungsi pengawasan dengan tugas pokok meyakini struktur pengendalian Bank telah dapat dilaksanakan sesuai dengan standar audit yang berlaku dan hasil temuan Komite Audit telah ditindaklanjuti oleh manajemen.

## Susunan Keanggotaan Komite Audit / Personnel Structure of the Audit Committee

<b>Posisi / Position</b>	<b>Nama / Name</b>	<b>Jabatan / Title</b>
Ketua / <i>Chairman</i>	Drs.Gindo Tampubolon,Ak	Komisaris Independen / <i>Independent Commissioner</i>
Anggota / <i>Member</i>	Haifan Yahya	Pihak Independen / <i>Independent Commissioner</i>

## Tugas dan Tanggung Jawab Komite Audit

1. Memantau dan mengevaluasi atas perencanaan dan pelaksanaan audit serta pemantauan atas tindak lanjut hasil audit dalam rangka menilai kecukupan pengendalian internal termasuk kecukupan proses pelaporan keuangan, dengan melakukan pemantauan dan evaluasi terhadap:

- Pelaksanaan tugas Satuan Kerja Audit Internal (SKAI);
- Kesesuaian pelaksanaan audit oleh KAP dengan standar audit yang berlaku;
- Kesesuaian laporan keuangan dengan standar akuntansi yang berlaku;
- Pelaksanaan tindak lanjut oleh Direksi atas hasil temuan Satuan Kerja Audit Internal, Akuntan Publik dan hasil pengawasan OJK serta Pemeriksa eksternal lainnya

## A. Audit Committee

*The Audit Committee consists of 2 (two) people, led by 1 (one) Independent Commissioner, 1 (one) Independent Party with expertise in finance and / or Accounting. Since November 17, 2016, the Chairman of the Audit Committee has been held by Mr. Drs. Ec. Gindo Tampubolon, Ak. with only 2 (two) members, therefore it did not meet the regulation that it shall have minimum members of 3 people.*

*The function of the Audit Committee was to assist the Board of Commissioners in performing the supervisory function of which main task was ensuring that the Bank's control structure has been able to be performed in accordance with applicable auditing standards and the findings of the Audit Committee have been followed up by the management.*

## Duties and Responsibilities of the Audit Committee

*1. Monitoring and evaluating the planning and implementation of audits as well as monitoring the follow-up of audit results in order to assess the adequacy of internal controls, including the adequacy of the financial reporting process, by monitoring and evaluating:*

- The implementation of duties of the Internal Audit Unit (SKAI);*
- The conformity of the implementation of an audit by KAP with applicable audit standards;*
- The conformity of financial statements with applicable accounting standards;*
- The implementation of follow-up actions by the Board of Directors on the findings of the Internal Audit Working Unit, Public Accountants and the results of supervision by BI / Financial Services Authority (OJK) and other external auditors*

2. Memberikan rekomendasi penunjukan Akuntan publik dan Kantor Akuntan Publik kepada Dewan Komisaris untuk disampaikan dan dimintakan persetujuan kepada RUPS Bank.

2. Giving Recommendation in the appointment of a public Accountant and Public Accounting Firm to the Board of Commissioners in order to be submitted and requested for approval from the Bank's Annual General Meeting of Shareholders

3. Mengevaluasi pelaksanaan pemberian jasa audit atas informasi keuangan historis tahunan oleh AP dan/atau KAP, paling sedikit mencakup:

3. Evaluating the implementation of audit services upon annual historical financial information by the AP and / or KAP, including:

a. Kesesuaian pelaksanaan audit oleh AP dan/atau KAP dengan standar audit yang berlaku;

a. The conformity of audit implementation by AP and / or KAP with applicable audit standards;

b. Kecukupan waktu pekerjaan lapangan;

b. The adequacy of time for conducting field work;

c. Pengkajian cakupan jasa yang diberikan dan kecukupan uji petik; and

c. The review of coverage of services provided and adequacy of sampling tests; and

d. Rekomendasi perbaikan yang diberikan oleh AP dan/atau KAP

d. Recommendations for improvements provided by the AP and / or KAP

Hasil evaluasi disampaikan ke Otoritas Jasa Keuangan setiap tahunnya paling lambat tanggal 30 Juni.

The evaluation result shall be annually submitted to Financial Services Authority at the latest June 30.

## Rapat Komite Audit

## Audit Committee Meeting

Sepanjang tahun 2018 Komite Audit mengadakan rapat sebanyak 7 (tujuh) kali dihadiri oleh:

During the period of 2018, the Board of Commissioners has conducted 7 (seven) meetings attended by:

Nama / Name	Jumlah Rapat / Meeting Frequency	Jumlah Kehadiran / Attendance Rate		% Kehadiran / % of Attendance
		Kehadiran Fisik / Physical Attendance	Teleconference	
Drs.Gindo Tampubolon,Ak	7	7	0	100%
Haifan Yahya	7	4	0	57%

## Agenda Rapat Komite Audit Tahun 2018 / Audit Committee Meeting Agenda of 2018

No	Tanggal / Date	Agenda / Agenda
1	22 Februari 2018 / February 22, 2018	Tata Kelola yang Baik terhadap Kredit yang dihapus dari Buku / Good Governance to the Written-Off Loans
2	08 Mei 2018 / May 08, 2018	Evaluasi Debitur dan Secure Loan / Evaluation of Debtor and Secure Loans
3	30 Mei 2018 / May 30, 2018	1. Pembahasan Penyusunan Kebijakan dan Pedoman Perkreditan / Discussion on Guidelines Compilation and Credit Policy 2. Pembahasan Terkait Calon Debitur / Discussion on Prospective Debtors
4	05 Juli 2018 / July 05, 2018	Rekomendasi Hasil Pemeriksaan OJK Tahun 2017 / Recommendation for 2017 OJK Inspection Results
5	23 Agustus 2018 / August 23, 2018	Rekomendasi Komite Audit dalam Penunjukan Publik dan/atau Kantor Akuntan Publik / Audit Committee Recommendation in the Appointment of a Public Accountant and/or Public Accounting Firm
6	06 September 2018 / September 06, 2018	Mengevaluasi Profil Risiko / Evaluation of Risks Profile



7	23 Oktober 2018 / October 23, 2018	Rekomendasi Komite Audit dalam Penunjukan Publik dan/atau Kantor Akuntan Publik / <i>Audit Committee Recommendation in the Appointment of a Public Accountant and/or Public Accounting Firm</i>
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## B. Komite Pemantau Risiko

Saat ini Komite Pemantau Risiko terdiri dari 3 (tiga) orang, diketuai oleh 1 (satu) orang Komisaris Independen dan 2 (dua) orang Pihak Independen, 1 (satu) yang ahli di bidang Hukum dan/atau Perbankan dan 1 (satu) orang Pihak Independen yang ahli dibidang manajemen risiko. Dengan jumlah anggota 3 (tiga) orang, maka hal ini telah sesuai dengan ketentuan yaitu minimal 3 orang

## Komite Pemantau Risiko

*The Audit Committee currently consists of 3 (three) people, led by 1 (one) Independent Commissioner, with 2 (two) Independent Parties, 1 (one) with expertise in Law and/or Banking and 1 (one) expert in risk management. The members are 3 (three) people who have fulfilled the minimum requirement of the applicable regulation.*

## Susunan Keanggotaan Komite Pemantau Risiko / Personnel Structure of the Risk Monitoring Committee

Posisi / <i>Position</i>	Nama / <i>Name</i>	Jabatan / <i>Title</i>
Ketua / <i>Leader</i>	Ir. Zainal Abidin Hasni, MA	Komisaris Independen / <i>Independent Commissioner</i>
Anggota / <i>Member</i>	1. Haifan Yahya 2. Dr. Syahrir Majidi, MM	Pihak Independen / <i>Independent Party</i>

## Tugas dan Tanggung Jawab Komite Pemantau Risiko

1. Mengevaluasi kesesuaian antara kebijakan manajemen risiko dengan pelaksanaan kebijakan tersebut
2. Memantau dan mengevaluasi pelaksanaan tugas Komite Manajemen Risiko dan Satuan Kerja Manajemen Risiko, guna memberikan rekomendasi kepada Dewan Komisaris
3. Mengevaluasi laporan Profil Risiko triwulanan Bank yang berkaitan dengan penerapan manajemen risiko
4. Memantau dan mengevaluasi kepatuhan Bank sehubungan dengan pelaksanaan manajemen risiko terhadap seluruh
5. Memberikan masukan kepada Dewan komisaris atas kondisi risiko yang dihadapi oleh Bank serta usulan langkah-langkah untuk mitigasi risiko-risiko tersebut. perjanjian dan komitmen yang dibuat oleh Direksi kepada OJK dan pihak-pihak terkait lainnya

## Duties and Responsibilities of the Risk Monitoring Committee

1. *Evaluating the suitability between risk management policy with the implementation of the policy*
2. *Monitoring and evaluating the duties implementation of the Risk Management Committee and Risk Management Working Unit, to provide recommendations to the Board of Commissioners*
3. *Evaluating the Bank's risk profile reports concerning the implementation of risk management in quarterly basis.*
4. *Monitoring and evaluating the Bank's compliance concerning the risk management implementation for all agreements and commitments made by the Directors to the OJK and other relevant parties*
5. *Providing inputs to the Board of Commissioners on the risks conditions faced by the Bank and proposing steps to mitigate those risks.*

## Rapat Komite Pemantau Risiko

Sepanjang tahun 2018, Komite Pemantau Risiko telah mengadakan rapat sebanyak 8 (delapan) kali diikuti oleh:

## The Risk Monitoring Committee Meeting

During the period of 2018, the Board of Commissioners has conducted 8 (eight) meetings attended by:

Nama / Name	Jumlah Rapat / Meeting Frequency	Jumlah Kehadiran / Attendance Rate		% Kehadiran / % of Attendance
		Kehadiran Fisik / Physical Attendance	Teleconference	
Ir. Zainal Abidin Hasni, MA	8	8	0	100%
Haifan Yahya	8	6	0	75%
Dr. Syahrir Majidi, MM	8	8	0	100%

## Agenda Rapat Komite Pemantau Risiko Tahun 2018 / Risk Monitoring Committee Meeting Agenda of 2018

No	Tanggal / Date	Agenda / Agenda
1	15 Maret 2018 / March 15, 2018	Porsi penyaluran kredit UMKM dan penagihan Kredit / The Portion of MSME loan distribution and credit collection
2	27 Maret 2018 / March 27, 2018	<ol style="list-style-type: none"> <li>Penerapan SOP / Application of SOP</li> <li>Rentabilitas Bank / Bank's Profitability</li> <li>Catatan akhir Februari antara unsecured loan dengan secured loan / End of February record between unsecured loans and secured loans</li> <li>Efektivitas penagihan / Collection effectiveness</li> </ol>
3	23 Juli 2018 / July 23, 2018	<ol style="list-style-type: none"> <li>Terkait adanya Risiko Teknologi pada Bank / Concerning Bank's Technology Risk</li> <li>Terkait masih besarnya nilai AYDA / Concerning the value of AYDA amount</li> <li>Terkait dengan adanya Risiko Kepatuhan / Concerning the Compliance Risk</li> </ol>

		<ul style="list-style-type: none"> <li>4. Pertumbuhan Kredit Tunaiku / <i>Tunaiku Loan Growth</i></li> <li>5. Terkait dengan meningkatnya penghapusbukuan kredit Tunaiku / <i>Concerning the increase of Tunaiku's Write-off credit</i></li> </ul>
4	27 Agustus 2018 / <i>August 27, 2018</i>	Perkembangan penyaluran kredit / <i>The growth of loan distribution</i>
5	25 September 2018 / <i>September 25, 2018</i>	<ul style="list-style-type: none"> <li>1. Pembahasan Keuangan Bank / <i>Discussion of Bank's Finance</i></li> <li>2. Terdapat perbaikan kolektibilitas unsecured loan / <i>Unsecured loan collectable improvement</i></li> <li>3. Posisi hapus buku atas penyaluran kredit / <i>Write-off position of loan distribution</i></li> </ul>
6	06 November 2018 / <i>November 06, 2018</i>	<ul style="list-style-type: none"> <li>1. Profitabilitas Bank / <i>Bank's Profitability</i></li> <li>2. Tingkat kolektibilitas Bank / <i>Bank's collectability level</i></li> <li>3. Posisi hapus buku penyaluran kredit / <i>Write-off position of loan distribution</i></li> </ul>
7	03 Desember 2018 / <i>December 03, 2018</i>	<ul style="list-style-type: none"> <li>1. Profitabilitas Bank / <i>Bank's Profitability</i></li> <li>2. Posisi Kolektibilitas atas kredit Bank / <i>Bank's Loan Collectability Position</i></li> <li>3. Hapus Buku dan Hapus Tagih atas Penyaluran Kredit / <i>Write-off and Charge-off of loans distribution</i></li> </ul>
8	21 Desember 2018 / <i>December 21, 2018</i>	<ul style="list-style-type: none"> <li>1. Profitabilitas Bank / <i>Bank Profitability</i></li> <li>2. Penyaluran kredit UMKM / <i>MSME loan distribution</i></li> <li>3. Posisi Kolektibilitas Kredit / <i>Loan Collectability Position</i></li> <li>4. Posisi kinerja Bank / <i>The position of Bank's performance</i></li> <li>5. Rencana Bisnis Bank / <i>Bank's Business Plan</i></li> </ul>

## C. Komite Remunerasi dan Nominasi

Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris dibantu oleh Komite Remunerasi dan Nominasi. Dalam melaksanakan fungsinya, Komite Remunerasi dan Nominasi mempunyai anggota yang terdiri dari 1 (satu) orang Komisaris Independen, dan 1 (satu) orang perwakilan pegawai yang diwakili oleh Pejabat Eksekutif Bank.

## C. Remuneration and Nomination Committee

In order to support the effectiveness of the implementation of their duties and responsibilities, the Board of Commissioners was assisted by the Remuneration and Nomination Committee. In performing their function, Remuneration and Nomination Committee had 1 (one) person of Independent Commissioner, and 1 (one) person of employee representatives represented by the Bank Executive Officer.

## Susunan Keanggotaan Komite Remunerasi dan Nominasi / Personnel Structure of the Remuneration and Nomination Committee

<b>Posisi / Position</b>	<b>Nama / Name</b>	<b>Jabatan / Title</b>
Ketua / <i>Chairman</i>	<i>Vacant</i>	-
Anggota / <i>Member</i>	Drs. Ec. Gindo Tampubolon, Ak	Pihak Independen / <i>Independent Party</i>
Anggota / <i>Member</i>	Toto Warsoko Pikir, Drs. M. Si. Ak	Pejabat Eksekutif / <i>Executive Officer</i>

## Tugas dan Tanggung Jawab Komite Remunerasi dan Nominasi

1. Mengevaluasi kebijakan remunerasi dan nominasi
2. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada RUPS, kebijakan remunerasi bagi Pejabat Eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi;
3. Menyusun dan memberikan rekomendasi mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris dan Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham;
4. Memberikan rekomendasi mengenai calon anggota Dewan Komisaris dan/atau Direksi kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham
5. Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada Dewan Komisaris;
6. Memastikan bahwa kebijakan remunerasi paling kurang sesuai dengan kinerja keuangan dan pemenuhan cadangan sebagaimana diatur dalam peraturan perundang-undangan yang berlaku; prestasi kerja individu; kewajaran dengan peer group; dan pertimbangan sasaran dan strategi jangka panjang Bank

## Rapat Komite Remunerasi dan Nominasi

Sepanjang tahun 2018 Komite Remunerasi dan Nominasi telah melakukan rapat sebanyak 8 (delapan) kali dihadiri oleh:

## Duties and Responsibilities of the Remuneration and Nomination Committee

1. Evaluating the policies of remuneration and nomination;
2. Providing recommendations to the Board of Commissioners regarding remuneration policies for the Board of Commissioners and Directors to be submitted to the AGM, remuneration policies for the whole Executive Officers and employees to be submitted to the Directors;
3. Preparing and providing recommendations concerning the system and procedures for selecting and/or replacing members of the Board of Commissioners and Directors to the Board of Commissioners to be submitted to the Annual General Meeting of Shareholders;
4. Providing recommendations regarding candidates for the Board of Commissioners and/or Directors to the Board of Commissioners to be submitted to the Annual General Meeting of Shareholders
5. Providing recommendations regarding Independent Parties who will become the members of the Audit Committee and Risk Monitoring Committee to the Board of Commissioners;
6. Ensuring that the remuneration policy is at least are in accordance with the financial performance and fulfillment of reserves as stipulated in the applicable laws and regulations; individual work achievement; fairness with the peer group; and consideration of the Bank's long-term goals and strategies

## The Remuneration and Nomination Committee Meeting;

During 2018, the Remuneration and Nomination Committee has conducted 8 (eight) meetings attended by:

Nama / Name	Jumlah Rapat /	Jumlah Kehadiran / Attendance Rate		% Kehadiran / % of Attendance
		Meeting Frequency	Kehadiran Fisik / Physical Attendance	
Drs.Ec. Gindo Tampubolon,Ak	8	8	-	100%
Toto Warsoko Pikir, Drs, M.Si. AK	8	8	-	100%

## Agenda Rapat Komite Remunerasi dan Nominasi Tahun 2018 / Remuneration and Nomination Committee Meeting Agenda of 2018

No	Tanggal/Date	Agenda / Agenda
1	22 Februari 2018 / February 22, 2018	Tindak Lanjut Hasil Pemeriksaan / <i>Follow up of investigation results</i>
2	04 April 2018 / April 04, 2018	Wawancara dengan Calon Komisaris Utama / <i>Interview with candidate for President Commissioner</i>
3	07 Mei 2018 / May 07, 2018	<ol style="list-style-type: none"> <li>1. Pembahasan SDM / <i>HR Discussion</i></li> <li>2. Monitoring Rapat Komite dibawah DEKOM / <i>Monitoring the committee meeting under Board of Commissioner</i></li> <li>3. Monitoring pengajuan Komisaris Utama / <i>Monitoring the submission of President Commissioner</i></li> </ol>
4	27 Juni 2018 / June 27, 2018	Rekomendasi Sdra Haifan Yahya sebagai anggota Komite Pemantau Risiko / <i>Recommended Mr. Haifan Yahya as the member of Risk Monitoring Committee</i>
5	26 Juli 2018 / July 26, 2018	<ol style="list-style-type: none"> <li>1. Monitoring Tindak Lanjut Temuan OJK / <i>Monitoring the follow up of OJK findings</i></li> <li>2. Penyusunan pedoman sesuai ketentuan yang berlaku / <i>Composed of guidelines in accordance with the applicable provisions</i></li> <li>3. Usulan pedoman komite remunerasi dan nominasi / <i>Proposal of remuneration and nomination committee guidelines</i></li> <li>4. Monitoring Pengajuan Komisaris Utama / <i>Monitoring the submission of President Commissioner</i></li> </ol>
6	07 September 2018 / September 07, 2018	<ol style="list-style-type: none"> <li>1. Pedoman Komite-Komite dibawah DEKOM / <i>Guidelines of committee under Board of Commissioner</i></li> <li>2. Tatib Direksi dan DEKOM / <i>The Directors and Board of Commissioners rules and regulation</i></li> <li>3. Penyelesaian kekurangan data pengajuan komisaris utama / <i>Completion of deficiency data for President Commissioner submission.</i></li> <li>4. Draft pedoman komite-komite, diharapkan komite-komite yang dibawah tanggung jawab Dewan Komisaris, melaksanakan tugas sesuai dengan pedoman / <i>Committee draft guidelines, Committee under Board of Commissioner were expected to fulfill their duties in accordance with the guidelines</i></li> </ol>
7	22 November 2018 / November 22, 2018	Menyampaikan draft mengenai ketentuan yang mengatur tentang SDM / <i>Submission of draft concerning the provision which govern HR</i>
8	28 November 2018 / November 28, 2018	<ol style="list-style-type: none"> <li>1. Mengangkat Gindo Tampubolon sebagai Ketua Komite Remunerasi dan Nominasi / <i>Appointing Gindo Tampubolon as the Chairman of Remuneration and Nomination Committee.</i></li> <li>2. Mengangkat Zainal Abidin Hasni sebagai anggota Komite Remunerasi dan Nominasi</li> <li>3. Mengangkat Ratna Julia Sahlan sebagai Anggota Komite Remunerasi dan Nominasi menggantikan Toto WP</li> <li>4. Direksi supaya membuat surat keputusan ini.</li> </ol>

## Pelaksanaan Tugas Dan Tanggung Jawab Direksi

### Jumlah, Komposisi, Kriteria serta Independensi Dewan Direksi

Jumlah Direksi Bank sampai dengan bulan Desember 2018 adalah sebanyak 3 (tiga) orang. Sebagian besar anggota Direksi telah memiliki pengalaman lebih dari 5 (lima) tahun sebagai pejabat eksekutif Bank, dan telah disetujui melalui uji kelayakan dan kepatutan

<b>Nama / Name</b>	<b>Jabatan / Title</b>
Tuk Yulianto	Direktur Utama
I N Mawa	Direktur Kepatuhan
Vishal Tulsian	Direktur Bidang

Dalam menjalankan tugasnya, Direksi dibantu oleh Komite-Komite dan Satuan Kerja antara lain:

1. Komite *Asset Liability* (ALCO)
2. Komite Manajemen Risiko
3. Komite Kredit
4. Komite Personalia
5. Komite Pengarah Teknologi dan Informasi
6. Satuan Kerja Audit Internal (SKAI)
7. Satuan Kerja Kepatuhan
8. Satuan Kerja Manajemen Risiko

### Tugas dan Tanggung Jawab Direksi

1. Direksi bertanggung jawab penuh atas pelaksanaan kepengurusan Bank, serta mewakili Bank baik didalam maupun diluar Pengadilan.
2. Direksi wajib mengelola Bank sesuai dengan kewenangan dan tanggung jawabnya sebagaimana diatur dalam Anggaran Dasar dan peraturan perundang-undangan yang berlaku, dengan tugas pokok sebagai berikut:

## Implementation Of Duties And Responsibilities Of Board Of Directors

### The Number, Composition, Criteria, and Independency of Board of Directors

The number of The Directors of the Bank until December 2018 was 3 (three) people. Most of the members of the Board of Directors had minimum experience of more than 5 (five) years as the Bank executive officer, and they have been approved and passed the fit and proper test.

In performing their duties, The Directors were assisted by Committees and Working Units including:

1. *Asset Liability Committee* (ALCO)
2. *Risk Management Committee*
3. *Credit Committee*
4. *Personnel Committee*
5. *Information and Technology Steering Committee*
6. *Internal Audit Working Unit* (SKAI)
7. *Compliance Working Unit*
8. *Risk Management Working Unit*

### The Duties and Responsibilities of the Directors

1. The Directors are fully responsible for the implementation of the Bank's management, and they should represent the Bank both inside and outside the Court.
2. The Directors must manage the Bank in accordance with their authority and responsibilities as stipulated in the Articles of Association and the applicable laws and regulations, whose main tasks were stipulated as follows:

- |   |   |
|---|---|
| <p>a. Memimpin dan mengurus Bank sesuai dengan tujuan yang ditetapkan</p> <p>b. Menguasai, memelihara dan mengurus kekayaan Bank untuk kepentingan Bank</p> <p>c. Menciptakan struktur pengendalian internal, menjamin terselenggaranya fungsi audit internal Bank dalam setiap tingkatan manajemen dan menindaklanjuti temuan audit internal Bank sesuai dengan kebijakan atau pengarahan yang diberikan Dewan Komisaris. Hal tersebut dalam rangka pengendalian umum sebagaimana ditetapkan dalam Standar Pelaksanaan Fungsi Audit Bank sesuai peraturan yang ditetapkan instansi yang berwenang.</p> | <p><i>a. Leading and managing the Bank in accordance with the stated objectives</i></p> <p><i>b. Controlling, maintaining and managing the Bank's assets for the interest of the Bank</i></p> <p><i>c. Creating an internal control structure, ensuring the implementation of the Bank's internal audit function at all levels of management and followed up the Bank's internal audit findings in accordance with the policies or directions given by the Board of Commissioners. It was conducted in order to implement the general control as stipulated in the Bank's Audit Function Implementation Standards in accordance with regulations stipulated by the authorized agency.</i></p> |
| <p>3. Tugas dan tanggung jawab kepengurusan sesuai dalam butir 1 dan 2 diatas wajib dilaksanakan setiap anggota Direksi dengan itikad baik dan penuh tanggung jawab.</p>  | <p><i>3. The duties and responsibilities of management in accordance with points 1 and 2 above must be performed by all members of the Board of Directors in good faith and full responsibility.</i></p>  |
| <p>4. Direksi wajib melaksanakan prinsip-prinsip Tata Kelola dalam setiap kegiatan usaha Bank pada seluruh tingkatan atau jenjang organisasi.</p>   | <p><i>4. The directors were obliged to implement the principles of Governance in all business activities of the Bank in all organization levels</i></p>   |
| <p>5. Direksi wajib menyusun Kebijakan dan Strategi Manajemen Risiko secara tertulis dan komprehensif.</p>  | <p><i>5. The directors were obliged to comprehensively compose Policy and Strategy of Risk Management in writing</i></p>  |
| <p>6. Direksi bertanggung jawab atas pelaksanaan Kebijakan Manajemen Risiko dan eksposur Risiko yang diambil oleh Bank secara keseluruhan.</p>  | <p><i>6. The Directors were obliged to implement the Risk Management Policy and Risk exposure taken by the Bank as a whole.</i></p>   |
| <p>7. Mengembangkan budaya Manajemen Risiko pada seluruh jenjang organisasi.</p>  | <p><i>7. Developing a Risk Management culture at all organizational levels.</i></p>   |
| <p>8. Memastikan bahwa fungsi Manajemen Risiko telah beroperasi secara independen.</p>  | <p><i>8. Ensuring that the Risk Management function has operated independently.</i></p>   |
| <p>9. Sesuai Peraturan Otoritas Jasa Keuangan No. 45/POJK.03/2016 tentang Remunerasi dan Nominasi Bank Umum, menyusun Kebijakan Remunerasi yang paling sedikit memuat :</p>   | <p><i>9. In accordance with the Financial Services Authority Regulation No. 45 / POJK.03 / 2016 concerning Remuneration and Nomination of General Bank, compiling the Remuneration Policy least containing:</i></p>   |
| <p style="padding-left: 40px;">a. Skala Remunerasi berdasarkan tingkatan dan Jabatan</p>  | <p><i>a. Remuneration scale based on position and title</i></p>   |
| <p style="padding-left: 40px;">b. Metode dan mekanisme penetapan Remunerasi</p>   | <p><i>b. Methods and mechanisms of remuneration determination</i></p>   |
| <p>10. Direksi wajib menindaklanjuti temuan audit dan rekomendasi dari Satuan Kerja Audit Internal Bank, Audit External, hasil pengawasan Otoritas Jasa Keuangan dan/atau hasil pengawasan otoritas lain</p>  | <p><i>10. The Directors must follow up the audit's findings and recommendations from the Bank's Internal Audit Working Unit, External Audit, the results of the supervision of the Financial Services Authority and/or other authorities</i></p>  |
| <p>11. Direksi wajib mempertanggungjawabkan pelaksanaan tugasnya kepada Pemegang Saham melalui RUPS</p>   | <p><i>11. The Directors must be responsible upon their duties implementation to The Shareholders through AGM</i></p>  |
| <p>12. Direksi wajib mengungkapkan kebijakan kepada pegawai, kebijakan Bank yang bersifat strategis di bidang kepegawaian</p>   | <p><i>12. The Directors must disclose policies to the employees, strategic Bank policies in the field of employment</i></p>   |

13. Direksi wajib menyediakan data dan informasi yang akurat, relevan dan tepat waktu kepada Dewan Komisaris

*13. The Directors must provide accurate, relevant and timely data and information to the Board of Commissioners*

14. Segala keputusan Direksi yang diambil sesuai dengan pedoman dan tata tertib kerja, mengikat dan menjadi tanggung jawab seluruh Anggota Direksi

*14. All decisions of the Directors taken in accordance with the work rules guidelines and regulation, are binding and become the responsibility of all Members of the Directors*

15. Setiap anggota Direksi bertanggung jawab penuh secara pribadi, apabila bersalah atau lalai menjalankan tugasnya sesuai dengan ketentuan yang berlaku

*15. All members of the Directors were fully responsible personally, when they make mistakes or imprudence in performing their duties in accordance with applicable regulations*

16. Memastikan Satuan Kerja dan Komite yang dibentuk menjalankan tugasnya secara efektif

*16. Ensuring that the Working Units and the Committees formed perform their duties effectively*

17. Memastikan terlaksananya Fungsi Kepatuhan Bank

*17. Ensuring the implementation of the Compliance Function of the Bank*

## Hubungan Afiliasi

Seluruh anggota Direksi Bank tidak memiliki hubungan keuangan, kepemilikan saham, dan/atau keluarga dengan anggota Dewan Komisaris, anggota Direksi lainnya, dan/atau Pemegang Saham Pengendali Bank.

### Affiliation

*Board of Directors has no financial, stock ownership, and/or family relationship with any member of the Board of Commissioners, fellow member of the Board of Directors, and/or Bank's controlling shareholder.*

## Rangkap Jabatan

Seluruh anggota Direksi Bank tidak merangkap jabatan sebagai anggota Dewan komisaris, anggota Direksi atau Pejabat Eksekutif pada Perusahaan Pemegang Saham dan/atau lembaga lain.

### Dual Positions

*All members of the Bank's Directors does not hold dual positions as members of the Board of Commissioners, members of the Directors or Executive Officers of Shareholder Companies and / or other institutions*

## Rapat Direksi dan Rekomendasi

Selama periode laporan Tahun 2018 telah diadakan 10 (Sepuluh) kali rapat Direksi dengan rincian sebagai berikut:

### The Directors meeting and Recommendation

*During the period of 2018, the Directors have conducted 10 (ten) meetings attended by:*

No	Nama / Name	Jabatan / Title	Jumlah Rapat / Meeting Frequency	Jumlah Kehadiran / Attendance Rate		% Kehadiran / % of Attendance
				Kehadiran Fisik / Physical Attendance	Teleconference	
1	Tuk Yulianto	Direktur Utama	10	10	0	100%
2	I N Mawa	Direktur Kepatuhan	10	10	0	100%
3	Vishal Tulsian	Direktur Bidang	10	10	0	100%



## Agenda Rapat Direksi Tahun 2018 / Board of Directors Meeting Agenda of 2018

No	Tanggal / Date	Agenda / Agenda
1	04 Januari 2018 / January 04, 2018	Pelaporan dan Permintaan Informasi Debitur melalui sistem SLIK / <i>Reporting and requesting of Debtor's information through SLIK system</i>
2	05 Februari 2018 / February 05, 2018	Presentasi proses Kredit Tunaiku dan Penyusunan RBB/ <i>Presentation of Tunaiku's loans process and composition of Bank's Business Plan</i>
3	16 Maret 2018 / March 16, 2018	Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU & PPT) / <i>Anti Money Laundering and Anti Terrorism Financing (AML &amp; ATF)</i>
4	19 April 2018 / April 19, 2018	Pertumbuhan Kredit, DPK, dan Pemantauan NPL / <i>Loans, TPF growth and NPL monitoring</i>
5	21 Mei 2018 / May 21, 2018	Pembahasan Pemenuhan Kewajiban Penyaluran Kredit Usaha Mikro Kecil dan Menengah / <i>Discussion of obligation coverage of loans distribution for Micro, Small, and Medium Enterprise</i>
6	31 Juli 2018 / July 31, 2018	Hasil Pemeriksaan OJK Kantor Cabang Jakarta / <i>OJK examination result of the Jakarta Branch Office</i>
7	10 Agustus 2018 / August 10, 2018	Hasil Temuan Pemeriksaan OJK Tahun 2017 yang belum ditindaklanjuti/ <i>OJK examination findings of the 2017 that have not been followed up</i>
8	30 Oktober 2018 / October 30, 2018	Realisasi Bisnis Bank / <i>Bank's Business Realization</i>
9	13 November 2018 / November 13, 2018	Pembahasan Rencana Bisnis Bank Tahun 2019 s.d 2021 / <i>Discussion of Bank's Business Plan for 2019 until 2021</i>
10	18 Desember 2018 / December 18, 2018	Tindak Lanjut Hasil Exit Meeting Pemeriksaan Umum Tahun 2018 dan Prudential Meeting / <i>Follow up of the 2018 Exit Meeting's General Examination and the Prudential Meeting</i>

## Kelengkapan dan Pelaksanaan Tugas Komite dibawah Direksi

### 1. Komite Manajemen Dana

Komite Manajemen Dana atau *Asset Liability Committee* (ALCO) bertanggung jawab atas penentuan arah kebijakan dan strategi aset dan kewajiban Bank dengan berpedoman pada prinsip kehati-hatian, pengelolaan risiko dan ketentuan yang berlaku, termasuk namun tidak terbatas pada manajemen neraca, likuiditas, suku bunga, profitabilitas dan pertumbuhan. ALCO melakukan pertemuan secara berkala untuk mengevaluasi posisi aktiva dan kewajiban Bank serta menjaga keselarasan dana pihak ketiga dan kredit Bank

### 2. Komite Manajemen Risiko

Komite ini bertanggung jawab untuk memastikan bahwa Bank telah memiliki kerangka manajemen risiko yang efektif sesuai dengan prinsip kehati-hatian. Untuk itu, Komite Manajemen Risiko bertugas menetapkan dan mengevaluasi pengelolaan risiko secara keseluruhan dan merumuskan strategi dan kebijakan manajemen risiko yang akan diterapkan Bank ke depan. Dengan adanya Manajemen Risiko maka pengelolaan risiko Bank secara keseluruhan dapat dilakukan secara terpadu, terarah, koordinatif dan berkesinambungan untuk meningkatkan kinerja usaha.

## Completeness and Implementation of Duties of the Board of Directors Committee

### 1. Asset Liability Committee

*Asset Liability Committee (ALCO) is responsible to determine the direction of the policies and strategies of the assets and liabilities of the Bank by referring to the precautionary principle, risk management and applicable provisions, including but not limited to balance sheet management, liquidity, interest rate, profitability and growth. ALCO meets regularly to evaluate the position of the Bank's assets and liabilities as well as maintain the conformity of third party funds and Bank's loans*

### 2. Risk Management Committee

*The Committee is responsible to ensure that the Bank had owned an effective risk management framework in accordance with the principle of precautionary. For this reason, the Risk Management Committee had duties to establish and evaluate overall risk management and formulate strategies and risk management policies that would be implemented by Bank in the future. Using the Risk Management, Bank is able to perform overall risk management in an integrated, directed, coordinative and sustainable manner to improve business performance.*

Komite yang beranggotakan anggota Direksi dan pejabat terkait ini melakukan rapat secara berkala, namun tidak terbatas pada pembahasan Profil Risiko Bank.

### 3. Komite Kredit

Komite Kredit mempunyai tugas dan tanggung jawab untuk memutuskan persetujuan pemberian kredit sesuai batas/limit yang telah ditentukan. Komite Kredit beranggotakan Direksi dan Pejabat yang terkait dan melakukan rapat sesuai dengan kebutuhan dalam rangka proses persetujuan kredit.

### 4. Komite Personalia

Komite ini bertanggung jawab untuk merumuskan kebijakan terkait dengan remunerasi pegawai, sistem seleksi, prosedur dan kriteria evaluasi penerimaan pegawai, sistem performance assessment, peningkatan disiplin dan moral kerja pegawai, pelaksanaan rotasi dan mutasi antar unit kerja untuk menghindari kejenuhan, peningkatan produktivitas dan proses alih pengetahuan/ketrampilan (transfer knowledge). Komite yang beranggotakan anggota Direksi dan pejabat terkait ini melakukan rapat sesuai kebutuhan.

### 5. Komite Pengarah Teknologi Informasi

Komite ini bertanggung jawab memberikan rekomendasi kepada Direksi terkait dengan Rencana Strategis Teknologi Informasi (RSTI) sejalan dengan rencana strategis kegiatan usaha, kesesuaian proyek-proyek TI baik dengan rencana strategis, kebutuhan sistem informasi manajemen maupun kegiatan usaha Bank, efektivitas langkah-langkah meminimalkan risiko atas investasi Bank pada sektor TI, pemantauan atas kinerja TI dan upaya peningkatannya, upaya penyelesaian berbagai masalah terkait TI, dan lain-lain. Komite yang beranggotakan anggota Direksi yang membawahi TI dan manajemen risiko serta pejabat yang terkait dengan penyelenggara TI dan pengguna TI melakukan rapat/pertemuan secara berkala.

### 6. Satuan Kerja Audit Internal

Satuan Kerja Audit Internal (SKAI) bertugas untuk menjamin berfungsinya pengawasan internal sebagai bagian penting dari pengendalian internal Bank. SKAI dibentuk independen terhadap satuan kerja operasional sehingga dapat bekerja dengan bebas dan obyektif, serta mampu mengungkapkan pandangan dan pemikirannya tanpa pengaruh ataupun tekanan dari manajemen maupun pihak lain terkait Bank. SKAI merupakan organ penting dalam rangka memastikan terlaksananya check and balance. Peran dan fungsi SKAI senantiasa ditingkatkan dalam upaya untuk memberikan masukan yang lebih strategis dalam pengelolaan aktivitas operasional perbankan.

Peningkatan peranan SKAI selain diarahkan untuk mengawasi risk asset Bank dan penerapan pengawasan berbasis risiko (*risk base supervision*), SKAI juga diharapkan untuk memberikan peringatan dini bagi manajemen melalui masukan-masukan khusus dalam mengamankan aset perusahaan serta meningkatkan kecukupan dan efektivitas kontrol internal.

*The committee consists of members of the Board of Directors and related officials conduct regular meetings, but the issues discussed in the meeting were not limited to the Bank's Risk Profile.*

### 3. Credit Committee

*The Credit Committee has the duty and responsibility to give credit approval according to the specified limits. The Credit Committee consists of the Directors and related Officials and they held meetings as required in the context of the credit approval process.*

### 4. Personnel Committee

*The committee is responsible to formulate policies related to employee remuneration, selection systems, procedures and criteria for evaluating employee acceptance, performance assessment systems, employee discipline and moral improvement, rotation and personnel action implementation between working units to avoid workforce saturation, increase of productivity and transfer of knowledge. The committee's members were the Directors and the related Officials held meetings as required.*

### 5. Information and Technology Steering Committee

*The committee is responsible to recommend the Directors related to Information and Technology Strategic Plan (RSTI) which was in line with the strategic plan of the business activities, the suitability of IT projects with strategic plans, the need for management information systems and the Bank's business activities, the effectiveness of steps to minimize risks of the Bank's investment in the IT sector, IT performance and improvement of monitoring efforts, various settlement efforts of IT related problems, etc. The committee consists of members of the Directors in charge of IT and risk management and officials related to IT providers and users held meetings on a regular basis.*

### 6. Internal Audit Working Unit

*The duty of Internal Audit Working Unit (SKAI) is to ensure the internal supervisory function as a vital part of the Bank's internal control. SKAI is independently formed from the operational working units, therefore, they are able to work freely and independently, and able to express their views and thoughts without any influence or pressure from management and other parties related to the Bank. SKAI's an important organ in ensuring the implementation of checks and balances. The role and function of SKAI is constantly improved in an effort to provide more strategic inputs in managing the Bank's operational activities.*

*Additional role of SKAI, besides being directed at overseeing the Bank's risk assets and implementing risk-based supervision, SKAI is also expected to provide early warning to management through specific inputs in securing company assets and increasing the adequacy and effectiveness of internal controls.*

## 7. Satuan Kerja Kepatuhan

Satuan Kerja Kepatuhan (*Compliance Unit*) merupakan satuan kerja yang independen, dibentuk secara tersendiri dan bebas dari pengaruh satuan kerja lainnya. Memiliki akses langsung pada Direktur yang membawahi Fungsi Kepatuhan. Satuan Kerja Kepatuhan dibentuk di Kantor Pusat Bank, namun melaksanakan Fungsi Kepatuhan di seluruh jaringan kantor Bank. Satuan Kerja Kepatuhan berfungsi untuk memastikan dan menjaga bahwa seluruh aktivitas Bank telah memenuhi ketentuan sebagaimana diatur peraturan dan perundang-undangan yang berlaku, sehingga potensi risiko kegiatan usaha Bank dapat diantisipasi lebih dini.

## 8. Satuan Kerja Manajemen Risiko

Satuan Kerja Manajemen Risiko (SKMR) berfungsi untuk mengidentifikasi, mengukur, memantau dan mengendalikan aspek risiko yang melekat pada setiap aktivitas Bank. Proses penilaian risiko yang dilakukan telah mencakup delapan jenis risiko. SKMR bertanggung jawab langsung kepada Direktur Kepatuhan.

# Penerapan Fungsi Kepatuhan, Fungsi Audit Internal Dan Fungsi Audit Eksternal

## 1. Fungsi Kepatuhan

Bank telah membentuk Divisi Kepatuhan untuk melaksanakan fungsi kepatuhan, serta menunjuk salah satu anggota Direksi sebagai Direktur yang membawahi Fungsi Kepatuhan. Divisi Kepatuhan dibentuk secara independen terpisah dengan unit kerja operasional.

Dalam pelaksanaan Fungsi Kepatuhan, sepanjang tahun 2018 Bank senantiasa berupaya semaksimal mungkin untuk dapat mematuhi berbagai kaidah perbankan yang berlaku dengan berpedoman kepada tindakan fungsi kepatuhan Bank, sehingga diharapkan potensi risiko yang muncul dapat diantisipasi lebih dini.

Untuk meminimalisir terjadinya kesalahan dan denda yang dikenakan oleh OJK dan/atau Bank Indonesia baik sebagai akibat dari kesalahan atau keterlambatan penyampaian laporan, maka Divisi Kepatuhan telah melakukan berbagai upaya:

a. Melakukan evaluasi internal terhadap mekanisme penyampaian laporan terkait adanya laporan yang mengalami keterlambatan dan/atau perlu dikoreksi kembali sehingga dikenakan denda oleh Regulator, diharapkan kejadian serupa tidak terulang kembali

## 7. Compliance Working Unit

*Compliance Working Unit is an independent working unit, which was formed separately and independent from the influence of other working units. It had direct access to the Director in charge of the Compliance Function. The Compliance Unit is established at the Bank's Head Office, but it conducted the Compliance Function in all Bank office networks. The function of the Compliance Unit was to ensure and maintain all Bank's activities had complied with the provisions stipulated in applicable laws and regulations, thus the potential risks of the Bank's business activities could be anticipated earlier.*

## 8. Risk Management Working Unit

*The functions of the Risk Management Working Unit (SKMR) is to identify, measure, monitor and control the risk aspects attached to all of the Bank's activities. The performed risk assessment process includes eight types of risks. SKMR was directly responsible to the Compliance Director.*

# Practice Of Compliance Functions, Internal Audit Functions, And External Audit Functions

## 1. Compliance Function

*The Bank has established a Compliance Division to perform the compliance function and has appointed one member from the Board of Directors as the Director in charge of the Compliance Function. The Compliance Division was formed independently from the operational working units.*

*In the implementation of the Compliance Function, during 2018 the Bank has tried its best to comply with various applicable banking rules by referring to the Bank's compliance function, so that the expected potential risks arising could be anticipated earlier.*

*In order to minimize the occurrence of errors and fines imposed by OJK and / or Bank Indonesia as a result of either errors or delays in submitting reports, the Compliance Division has made various efforts:*

*a. Conducting internal evaluations of the mechanism for submitting reports related to the delayed reports and / or reports needed to be recorrected, thus they were subject to fines imposed by the Regulator, it was expected that similar incidents will not recur*

- b. Bilamana ada Perubahan atau Penerbitan Peraturan OJK/Bank Indonesia, maka Divisi Kepatuhan menerbitkan memo pemberitahuan serta melakukan komunikasi dengan unit kerja terkait, serta memprakarsai pertemuan untuk membahas ketentuan-ketentuan baru atau adanya perubahan yang mendasar dari ketentuan sebelumnya
- c. Menyampaikan laporan yang bersifat khusus yang dilakukan oleh Direktur/Divisi Kepatuhan
- d. Memantau, menindaklanjuti temuan pemeriksaan Regulator seperti OJK dengan melakukan koordinasi dengan Direksi dan unit kerja terkait
- e. Memastikan bahwa peraturan dan kebijakan baru yang diterbitkan Bank telah sesuai dengan ketentuan OJK/Bank Indonesia dan peraturan perundang-undangan yang berlaku dengan melakukan pengujian
- f. Mewujudkan terlaksananya budaya kepatuhan pada semua tingkatan organisasi dan kegiatan usaha Bank
- g. Penerapan Ketentuan Prinsip Mengenal Nasabah (KYC) dan Undang-Undang Pemberantasan Tindak Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU PPT)

*b. Issuing notification memos and communicates with the relevant working units whenever Change or Issuance of Regulations performed by OJK / Bank Indonesia occurs, then initiating meetings to discuss the new regulations or fundamental changes of the previous regulations.*

*c. Submitting special reports performed by the Director / Compliance Division*

*d. Monitoring and following up the findings of Regulatory examinations such as the OJK by coordinating with the Directors and related working units*

*e. Ensuring that new regulations and policies issued by the Bank are in line with OJK / Bank Indonesia regulations and applicable laws and regulations by conducting testing*

*f. Manifesting the implementation of a culture of compliance at all levels of the organization and business activities of the Bank*

*g. Applying the Know Your Customer (KYC) Principle and the Law on Anti-Money Laundering and Anti-Terrorism Financing (AML ATF).*

## 2. Fungsi Audit Internal

Pelaksanaan fungsi Audit Internal Bank dilakukan oleh Divisi SKAI, yang bertanggung jawab langsung kepada Direktur Utama. Kepala SKAI diangkat dan diberhentikan oleh Direksi dengan persetujuan Dewan Komisaris serta dilaporkan kepada Otoritas Jasa Keuangan.

Setiap tahunnya, SKAI telah menyusun Rencana Kerja Pemeriksaan Tahunan sebagai pedoman melaksanakan pemeriksaan/audit internal Bank. Pengawasan dan pemeriksaan oleh SKAI telah mencakup seluruh aktivitas Bank, dimulai dari unit operasional (Kantor Cabang, dan Kantor Capem) serta Kantor Pusat

Program pelaksanaan sasaran kerja SKAI tahunan meliputi:

### 1. Audit/Pemeriksaan Umum

- a. Aktivitas audit yang dilaksanakan sesuai dengan jadwal pada Rencana Program Kerja Audit Tahunan (RPKAT) yang telah ditetapkan;
- b. Ditetapkan langsung pada kantor yang diperiksa berdasarkan Profil Risiko (*Risk Based Audit*)

### 2. Audit/Pemeriksaan Khusus

Aktivitas audit yang dilaksanakan sebagai tindak lanjut dari:

- a. Hasil temuan audit umum yang memerlukan penelitian khusus
- b. Hasil temuan pemeriksa eksternal yang perlu ditindak lanjuti

## 2. Internal Audit Function

*The Bank's Internal Audit function was conducted by the Internal Audit (SKAI) Division, responsible directly to the President Director. The Head of the Internal Audit Unit was appointed and dismissed by the Directors with the approval of the Board of Commissioners and also being reported to the Financial Services Authority.*

*Annually, SKAI has compiled an Annual Audit Working Plan as a guideline to perform Bank's internal audits/examination. Supervision and inspection by the Internal Audit Unit covered all of the Bank's activities, starting from the operational unit (Branch Office, and Sub-Branch Office) and the Head Office*

*The annual SKAI work target implementation program including:*

### 1. Audit/General Examination

- a. Audit activities performed in accordance with the schedule in the Annual Audit Working Program Plan (RPKAT) that has been determined;*
- b. Directly determined in the audited office in accordance with the risks profile (Risk Based Audit)*

### 2. Audit/Special Examination

*Audit activities implemented as the follow-up actions of:*

- a. The findings of general audit requiring special examination*
- b. The findings of external examiner requiring follow-up actions.*

Dalam menjalankan fungsi dan tugasnya, SKAI diberikan wewenang untuk melakukan akses terhadap setiap sumber informasi yang dibutuhkan SKAI dan dapat mengkomunikasikan laporannya pada pihak-pihak yang berkepentingan, untuk memastikan bahwa hasil temuan audit telah ditanggapi dan ditindaklanjuti sebagaimana mestinya.

Selain melakukan monitoring terhadap hasil temuan pemeriksaannya, SKAI juga bertanggung jawab untuk memastikan bahwa rekomendasi serta tindak lanjut penyelesaian temuan pemeriksaan ekstern telah dilaksanakan oleh unit kerja terkait sesuai dengan timeline yang telah disepakati.

Laporan Hasil Audit secara berkala disampaikan kepada Direktur Utama dengan tembusan kepada Direktur Kepatuhan dan Dewan Komisaris. Selain disampaikan kepada pihak internal, laporan hasil pemeriksaan juga disampaikan kepada pengawas Otoritas Jasa Keuangan. Bank secara bertahap telah melakukan upaya-upaya untuk meningkatkan kualitas hasil audit internal, melalui peningkatan kompetensi auditornya, terutama kompetensi auditor di bidang Teknologi Informasi maupun melalui pemenuhan sarana pendukung pelaksanaan pemeriksaan

### 3. Fungsi Audit Ekstern

Untuk melaksanakan Audit Laporan Keuangan Bank Tahun Buku 2018, Bank menunjuk Kantor Akuntan Publik (KAP) Satrio Bing Eny & Rekan (Deloitte) yang terdaftar di Otoritas Jasa Keuangan dengan *Business License* No. 89/KM.1/2017. KAP telah menyampaikan "Laporan *Final Audit Report* dan *Management Letter*" kepada pengawas OJK secara tepat waktu perihal Penyampaian Laporan Final Audit Report dan *Management Letter*. Dalam melakukan pemeriksaan Auditor mampu bekerja secara independen dan profesional serta bertindak obyektif. Cakupan hasil audit telah sesuai dengan ruang lingkup audit sebagaimana diatur dalam ketentuan yang berlaku.

## Jumlah Penyimpangan

Prinsip *Know Your Employee* (KYE) yang telah diterapkan oleh Bank dalam upaya pencegahan atas terjadinya *fraud* telah berjalan dengan efektif. Dalam pelaksanaannya prinsip KYE telah mampu menjadi filter terhadap pegawai-pegawai yang berpotensi akan menimbulkan kerugian bagi Bank, sehingga Bank dapat melakukan langkah-langkah yang efektif untuk mencegah kerugian. Dengan menggunakan prinsip KYE tersebut, Bank tidak mengalami kejadian Penyimpangan Internal (*Internal Fraud*) dalam tahun 2018.

*In carrying out its functions and duties, the Internal Audit Unit is authorized to access every source of information needed and it is able to communicate its reports to the concerned parties, to ensure that the audit findings have been responded and followed up as required.*

*Besides monitoring the findings of the audit, SKAI's also responsible for ensuring that the recommendations and follow-up actions for the completion of external audit findings have been conducted by the relevant working units in accordance with the agreed timeline.*

*The Audit Results Report was regularly submitted to the President Director copied into the Compliance Director and the Board of Commissioners. Besides being submitted to the internal parties, the audit report was submitted to the supervisor of the Financial Services Authority. The Bank has gradually made efforts to improve the quality of the results from the internal audits by increasing the competence of its auditors especially the competence of auditors in the field of Information Technology and by completing the supporting facilities for conducting audits.*

### 3. External Audit Function

*In order to conduct the Audit of Bank Financial Statements of 2018, the Bank appointed the Public Accounting Firm (KAP) Satrio Bing Eny & Partners (Deloitte) registered in the Financial Services Authority with Business License No. 89/KM.1/2017. KAP and it has submitted "Final Audit Report and Management Letter" to OJK supervisors in a timely manner regarding Submission of Final Audit Report and Management Letter Reports. In conducting the audit, the auditor was able to work independently and professionally and acted objectively. The scope of the audit results was in accordance with the scope of the audit as stipulated in the applicable regulations.*

## Internal Fraud

*Know Your Employee (KYE) that has been applied by the Bank to prevent fraud from happening has run effectively. In the implementation, KYE has been able to be a filter for employees with potential to generate losses for the Bank, so that the Bank can plan an effective step to prevent the losses. With the used of KYE principal, the Bank has no internal fraud event in 2018.*

Penyimpangan (Internal Fraud) dalam 1 Tahun / Internal Fraud Committed Within 1 Year	Jumlah Kasus yang Dilakukan oleh / Number of Fraud Cases Committed by					
	Anggota Direksi dan anggota Dewan Komisaris Rapat / Member of the Board of Directors and members of the Board of Commissioners		Pegawai Tetap / Permanent Employees		Pegawai Tidak Tetap dan Tenaga Alih Daya / Contract Employees and Outsourced Manpower	
	Tahun Sebelumnya / Previous Year	Tahun Berjalan / Current Year	Tahun Sebelumnya / Previous Year	Tahun Berjalan / Current Year	Tahun Sebelumnya / Previous Year	Tahun Berjalan / Current Year
Total Fraud	-	-	-	-	-	-
Telah diselesaikan / Resolved	-	-	-	-	-	-
Dalam proses penyelesaian di internal Bank / Under process of internal settlement within the Company	-	-	-	-	-	-
Belum diupayakan penyelesaian / Settlement not yet sought	-	-	-	-	-	-
Telah ditindaklanjuti melalui proses hukum / Followed up through legal process	-	-	-	-	-	-

## Jumlah Permasalahan Hukum

## Legal Cases

Bank tidak mengalami ataupun menghadapi Permasalahan Hukum apapun sepanjang tahun 2018.

The Bank does not have or face any Legal Problems throughout 2018.

No	Permasalahan Hukum / Legal Proceedings	Jumlah / Total	
		Perdata / Civil	Pidana / Criminal
1	Telah mendapatkan keputusan yang mempunyai kekuatan hukum tetap / Resolved (with permanent legal force)	-	-
2	Dalam proses penyelesaian / In the process of settlement	-	-
Total		-	-

## Transaksi Yang Mengandung Benturan Kepentingan

Sepanjang tahun 2018, tidak terdapat transaksi yang melibatkan Komisaris, Direksi, Pejabat Eksekutif dan Pemegang Saham Pengendali yang mengandung potensi benturan kepentingan.

## Transactions With Conflict of Interest

*In 2018, there was no transaction with a potential conflict of interest that involves Commissioners, Directors, Executive Management, and Controlling Shareholder*

No	Nama dan Jabatan Pihak Yang Memiliki Benturan Kepentingan / <i>Name and Position of Conflict of Interest Party</i>	Nama dan Jabatan Pengambil Keputusan / <i>Name and Position of Decision Maker</i>	Jenis Transaksi / <i>Transaction Item</i>	Nilai Transaksi (Jutaan Rupiah) / <i>Transaction Value</i>	Keterangan / <i>Note</i>
1	-	-	-	-	-
2	-	-	-	-	-

## Pembelian Kembali (*Buy Back*) Saham Dan/atau Obligasi Bank

Sepanjang tahun 2018 tidak ada pembelian kembali saham dan sampai pada saat ini, Bank belum pernah menerbitkan obligasi.

## Shares Buy Back

*There is no Shares Buyback in 2018 and until now, the Bank has never published any obligation.*

## Pemberian Dana Untuk Kegiatan Sosial Dan/atau Obligasi Bank

Bank tidak pernah melakukan pemberian dana untuk kegiatan politik. *Corporate Social Responsibility* (CSR) merupakan bentuk komitmen Bank untuk memberikan kontribusi pada pembangunan nasional berupa kepedulian kepada masyarakat. Sebagai tanggung jawab sosial Bank terhadap masyarakat, maka selama tahun 2018 Bank melakukan kegiatan CSR berupa Kegiatan Edukasi bersama dengan Lembaga Jasa Keuangan dalam Bulan Literasi dan Inklusi Keuangan Tahun 2018 kepada Ibu-ibu rumah tangga Kedaung Wetan Neglasari RT 002 RW 003, Kecamatan Teluk Naga, Tangerang.

## Provision Of Funds For Social And/or Political Activities

*Bank has never provided any funding for political activities. Corporate social responsibility is a form of the Bank's commitment to contribute to national development through social services. As a form of the Bank's social responsibility towards the community, during 2018 the Bank carried out CSR activities through Educational Activities with Financial Services Institution in the 2018 Financial Literacy and Inclusion Month to Housewives in Kedaung Wetan Neglasari RT 002 RW 003, Teluk Naga District, Tangerang.*

## Paket Remunerasi Dan Fasilitas Lain Direksi Dan Dewan Komisaris Tahun 2018

### 1. Kebijakan Remunerasi Dan Nominasi

#### a. Komite Remunerasi

Kebijakan remunerasi ditetapkan berdasarkan kajian yang dilakukan oleh Divisi SDM bersama dengan Komite Remunerasi dan Nominasi. Komite Remunerasi tidak menerima honorarium khusus sebagai anggota Komite Remunerasi karena telah mendapatkan kompensasi dalam kapasitas jabatan utamanya sebagai Komisaris Independen dan Pejabat Eksekutif Bank.

## Remuneration And Facilities Received By The Board Of Commissioners And Board Of Directors During 2018

### 2. Remuneration And Nomination Policy

#### a. Remuneration Committee

*Remuneration policy is determined based on review conducted by the HR Division together with the Remuneration and Nomination Committee. The Remuneration Committee does not receive a special honorarium as a member of the Remuneration Committee because it has received compensation in its main position capacity as an Independent Commissioner and Bank Executive Officer*

b. Proses penyusunan kebijakan Remunerasi didasarkan pada:

1. Latar belakang dan tujuan kebijakan Remunerasi
2. Pelaksanaan kaji ulang atas kebijakan Remunerasi tahun sebelumnya, beserta perbaikannya
3. Mekanisme untuk memastikan bahwa Remunerasi bagi Pegawai di unit kontrol bersifat independen dari unit kerja yang diawasinya

c. Cakupan kebijakan Remunerasi dan implementasinya per unit bisnis, per wilayah dan pada perusahaan anak atau kantor cabang yang berlokasi di luar negeri

d. Mengaitkan Remunerasi dengan risiko yang meliputi:

1. Jenis risiko utama (*key risk*) yang digunakan dalam menerapkan Remunerasi
2. Kriteria untuk menentukan jenis risiko utama, termasuk untuk risiko yang sulit diukur
3. Dampak penetapan risiko utama terhadap kebijakan Remunerasi yang Bersifat Variabel
4. Perubahan penentuan jenis risiko utama dibandingkan dengan tahun lalu beserta alasannya, apabila ada.

e. Mengaitkan pengukuran kinerja dengan Remunerasi yang meliputi:

1. Tinjauan mengenai kebijakan Remunerasi yang dikaitkan dengan penilaian kinerja
2. Metode dalam mengaitkan Remunerasi individu dengan kinerja Bank, kinerja unit kerja dan kinerja individu
3. Uraian mengenai metode yang digunakan Bank untuk menyatakan bahwa kinerja yang disepakati tidak dapat tercapai sehingga perlu dilakukan penyesuaian atas remunerasi serta besarnya penyesuaian remunerasi jika kondisi tersebut terjadi

f. Penyesuaian Remunerasi dikaitkan dengan Kinerja dan Risiko yang meliputi:

1. Kebijakan mengenai Remunerasi yang Bersifat Variabel yang ditangguhkan, besarnya, dan kriteria untuk menetapkan besaran tersebut
2. Kebijakan Bank mengenai Remunerasi yang Bersifat Variabel yang ditangguhkan yang ditunda pembayarannya (*malus*), atau ditarik kembali apabila sudah dibayarkan (*clawback*)

g. Bank tidak menggunakan konsultan eksternal terkait kebijakan Remunerasi

*b. The process of preparing the Remuneration policy is based on the following:*

- 1. Background and objectives of the Remuneration policy*
- 2. Review of the previous year's Remuneration policy along with the improvements*
- 3. Mechanism to ensure that Remuneration for Employees in the control unit is independent from the working unit it supervises*

*c. Remuneration policy coverage and implementation per business unit, per region and at subsidiaries or branch offices located abroad*

*d. Correlating Remuneration to the following risk:*

- 1. Key types of risk used in implementing Remuneration*
- 2. Criteria for determining the key types of risk, including for risks that are difficult to measure*
- 3. The impact of determination of key types of risk towards Variable Remuneration policies*
- 4. Changes in determining the key types of risk compared to the previous year and the reasons behind it, if any.*

*e. Correlating performance assessment with Remuneration which includes:*

- 1. Review of the Remuneration policies that are associated with performance assessment*
- 2. Methods in correlating individual remuneration with bank performance, working unit performance and individual performance*
- 3. Explanation regarding the methods that are being used by the Bank to state that the agreed performance cannot be achieved so that remuneration needs to be adjusted as well as the amount of remuneration adjustment if that particular condition occurs*

*f. Remuneration Adjustment is associated with Performance and Risk which includes:*

- 1. Deferred Variable of Remuneration policy which includes the amount and criteria to determine that amount*
- 2. Bank Policy concerning deferred Variable Remuneration which the payment is being postponed (malus), or withdrawn if it has been paid (clawback)*

*g. The bank does not use the service of external consultants regarding the Remuneration policy*



h. Paket Remunerasi dan fasilitas yang diterima oleh Direksi dan Dewan Komisaris mencakup struktur Remunerasi dan rincian jumlah nominal

i. Remunerasi yang Bersifat Variabel, meliputi:

1. Bentuk Remunerasi yang Bersifat Variabel beserta alasan pemilihan bentuk tersebut

2. Penjelasan apabila terdapat perbedaan pemberian Remunerasi yang Bersifat Variabel di antara para Direksi, Dewan Komisaris dan/atau Pegawai

j. Jumlah Direksi, Dewan Komisaris dan Pegawai yang menerima Remunerasi yang Bersifat Variabel selama 1 (satu) tahun, dan total nominalnya.

k. Jabatan dan jumlah pihak yang menjadi material risk takers

l. Shares option yang dimiliki Direksi, Dewan Komisaris, dan Pejabat Eksekutif

m. Rasio gaji tertinggi dan terendah

n. Jumlah penerima dan jumlah total Remunerasi yang Bersifat Variabel yang dijamin tanpa syarat akan diberikan oleh Bank kepada calon Direksi, calon Dewan Komisaris, dan/atau calon Pegawai selama 1 (satu) tahun pertama bekerja sebagaimana dimaksud dalam Pasal 21.

o. Jumlah Pegawai yang terkena pemutusan hubungan kerja dan total nominal pesangon yang dibayarkan

p. Jumlah total Remunerasi yang Bersifat Variabel yang ditangguhkan, yang terdiri dari tunai dan/atau saham atau instrumen yang berbasis saham yang diterbitkan Bank

q. Jumlah total Remunerasi yang Bersifat Variabel yang ditangguhkan yang dibayarkan selama 1 (satu) tahun

r. Rincian jumlah Remunerasi yang diberikan dalam satu tahun meliputi:

1. Remunerasi yang bersifat tetap maupun variabel
2. Remunerasi yang ditangguhkan dan tidak ditangguhkan
3. Remunerasi yang diberikan secara tunai dan/atau saham atau instrumen yang berbasis saham yang diterbitkan Bank

s. Informasi kuantitatif mengenai:

1. Total sisa Remunerasi yang masih ditangguhkan baik yang terekspos penyesuaian implisit maupun eksplisit

2. Total pengurangan Remunerasi yang disebabkan karena penyesuaian eksplisit selama periode laporan

3. Total pengurangan Remunerasi yang disebabkan karena penyesuaian implisit selama periode laporan

*h. The Remuneration Package and facilities received by the Board of Directors and the Board of Commissioners include the Remuneration structure and details of the nominal amount*

*i. Variable Remuneration, which includes;*

*1. Variable Remuneration along with the reasons for choosing that particular variable remuneration*

*2. Explanation if there is a difference in Variable Remuneration between Directors, Board of Commissioners and / or Employees.*

*j. The number of Directors, Board of Commissioners and Employees who receive Variable Remuneration for 1 (one) year, and the total amount of it.*

*k. Position and number of parties that become material risk takers.*

*l. Shares option owned by Directors, Board of Commissioners, and Executive Officers*

*m. The ratio of the highest and lowest salaries*

*n. The number of recipients and the total amount of variable remuneration guaranteed without conditions will be given by the Bank to prospective Directors, candidates for the Board of Commissioners, and / or prospective employees for the first 1 (one) year of work as referred to in Article 21.*

*o. The number of employees affected by termination of employment and the total amount of severance paid.*

*p. Total amount of Deferred variable remuneration, which consists of cash and / or shares or stock-based instruments issued by the Bank*

*q. The total amount of deferred variable remuneration paid for 1 (one) year*

*r. Details of the amount of Remuneration given in one year includes:*

- 1. Fixed and Variable Remuneration*
- 2. Deferred and Not deferred Remuneration*
- 3. Remuneration that is given in the form of cash and/or stocks or other stock based instrument issued by the Bank*

*s. Quantitative information regarding:*

*1. Total remaining Remuneration that is still deferred and exposed either to implicit or explicit adjustments*

*2. Total reduction in Remuneration caused by explicit adjustments during the reporting period*

*3. Total reduction in Remuneration caused by implicit adjustments during the reporting period*

Paket Remunerasi dan fasilitas lain yang diterima oleh Direksi dan Dewan Komisaris tahun 2018 sebagai berikut:

*Remuneration Package and other facilities received by the Board of Directors and Board of Commissioners in 2018 as follows:*

Jenis Remunerasi & Fasilitas Lain / <i>Type of Remuneration &amp; Other Facilities</i>	Jumlah Diterima dalam 1 Tahun / <i>Amount Received in 1 Year</i>			
	Direksi / <i>Directors</i>		Komisaris / <i>Commissioners</i>	
	Orang / <i>People</i>	Jutaan (Rp) / <i>Million (IDR)</i>	Orang / <i>People</i>	Jutaan (Rp) / <i>Million (IDR)</i>
Remunerasi (gaji, bonus, tunjangan rutin, tantiem, dan fasilitas lainnya dalam bentuk non natura) / <i>Remuneration (salary, bonus, routine, allowance, tantiem, and other non natura facilities)</i>	3	1,685	2	569
Fasilitas lain dalam bentuk natura (perumahan, transportasi, asuransi kesehatan, dsb) / <i>Other facilities in the form of natura (housing, transportation, health insurance, etc)</i>	1	1,103	2	20
<b>Jumlah / <i>Total</i></b>	<b>3</b>	<b>2,788</b>	<b>2</b>	<b>589</b>

Paket Remunerasi yang dikelompokkan dalam tingkat penghasilan yang diterima oleh Direksi dan Dewan Komisaris dalam 1 (satu) Tahun.

*Remuneration packages are grouped according certain range of income received by the Board of Directors and the Board of Commissioners in 1 (one) Year.*

Jumlah Remunerasi per orang dalam 1 Tahun / <i>Total Remuneration per Person in 1 Year</i>	Jumlah Direksi / <i>Directors</i>	Jumlah Komisaris / <i>Commissioners</i>
Di atas 2 Miliar Rupiah / <i>Above 2 Billion IDR</i>	-	-
Di atas 1 Miliar Rupiah s/d 2 Miliar Rupiah / <i>Above 1 Billion IDR up to 2 Billion IDR</i>	-	-
Di atas 500 Juta Rupiah s/d 1 Miliar Rupiah / <i>Above 500 Million IDR up to 1 Billion IDR</i>	3	-
500 Juta Rupiah kebawah / <i>Under 500 Million IDR</i>	-	2

Pada tahun 2018, Bank tidak memberikan Remunerasi yang bersifat variabel kepada Direksi, Dewan Komisaris, dan Pegawai.

*During the year of 2018, the Bank did not give any Variable Remuneration to Directors, Commissioners, and Employee*

## 2. Shares Option Yang Dimiliki Direksi, Dewan Komisaris Dan Pejabat Eksekutif

Bank menyelenggarakan Program Opsi Kepemilikan Saham bagi Manajemen dan Karyawan (MESOP). Jumlah saham yang dialokasikan dalam MESOP adalah sampai dengan maksimum 40,000 lembar. Sampai dengan akhir Desember 2018, tidak ada opsi yang dieksekusi.

## 2. Shares Options That The Board Of Directors, The Board Of Commissioners And Executive Officers Have

The Bank provides shareholding program in the form of Management and Employees Shares Option Program (MESOP). The number of shares allocated for MESOP are up to 40,000 shares. As of the end of December 2018, no option was executed.

## 3. Rasio Gaji Tertinggi Dan Terendah

Perbandingan gaji tertinggi dengan gaji terendah Komisaris, Direksi dan Pegawai per posisi 31 Desember 2018 sebagai berikut:

## 3. Highest And Lowest Salary Ratio

Comparison of the highest salaries with the lowest salaries of Commissioners, Directors and Employees as of December 31, 2018 as follows:

<b>Rasio Gaji Tertinggi dan Terendah / The Highest and Lowest Salary Ratio</b>	<b>Rasio / Ratio</b>
Rasio gaji Pegawai yang tertinggi dan terendah / The highest and lowest salary ratio of the employees	27.69 : 1.00
Rasio gaji Direksi yang tertinggi dan terendah / The highest and lowest salary ratio of Directors	1.100 : 1.00
Rasio gaji Dewan Komisaris yang tertinggi dan terendah / The highest and lowest salary ratio of the Board of Commissioners	1.06 : 1.00
Rasio gaji Direksi tertinggi dan Pegawai tertinggi / The highest salary ratio of Board of Directors and highest employee	1.00 : 2.28

## 4. Jumlah Pegawai Yang Terkena Pemutusan Hubungan Kerja Dan Total Nominal Pesangon Yang Dibayarkan Tahun 2018

## 4. Number Of Employees Who Are Affected With Work Termination And The Total Amount Severance Paid In 2018

<b>Jumlah Nominal Pesangon yang dibayarkan per Orang dalam 1 (satu) Tahun / Nominal Amount of Severance paid per Person in 1 (One) Year</b>	<b>Jumlah Pegawai / Number of Employees</b>
Di atas 1 Miliar Rupiah / Above 1 Billion IDR	-
Di atas 500 Juta Rupiah s/d 1 Miliar Rupiah / Above 500 Million IDR up to 1 Billion IDR	-
500 Juta Rupiah ke bawah / Under 500 Million IDR	1

## 5. Rincian Jumlah Remunerasi Yang Diberikan Dalam 1 (Satu) Tahun

## 5. Details Of Remuneration Amount Provided In 1 (One) Year

<b>A. Remunerasi yang bersifat Tetap / Fixed Remuneration *)</b>		
1. Tunai / Cash	Rp. 46,891	
2. Saham/Instrumen yang berbasis saham yang diterbitkan Bank / Shares/stock-based instrument issued by the Bank	-	
<b>B. Remunerasi yang bersifat Variabel / Variable Remuneration *)</b>		
	Tidak Ditangguhkan / Not With-held	Ditangguhkan / With-held
1. Tunai / Cash	-	-
2. Saham/Instrumen yang berbasis saham yang diterbitkan Bank / Shares/stock-based instrument issued by the Bank	-	-

\*) hanya untuk MRT dan diungkapkan dalam Jutaan Rupiah / Applicable for MRT only and in Million Rupiah

## 6. Informasi Kuantitatif

## 6. Quantitative Information

Jenis Remunerasi yang bersifat Variabel / Variable Remuneration *)	Sisa yang masih Ditangguhkan / Shares that are still	Total Pengurangan selama Periode Laporan / Total Reductions during the Reporting Period		
		Disebabkan	Disebabkan	Total (A) +
	<i>With-held</i>	Penyesuaian Eksplisit (A) / Caused Explicit Adjustment (A)	Penyesuaian Eksplisit (B) / Caused Explicit Adjustment (B)	(B)
1. Tunai (dalam Jutaan Rupiah) / Cash (in Million IDR)				
2. Saham/Instrumen yang berbasis saham yang diterbitkan Bank / Shares/stock-based instrument issued by the Bank				

\*) hanya untuk MRT / Applicable for MRT only

## Kesimpulan Umum Hasil *Self Assessment* Tata Kelola Bank Posisi 31 Desember 2018

Sesuai dengan ketentuan Peraturan Otoritas Jasa Keuangan No. 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola Bagi Bank Umum yang mewajibkan Bank untuk melakukan penilaian sendiri (*self-assessment*) atas Penerapan Tata Kelola. Untuk periode 31 Desember 2018 hasil *self-assessment* penerapan Tata kelola Bank pada Peringkat Komposit 3 (tiga) yang mencerminkan bahwa Manajemen Bank telah melakukan penerapan Tata Kelola yang secara umum cukup baik. Hal ini tercermin dari pemenuhan yang cukup memadai atas prinsip-prinsip Tata Kelola. Apabila terdapat kelemahan dalam penerapan prinsip Tata Kelola, maka secara umum kelemahan tersebut cukup signifikan dan memerlukan perbaikan yang menyeluruh oleh manajemen Bank

Penilaian dilakukan sesuai dengan kondisi Bank dalam Penerapan Tata Kelola dengan hasil peringkat sebagaimana tabel berikut :

No	Aspek Penilaian / <i>Assessment Aspect</i>	Peringkat / <i>Rank</i>
1	Pelaksanaan Tugas dan Tanggung Jawab Dewan Komisaris / <i>Implementation of Duties and Responsibilities of the Board of Commissioners</i>	3
2	Pelaksanaan Tugas dan Tanggung Jawab Direksi / <i>Implementation of Duties and Responsibilities of the Board of Directors</i>	3
3	Kelengkapan dan Pelaksanaan Tugas Komite / <i>Completeness and Implementation of the Committee Duties</i>	3
4	Penanganan Benturan Kepentingan / <i>Conflict of Management Interest</i>	2
5	Penerapan Fungsi Kepatuhan Bank / <i>Implementation of the Bank's Compliance Function</i>	3
6	Penerapan Fungsi Audit Internal / <i>Implementation of the Internal Audit Function</i>	3
7	Penerapan Fungsi Audit Ekstern / <i>Implementation of the External Audit Function</i>	3
8	Penerapan Fungsi Manajemen Risiko dan Pengendalian Internal / <i>Implementation of the Risk Management and Internal Control Functions</i>	3
9	Penyediaan Dana Kepada Pihak Terkait dan Debitur Besar / <i>Provision of Funds to the Related Parties and Large Debtors</i>	2
10	Transparansi Kondisi Keuangan dan Non Keuangan Bank, Laporan Pelaksanaan GCG dan Laporan Internal / <i>Transparency of Bank's Financial and Non-Financial Conditions, GCG Implementation Reports and Internal Reports</i>	2
11	Rencana Strategis Bank / <i>Bank's Strategic Plan</i>	2
	Nilai Komposit / <i>Composite Value</i>	3 Cukup Baik /
		<i>Adequately Good</i>

## General Conclusions Results Of *Self Assessment* At 31 December 2018 Position

*In accordance with the regulations of the Financial Services Authority Regulation No. 55 / POJK.03 / 2016 dated 7 December 2016 concerning Implementation of Governance for Commercial Banks requiring Banks to conduct self-assessments on the Implementation of Governance, the Bank conducted self- assessment and for the period of December 31, 2018 the result of the self-assessment of the implementation of the Bank's Governance was at Composite Rate of 3 (three) reflecting that the Bank Management has implemented good governance in general. It was reflected in the sufficiently adequate fulfillment of principles of Governance. In the event that there were weaknesses in the application of the Governance principles, these weaknesses generally were quite significant and required Bank's management's comprehensive improvement.*

*The assessment was carried out in accordance with the conditions of the Bank in the Implementation of the Governance of which results of the ranking was set forth as follows:*

Kesimpulan atas penilaian Penerapan Tata Kelola Bank dengan mempertimbangkan faktor-faktor penilaian Tata Kelola secara komprehensif dan terstruktur atas Governance Structure, Governance Process dan Governance Outcome antara lain adalah sebagai berikut:

### **1. Governance Structure**

Komposisi Jumlah Dewan Komisaris berjumlah 2 (dua) orang belum memenuhi sesuai ketentuan tetapi di dalam pelaksanaannya tugas Komite-Komite cukup efektif dan Bank sudah memiliki Presiden Komisaris per Februari 2019. Kelengkapan anggota Komite Remunerasi dan Nominasi dan Audit masing-masing berjumlah 2 (dua) orang belum sesuai dengan ketentuan.

Untuk Komite Pemantauan Risiko sudah memenuhi jumlah minimum sesuai ketentuan, sehingga pelaksanaan tugas Komite Pemantauan Risiko sudah efektif sementara pelaksanaan Komite Remunerasi dan Nominasi dan Komite Audit cukup efektif dimana Bank berkomitmen untuk lebih mendukung kinerja pengawasan Dewan Komisaris.

### **2. Governance Process**

Untuk memperbaiki Governance Process, Bank telah menindaklanjuti sebagian besar komitmen kepada OJK dan Bank sudah melakukan penyelesaian hasil pemeriksaan pengawas sebesar 84,21% per 31 Desember 2018. Bank berupaya melakukan perbaikan dan melakukan pengkinian atas Kebijakan/Pedoman/SOP (Standar Operasional Prosedur) Bank dimana SOP Remedial dan Pengadaan Barang dan Jasa sudah dilakukan pembaharuan serta Bank terus melakukan pembaharuan sistem dan prosedur agar selalu disesuaikan dengan peraturan yang berlaku. Bank terus melakukan peningkatan kualitas scoring system untuk Kredit Personal Multiguna Tunaiku untuk meningkatkan kinerja yang lebih baik.

### **3. Governance Outcome**

Dengan sebagian besar telah terpenuhi Governance Structure dan perbaikan dalam Governance Process maka Kinerja Tata Kelola Bank telah menunjukkan perbaikan yang cukup signifikan yang ditandai dengan hasil positif dari kinerja Bank. Hal ini diharapkan dapat berpengaruh terhadap Governance Outcome yaitu perbaikan pada aspek transparansi dan terpenuhinya harapan stakeholders dan juga pelaksanaan Tata Kelola secara keseluruhan yang lebih baik.

*The conclusion of assessment on the Implementation of Bank Governance by considering the factors of governance assessment in a comprehensive and structured manner on the Governance Structure, Governance Process and Governance Outcome included the following:*

### **1. Governance Structure**

*The composition of the Board of Commissioners which consists of 2 (two) members have not yet complied with the regulation, however in the implementation of duties of the Committee was quite effective and the Bank already has a President Commissioner as of February 2019. The personnel members of the Remuneration and Nomination and Audit Committee, each of which were 2 (two) people so it has not met the requirement of the regulations.*

*The number of the Risk Monitoring Committee has fulfilled the minimum requirement in accordance with the regulations, thus the implementation of the duties of the Risk Monitoring Committee has been effective. The implementation of the Remuneration and Nomination Committee and Audit Committee was also quite effective where the Bank was committed to further supporting the Board of Commissioners' supervisory performance.*

### **2. Governance Process**

*In order to improve the Governance Process, the Bank followed up most of the commitments to the OJK and the Bank completed the results of the supervisory inspection by 84.21% as of December 31, 2018. The Bank tried to improve and update its Policy / Guidelines / SOP (Standard Operating Procedure) where the Remedial SOP and Procurement of Goods and Services have been updated and the Bank continued to update the systems and procedures so that it is always well adjusted to the applicable regulations. The Bank also continues to improve the quality of the scoring system for Tunaiku Multipurpose Personal Loans in order to improve its performance.*

### **3. Governance Outcome**

*By fulfilling the majority of the Governance Structure and improving the majority of the Governance Process, the Bank's Governance Performance has shown significant improvements marked by positive results of the Bank's performance. The facts were expected to bring a positive effect on the Governance Outcome namely an improvement in aspects of transparency, a fulfillment of stakeholders' expectations and a better implementation of the overall Governance.*

## **Laporan Penilaian Sendiri (Self-assessment) Penerapan Tata Kelola Bank**

## **Self Assessment Report Of The Bank Governance Implementation**

<b>Hasil Penilaian Sendiri Penerapan Tata Kelola Bank / Self-Assessment Report of The Bank Governance Implementation</b>		
	<b>Peringkat / Rank</b>	<b>Definisi Peringkat / Rank Definition</b>
Individu / Individual	3	Mencerminkan Manajemen Bank telah melakukan penerapan Tata Kelola yang secara umum Cukup Baik. Hal ini tercermin dari pemenuhan yang cukup memadai atas prinsip Tata Kelola. Dalam hal terdapat kelemahan dalam penerapan prinsip Tata Kelola, secara umum kelemahan tersebut cukup signifikan dan memerlukan perhatian yang cukup dari Manajemen Bank / <i>Reflecting the Management of the Bank that has carried out the implementation of Governance which was generally Quite Good. It was reflected in the adequate fulfillment of the principles of the Governance. In the event that there were weaknesses in the application of the Governance principles, these weaknesses were generally quite significant and required sufficient attention from the Bank Management.</i>
Konsolidasi / Consolidation	-	-

Berdasarkan hasil *Self-Assessment* Pelaksanaan Tata Kelola Semester II tahun 2018, terdapat beberapa hal esensial sebagai berikut:

#### 1. Peringkat masing-masing faktor

Dengan mempertimbangkan prinsip komprehensif dan terstruktur dalam penilaian Tata Kelola yang mencakup *Governance Structure*, *Governance Process* dan *Governance Outcome*, maka diperoleh peringkat per Aspek Penilaian sebagai berikut :

*Based on the results of the Self-Assessment of the Implementation of Second Semester Governance in 2018, there were several essential things set forth as follows:*

#### *1. The ranks of each factor*

*By considering the comprehensive and structured principle in the Governance assessment including the Governance Structure, Governance Process and Governance Outcome, it was obtained the following ranks per Assessment Aspect:*

No	Aspek Penilaian / Assessment Aspect	Peringkat / Rank
1	Pelaksanaan Tugas dan Tanggung Jawab Dewan Komisaris / <i>Implementation of Duties and Responsibilities of the Board of Commissioners</i>	3
2	Pelaksanaan Tugas dan Tanggung Jawab Direksi / <i>Implementation of Duties and Responsibilities of the Board of Directors</i>	3
3	Kelengkapan dan Pelaksanaan Tugas Komite / <i>Completeness and Implementation of the Committee Duties</i>	3
4	Penanganan Benturan Kepentingan / <i>Conflict of Management Interest</i>	2
5	Penerapan Fungsi Kepatuhan Bank / <i>Implementation of the Bank's Compliance Function</i>	3
6	Penerapan Fungsi Audit Internal / <i>Implementation of the Internal Audit Function</i>	3
7	Penerapan Fungsi Audit Ekstern / <i>Implementation of the External Audit Function</i>	3
8	Penerapan Fungsi Manajemen Risiko dan Pengendalian Internal / <i>Implementation of the Risk Management and Internal Control Functions</i>	3
9	Penyediaan Dana Kepada Pihak Terkait dan Debitur Besar / <i>Provision of Funds to the Related Parties and Large Debtors</i>	2
10	Transparansi Kondisi Keuangan dan Non Keuangan Bank, Laporan Pelaksanaan GCG dan Laporan Internal / <i>Transparency of Bank's Financial and Non-Financial Conditions, GCG Implementation Reports and Internal Reports</i>	2
11	Rencana Strategis Bank / <i>Bank's Strategic Plan</i>	2
	Nilai Komposit / <i>Composite Value</i>	3 Cukup Baik / <i>Adequately Good</i>

## 2. Identifikasi Permasalahan

### A. Kelemahan dan Penyebab

1. Komposisi Anggota Dewan Komisaris belum terpenuhi 3 orang, sehingga Pelaksanaan Tugas dan Tanggung Jawab Dewan Komisaris belum terlaksana secara baik. Pada akhir tahun 2018, Bank belum memenuhi jumlah minimal anggota Dewan Komisaris, maka aspek *Governance Structure* belum terpenuhi. Tetapi pada Februari 2019 Bank telah memiliki Komisaris Utama yang telah mendapat persetujuan dari Otoritas Jasa Keuangan setelah lolos uji kelayakan dan kepatuhan.

2. Komposisi dan Kompetensi anggota Komite-Komite telah sesuai dibandingkan dengan ukuran dan kompleksitas usaha Bank. Meskipun untuk Komite Audit serta Komite Remunerasi dan Nominasi jumlah anggota hanya terdiri dari 2 orang, sehingga belum memenuhi jumlah anggota minimal sebanyak 3 orang. Namun dalam pelaksanaan tugas dan fungsi, Komite-Komite telah mendukung kinerja Pengawasan Dewan Komisaris.

### B. Kekuatan Pelaksanaan Tata Kelola

Seluruh Manajemen Bank memiliki komitmen untuk menerapkan dan meningkatkan kualitas pelaksanaan prinsip-prinsip Tata Kelola secara konsisten. Komitmen tersebut diwujudkan dengan melakukan langkah-langkah peningkatan pelaksanaan Tata Kelola, yaitu:

1. Jumlah Dewan Komisaris belum terpenuhi, yaitu sebanyak 3 orang, tetapi pelaksanaan tugas dan tanggung jawab Dewan Komisaris tetap dapat dilaksanakan dengan baik. Hal ini dikarenakan Komposisi, Integritas, Kompetensi maupun Efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris telah sesuai dengan ukuran dan kompleksitas usaha Bank. Dengan belum terpenuhinya jumlah minimal anggota Dewan Komisaris sesuai ketentuan, maka aspek *Governance Structure* belum terpenuhi tetapi dalam *Governance Process* dapat diatasi yang dapat meningkatkan *Governance Outcome* sehingga hasil - hasil dari pelaksanaan tugas dan tanggung jawab Dewan Komisaris cukup baik. Pedoman dan tata tertib Dewan Komisaris perlu pengkinian sesuai dengan masukan dari regulator mengenai perihal tentang pengaturan etika kerja, waktu kerja dan pengaturan rapat.

2. Pelaksanaan Tugas dan Tanggung Jawab Direksi secara umum baik dimana Komposisi, Integritas, Kompetensi maupun Efektivitas pelaksanaan tugas dan tanggung jawab Direksi, telah sesuai dengan ukuran dan kompleksitas usaha Bank. Dengan terpenuhinya jumlah anggota Direksi, maka aspek *Governance Structure* dapat dipenuhi dan kelemahan yang timbul dalam *Governance Process* dapat diatasi sehingga dapat meningkatkan *Governance Outcome* berupa pelaksanaan tugas dan tanggung jawab Direksi yang lebih baik.

## 2. Problems Identification

### A. Weaknesses and Causes

1. *The composition of the Board of Commissioners which consists of 3 members has not been fulfilled, thus the Implementation of Duties and Responsibilities of the Board of Commissioners has not been implemented adequately. At the end of 2018, the Bank has not met the minimum number of members of the Board of Commissioners, so the Governance Structure aspect has not been achieved. But in February 2019, the Bank has the President Commissioner that has obtained approval from Financial Services Authority after passing fit and proper test.*

2. *Both the composition and competency of members of the Committees have been appropriate compared to the size and complexity of the Bank's business. Although the number of the members of the Audit Committee and Remuneration and Nomination Committee consists of only 2 people making the committees have not met the minimum requirement of the number of members which must consist of 3 people, the Committees have been able to support the performance of the Board of Commissioners Supervision in the implementation of their duties and functions*

### B. The Strength of The Governance Implementation

*All of the Bank Management was committed to implementing and improving the quality of the implementation of consistent principles of Governance. This commitment was manifested by carrying out several steps to improve the implementation of Governance, namely:*

1. *The number of the Board of Commissioners, which should be 3 people, has not been fulfilled; however, the implementation of the duties and responsibilities of the Board of Commissioners were still able to be implemented properly. It happened because the Composition, Integrity, Competence and Effectiveness of the implementation of the duties and responsibilities of the Board of Commissioners were in accordance with the size and complexity of the Bank's business. Since the number of members of the Board of Commissioners has not fulfilled the minimum number of members of the Board of Commissioners in accordance with the regulations, the Governance Structure aspect has not been achieved indeed; however, in the Governance Process it could be overcome so the Governance Outcome was improved making the results of the duties and responsibilities of the Board of Commissioners was quite good. The guidelines and the rules and regulations of the Board of Commissioners needed to be updated in accordance with the input from the regulator regarding matters concerning the regulation of work ethics, work time and meeting arrangements*

2. *The implementation of the Directors' Duties and Responsibilities was good in general, in which Composition, Integrity, Competence and Effectiveness of the implementation of the duties and responsibilities of the Directors were in accordance with the size and complexity of the Bank's business. Since the number of members of the Directors has fulfilled the requirements of the regulation, the Governance Structure aspect could be fulfilled and weaknesses arising in the Governance Process could be overcome so that it was able to improve Governance Outcome in the form of better implementation of the duties and responsibilities of the Directors.*



3. Penerapan fungsi Kepatuhan Bank telah berjalan dengan baik di dalam meningkatkan *compliance awareness* dimana selama periode pelaporan Semester II-2018, tidak ditemukan adanya pelanggaran dan pelampauan BMPK, tidak ditemukan fraud internal dan eksternal, dan tidak adanya kerugian operasional yang signifikan

4. Efektifitas pelaksanaan fungsi Audit Internal sudah mencakup seluruh aspek operasional perbankan dan tidak ditemukan adanya temuan yang bersifat signifikan.

5. Bank memiliki Kebijakan/Pedoman/SOP kerja untuk memenuhi aktivitas didalam organisasi Bank, dimana ketentuan tersebut untuk mendukung operasional Bank. Bank terus melakukan pengkajian dan pengkinian semua Kebijakan/Pedoman/SOP sesuai dengan ketentuan BI/OJK dan Peraturan perundang-undangan yang berlaku.

6. Bank sudah melakukan sebagian besar Hasil Temuan Pemeriksaan OJK pada tahun 2017 dan Manajemen terus berkomitmen untuk menindak lanjuti hasil temuan tersebut.

*3. The Bank's Compliance function has been implemented well in increasing compliance awareness in which during the reporting period of Semester II-2018, there were no violations and over limit of LLL, internal and external fraud, and significant operational losses.*

*4. The effectiveness of the implementation of the Internal Audit function has covered all aspects of banking operations and no significant findings have been found.*

*5. The Bank has a policy / guideline / SOP of work to realize the activities within the Bank's organization, where the regulations were to support the Bank's operations. The Bank continually review and update all Policies / Guidelines / SOPs in accordance with BI / OJK regulations and applicable laws and regulations.*

*6. The Bank carried out most of the OJK Audit Findings in 2017 and Management is continually committed to following up those findings.*