



**Pedoman dan Tata Tertib
Kerja Direksi**

**Board of Directors
Manual**

One MIZUHO
Building the future with you

Tujuan Pedoman dan Tata Tertib Kerja adalah sebagai pedoman bagi Direksi dan Dewan Komisaris dalam rangka memaksimalkan nilai perusahaan dan nilai pemegang saham melalui pelaksanaan tugas, wewenang, hak dan kewajiban sebagai pengurus maupun sebagai individu sesuai dengan prinsip Tata Kelola yang Baik.

Dalam Pedoman dan Tata Tertib Kerja ini yang dimaksud dengan:

1. Bank adalah PT Bank Mizuho Indonesia.
2. Dewan Komisaris adalah organ Bank yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan anggaran dasar serta memberi nasihat kepada Direksi bagi Bank yang berbadan hukum perseroan terbatas.
3. Direksi adalah organ Bank yang berwenang dan bertanggung jawab penuh atas pengurusan Bank untuk kepentingan Bank, sesuai dengan maksud dan tujuan Bank serta mewakili Bank, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan anggaran dasar bagi Bank yang berbentuk badan hukum perseroan terbatas.

Pedoman dan Tata Tertib Kerja Direksi dan Dewan Komisaris yang selanjutnya disebut sebagai "Pedoman" ini disusun dengan memperhatikan:

1. Undang-Undang Nomor 7 Tahun 1992 tentang Perbankan sebagaimana telah diubah dengan Undang-Undang Nomor 10 Tahun 1998 ("Undang-Undang Perbankan");
2. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas ("UUPT");
3. Undang-Undang Nomor 4 Tahun 2023 tentang Pengembangan dan Penguatan Sektor Keuangan ("UU P2SK");
4. Peraturan OJK Nomor 12/POJK.03/2021 tentang Bank Umum;

Purpose of Board Manual is a guideline for Board of Directors and Board of Commissioners in maximizing the corporate value and shareholders through the implementation of duties, authorities, rights and obligations as a board as well as an individual according to the principles of Good Governance.

In this Board Manual, the following are meant by:

1. The Bank is PT Bank Mizuho Indonesia.
2. The Board of Commissioners is a Bank organ tasked with carrying out general and/or specific supervision in accordance with the articles of association and providing advice to the Board of Directors for banks that are incorporated as limited liability companies.
3. The Board of Directors is a Bank organ that has the authority and full responsibility for managing the Bank for the interests of the Bank, in accordance with the purposes and objectives of the Bank and represents the Bank, both inside and outside the court in accordance with the provisions of the articles of association for Banks incorporated as a limited liability company,

The Board Manual of the Board of Directors and Board of Commissioners, hereinafter referred to as the "Guidelines", have been prepared with full attention to:

1. Law Number 7 Year 1992 regarding Banking as amended by Law Number 10 Year 1998 ("Banking Law");
2. Law Number 40 Year 2007 regarding Limited Liability Companies ("UUPT");
3. Law Number 4 Year 2023 concerning the Development and Strengthening of the Financial Sector ("P2SK Law");
4. OJK Regulation Number 12/POJK.03/2021 regarding Commercial Banks;

5. Peraturan OJK Nomor 17 Tahun 2023 tentang Penerapan Tata Kelola bagi Bank Umum;
6. Peraturan OJK Nomor 46/POJK.03/2017 tentang Pelaksanaan Fungsi Kepatuhan Bank Umum;
7. Surat Edaran OJK Nomor 14/SEOJK.03/2025 tentang Penerapan Tata Kelola bagi Bank Umum, dan
8. Anggaran Dasar Perseroan

DIREKSI

Organisasi dan Pembidangan Kepengurusan

1. Bank diurus dan dipimpin oleh Direksi yang diangkat oleh Rapat Umum Pemegang Saham (RUPS).
2. Pembidangan kepengurusan Direksi sepanjang tidak ditetapkan oleh RUPS, ditetapkan oleh Direksi dalam Keputusan Rapat Direksi.
3. Organisasi dan bidang kerja Bank dikelompokkan dan diuraikan berdasarkan fungsi serta bidangnya sebagaimana tertuang dalam Keputusan Direksi tentang Struktur Organisasi Perseroan.

Struktur dan Keanggotaan

1. Pengelolaan Bank dilakukan oleh Direksi yang terdiri dari paling sedikit 3 (tiga) orang, yaitu 1 (satu) orang Direktur Utama, 1 (satu) orang atau lebih Wakil Direktur Utama (jika diperlukan) dan 1 (satu) orang Direktur atau lebih.
2. Direksi dipimpin oleh seorang Direktur Utama.
3. Seluruh anggota Direksi berdomisili di Indonesia.
4. Warga negara Indonesia dan warga negara asing yang memenuhi persyaratan dapat diangkat sebagai Direktur Bank. Namun

5. OJK Regulation Number 17 Year 2023 regarding Implementation of Governance for Commercial Banks;
6. OJK Regulation Number 46/POJK.03/2017 regarding Implementation of Compliance Functions of Commercial Banks;
7. OJK Circular Letter Number 14/SEOJK.03/2025 regarding Implementation of Governance for Commercial Banks, and
8. Article of Association of the Company.

BOARD OF DIRECTORS

Organization and Division of Management

1. The Bank is managed and led by the Board of Directors appointed by the General Meeting of Shareholders (GMS).
2. The division of the Board of Directors' management, as long as it is not determined by the GMS, is determined by the Board of Directors in the Decision of the Board of Directors Meeting (Board Resolution).
3. The Bank's organization and work areas are grouped and described based on their functions and fields as stated in the Decision of the Board of Directors concerning the Bank's Organizational Structure.

Structure and Membership

1. The management of Bank shall be conducted by the Board of Directors consists of at least 3 (three) members, i.e. 1 (one) President Director, 1 (one) or more Deputy President Directors (if necessary) and 1 (one) or more Directors.
2. Board of Directors shall be led by a President Director.
3. All members of Board of Directors shall be residing in Indonesia.
4. Both Indonesian and foreign nationality who meet the requirements can be appointed as Director of the Bank.

demikian mayoritas anggota Direksi atau lebih dari 50% (lima puluh persen) wajib berkewarganegaraan Indonesia.

5. Mayoritas anggota Direksi wajib memiliki pengalaman paling sedikit 5 (lima) tahun di bidang operasional sebagai pejabat eksekutif bank.
6. Jika diperlukan, dapat diangkat seorang anggota Direksi lainnya sebagai wakil direktur utama.
7. Direktur Utama merupakan pihak yang independen terhadap pemegang saham pengendali.
8. Penilaian independensi didasarkan pada hubungan kepengurusan, kepemilikan, dan/atau hubungan keuangan serta keluarga dengan pemegang saham pengendali.
9. Direktur pengganti adalah anggota Direksi yang tengah menjabat dan menggantikan sementara apabila direktur yang bertugas berhalangan. Penetapan direktur pengganti mempertimbangkan aspek benturan kepentingan yang dapat terjadi dalam proses pengambilan keputusan sesuai kewenangannya serta sistem pengendalian internal yang membagi tanggung jawab manajemen risiko menjadi tiga lini pertahanan (*three line of defence*).
10. Anggota Direksi yang menjalani cuti tahunan wajib menunjuk Direktur pengganti (*alternate*) yang akan menjalankan tugas dan wewenang dari Direktur yang bersangkutan. Khusus untuk Direktur Kepatuhan, *alternate* yang ditunjuk harus Direktur lain yang tidak membawahi kegiatan transaksional dan operasional Bank, dan jika cuti lebih dari 7 (tujuh) hari berturut-turut, maka wajib dilaporkan kepada OJK sesuai ketentuan yang berlaku.
11. Direktur pengganti harus dipenuhi dari pihak internal Bank, yang dapat berasal dari direktur yang sedang menjabat. Dalam kondisi tertentu sebagaimana diatur dalam Undang-Undang mengenai perseroan terbatas, Dewan Komisaris dapat menjabat

However, the majority BOD members or more than 50% (fifty percent) shall be Indonesian nationality.

5. Majority of members of the Board of Directors must have at least 5 (five) years of experience in the operational sector as bank executive officers.
6. If necessary, another member of the Board of Directors may be appointed as the deputy managing director.
7. President Director shall be a party who is independent from the controlling shareholders.
8. Assessment of independency shall be based on relationship of management, ownership and/or financial and family relationship with controlling shareholders.
9. An alternate Director is a member of the Board of Directors who is currently serving and temporarily replaces the Director in charge if he/she is unable to attend. The appointment of a replacement Director considers the conflict of interest aspects that may occur in the decision-making process according to his/her authority as well as the internal control system that divides risk management responsibilities into three lines of defense.
10. BOD members who are on annual leave shall appoint alternate Directors which will perform the duties and authorities of the respective Directors. Specifically, for the alternate for Compliance Director, the appointed alternate shall be another non-transactional and non-operational Director, and if such annual leave is more than 7 (seven) consecutive days, shall be reported to OJK according to the prevailing regulations.
11. The alternate Director must be filled from within the Bank, which can come from the incumbent Director. Under certain conditions as stipulated in the Law on Limited Liability Companies, the Board of Commissioners can serve as an alternate

sebagai direktur pengganti. Pelaksanaan tugas direktur pengganti yang dilakukan oleh Dewan Komisaris dilakukan dengan berpedoman pada penerapan Tata Kelola yang Baik termasuk Deklarasi benturan kepentingan yang dilakukan Dewan Komisaris dengan tetap memperhatikan kewenangan ketentuan peraturan perundang-undangan. Bank tidak diperkenankan mengangkat direktur pengganti yang berasal dari pihak di luar Bank dan/atau pihak yang memiliki kewenangan di bawah Direksi.

12. Bank dapat menggunakan direktur pengganti untuk masa tugas paling lama 6 (enam) bulan dan dapat diperpanjang untuk kurun waktu tertentu berdasarkan analisa kebutuhan Bank yang telah disetujui oleh Otoritas Jasa Keuangan dengan menyampaikan surat permohonan yang berisi antara lain:
 - a. alasan perpanjangan masa tugas direktur pengganti;
 - b. rencana atau perkiraan jangka waktu yang dibutuhkan oleh Bank untuk pemenuhan jabatan direktur yang baru; dan
 - c. informasi calon direktur pengganti (apabila sudah ada dan dalam proses di komite yang membawahkan fungsi nominasi Bank).

Penyampaian permohonan perihal perpanjangan direktur pengganti disampaikan Bank kepada Otoritas Jasa Keuangan paling lama 1 (satu) bulan sebelum batas waktu masa tugas direktur pengganti dimaksud berakhir.

13. Jika Direktur Kepatuhan berhalangan tetap, mengundurkan diri, atau habis masa jabatannya, Bank wajib segera mengangkat pengganti Direktur yang membawahkan Fungsi Kepatuhan paling lama 6 (enam) bulan setelah direktur yang membawahkan Fungsi Kepatuhan berhalangan tetap, mengundurkan diri, atau habis masa jabatannya.

Director. The implementation of the duties of an alternate Director carried out by the Board of Commissioners is carried out by adhering to the implementation of Good Governance including the Declaration of conflict of interest carried out by the Board of Commissioners while still paying attention to the authority of the provisions of laws and regulations. The Bank is not permitted to appoint an alternate Director who comes from a party outside the Bank and/or a party that has authority under the Board of Directors.

12. The Bank may use an alternate director for a maximum term of 6 (six) months and this can be extended for a certain period based on an analysis of the Bank's needs which has been approved by the Financial Services Authority by submitting a letter of application which contains, among other things:

- a. the reasons for extending the term of office of the replacement director;
- b. the plan or estimated timeframe required by the Bank to fill the new director's position; and
- c. information on the replacement director candidate (if one exists and is in the process of being nominated by the committee responsible for the Bank's nomination function).

The Bank must submit an application regarding the extension of the alternate director's term of office to the Financial Services Authority no later than 1 (one) month before the expiration of the alternate director's term of office.

13. If the Compliance Director is permanently absent, resign, or the term of office has ended, the Bank must immediately appoint a replacement for the Director in charge of the Compliance Function no later than 6 (six) months after the director in charge of the Compliance Function is permanently absent, resigns, or expires.

14. Direktur yang membawahkan fungsi kepatuhan dilarang membawahkan fungsi-fungsi:
- a. bisnis dan operasional;
 - b. manajemen risiko yang melakukan pengambilan keputusan pada kegiatan usaha Bank;
 - c. treasury (*treasury*);
 - d. keuangan dan akuntansi;
 - e. logistik dan pengadaan barang atau jasa;
 - f. teknologi informasi; dan/atau
 - g. audit intern.

Persyaratan Keanggotaan

1. Persyaratan anggota Direksi adalah:
 - a. Memiliki integritas, antara lain:
 - 1) memiliki akhlak dan moral yang baik;
 - 2) memiliki komitmen untuk mematuhi ketentuan peraturan perundang-undangan termasuk ketentuan dan peraturan Bank serta mendukung kebijakan Otoritas Jasa Keuangan;
 - 3) memiliki komitmen terhadap pengembangan kegiatan usaha Bank yang sehat;
 - 4) tidak sedang menjalani konsekuensi hasil akhir dari penilaian kembali pihak utama dengan predikat tidak lulus dan/atau tidak termasuk dalam daftar tidak lulus; dan
 - 5) cakap melakukan perbuatan hukum.
 - b. Memiliki kompetensi, antara lain:
 - 1) memiliki pengetahuan dan/atau kompetensi (keahlian) yang memadai di bidang yang dibutuhkan dalam pengelolaan Bank dan relevan dengan jabatannya;

14. The Director in charge of the compliance function is prohibited from carrying out the following functions:
- a. business and operations;
 - b. risk management that makes decisions on the Bank's business activities;
 - c. treasury;
 - d. finance and accounting;
 - e. logistics and procurement of goods or services;
 - f. information technology; and/or
 - g. internal audit.

Membership Requirement

1. The requirements for members of the Board of Directors are:
 - a. Having integrity shall be, among other things:
 - 1) having good characters and morals;
 - 2) having a commitment to complying with the provisions of laws and regulations including Bank rules and regulations and supporting the policies of the Financial Services Authority;
 - 3) having a commitment to developing sound Bank's business activities;
 - 4) not undergoing the consequences of the final results of the main party's reassessment with the predicate of not passing and/or not being included in the list of not passing; and
 - 5) being competent to take legal actions.
 - b. Having competencies shall be, among other things:
 - 1) having adequate knowledge and/or competence (expertise) in the fields required in Bank management and relevant to the position;

2) melakukan pengelolaan strategis dalam rangka pengembangan Bank yang sehat, antara lain:

a) menjalankan peran kepemimpinan dalam mencapai penciptaan nilai yang berkelanjutan melalui upaya sebagai berikut:

1. kompetitif dan visioner yang ditunjukkan dengan memiliki komitmen pada kinerja jangka panjang;
2. memiliki sikap beretika dan bertanggung jawab dalam menjalankan bisnis, operasional, dan layanan Bank;
3. berkontribusi terhadap masyarakat dan lingkungan; dan
4. memiliki kemampuan dalam beradaptasi, bertahan, dan bertumbuh;

b) mengelola dan menjalankan rencana strategis Bank (jangka Panjang, menengah, dan pendek) dengan inovasi dan pemanfaatan teknologi informasi terkini secara efektif, berdaya saing, dan mengedepankan prinsip kehati-hatian;

c) menjalankan dan memimpin penerapan manajemen risiko dan system pengendalian internal secara efektif dan efisien yang selaras dengan visi, misi, dan strategi Bank serta mematuhi peraturan perundang-undangan dan standar yang berlaku;

d) mendukung dan melaksanakan pengembangan kualitas sumber daya manusia Bank; dan

e) memastikan akuntabilitas dan integritas sistem keuangan dan pelaporan, termasuk laporan keuangan berkelanjutan, secara tepat waktu dan akurat yang

2) carrying out strategic management in the context of developing sound Bank, including:

a) carrying out a leadership role in achieving sustainable value creation through the following efforts:

1. competitive and visionary as demonstrated by having a commitment to long-term performance;
2. having an ethical and responsible attitude in carrying out business activities, operations and Bank services;
3. contributing to the society and the environment; and
4. having the ability to adapt, survive and grow;

b) managing and implementing the Bank's strategic plans (long, medium and short term) with innovation and effective use of the latest information technology, competitiveness and prioritizing the prudential principle;

c) carrying out and leading the implementation of risk management and internal control systems effectively and efficiently in line with Bank's vision, mission and strategy and comply with applicable laws and regulations;

d) supporting and implementing the development of the quality of the Bank's human resources; and

e) ensuring accountability and integrity of financial and reporting systems, including sustainable, timely and accurate financial statements in

sesuai ketentuan dan standar yang berlaku.

- 3) memiliki pengetahuan tentang Indonesia, terutama mengenai ekonomi, budaya, dan Bahasa Indonesia, bagi anggota Direksi yang merupakan tenaga kerja asing sesuai dengan Peraturan Otoritas Jasa Keuangan mengenai pemanfaatan tenaga kerja asing dan program alih pengetahuan di sektor perbankan.
- c. Memiliki reputasi yang baik, antara lain:
- 1) tidak memiliki kredit dan/atau pembiayaan macet;
 - 2) tidak pernah dinyatakan pailit;
 - 3) tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit;
 - 4) tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan;
 - 5) menyelenggarakan RUPS tahunan;
 - 6) pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris selalu diterima oleh RUPS atau selalu memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS;
 - 7) tidak pernah menyebabkan perusahaan yang memperoleh izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan, dan/atau laporan tahunan dan/atau laporan

accordance with applicable regulations and standards.

- 3) have knowledge of Indonesia, especially regarding economics, culture and the Indonesian language, for members of the Board of Directors who are foreign workers in accordance with the Financial Services Authority Regulation regarding the utilization of foreign workers and knowledge transfer programs in the banking sector.
- c. Having a good reputation shall be, among other things:
- 1) has no bad credit and/or financing;
 - 2) has never been declared bankrupt;
 - 3) has never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be declared bankrupt;
 - 4) has never been convicted of committing a crime that is detrimental to state finances and/or related to the financial sector;
 - 5) holds an annual GMS;
 - 6) accountability as a member of the Board of Directors and/or a member of the Board of Commissioners is always accepted by the GMS or always provides accountability as a member of the Board of Directors and/or a member of the Board of Commissioners to the GMS;
 - 7) has never caused a company that has obtained a permit, approval, or registration from the Financial Services Authority to fail to fulfill its obligation to submit an annual report and/or financial report to the Financial Services Authority, and/or the annual report and/or financial report is not approved and/or ratified by the GMS;

- keuangan tidak disetujui dan/atau disahkan oleh RUPS;
- 8) mendukung pelaksanaan pengelolaan Bank yang sehat; dan
 - 9) menjaga reputasi Bank.

- 8) supports the implementation of healthy Bank management; and
- 9) maintains the Bank's reputation.

Pengangkatan

1. Setiap usulan pengangkatan anggota Direksi kepada RUPS wajib memperhatikan rekomendasi komite remunerasi dan nominasi.
2. Pengangkatan anggota Direksi mengedepankan komposisi secara profesional, independensi, kesesuaian kompetensi, dan memperhatikan keberagaman, yang dibutuhkan secara tepat dalam pelaksanaan tugas dan tanggung jawab Direksi.
3. Setiap anggota Direksi harus memenuhi persyaratan telah lulus penilaian kemampuan dan kepatuhan sesuai dengan ketentuan OJK tentang penilaian kemampuan dan kepatuhan (*fit and proper test*).
4. Anggota Direksi diangkat oleh RUPS untuk masa jabatan 3 (tiga) tahun dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu.
5. Anggota Direksi yang masa jabatannya telah berakhir dapat diangkat kembali paling banyak 3 (tiga) kali periode pengangkatan.

Rangkap Jabatan

Anggota Direksi dilarang merangkap jabatan:

1. sebagai anggota direksi, anggota dewan komisaris, atau pejabat eksekutif pada bank, perusahaan, dan/atau Lembaga lain;
2. pada bidang tugas fungsional pada lembaga keuangan bank dan/atau lembaga keuangan

Appointment

1. Every proposal for the appointment of members of the Board of Directors to the GMS must consider the recommendations of the remuneration and nomination committee.
2. The appointment of members of the Board of Directors prioritizes professional composition, independence, suitability of competence, and attention to diversity, which is needed appropriately in carrying out the duties and responsibilities of the Board of Directors.
3. Every member of the Board of Directors must meet the requirements of having passed the assessment of capability and compliance in accordance with the provisions of the OJK concerning the assessment of capability and compliance (*fit and proper test*).
4. Members of the Board of Directors are appointed by the GMS for a term of office of 3 (three) years without reducing the right of the GMS to dismiss them at any time.
5. Members of the Board of Directors whose term of office has ended may be reappointed for a maximum of 3 (three) periods of appointment.

Concurrent Position

Members of the Board of Directors are prohibited from holding concurrent positions:

1. as a member of the board of directors, member of the board of commissioners, or executive officer at a bank, company, and/or other institution;
2. in the field of functional duties at a bank financial institution and/or non-bank

bukan bank yang berkedudukan di dalam maupun di luar negeri;

3. pada jabatan lain yang dapat menimbulkan benturan kepentingan dalam pelaksanaan tugas sebagai anggota Direksi; dan/atau
4. pada jabatan lain sesuai dengan ketentuan peraturan perundang-undangan.

Tidak termasuk rangkap jabatan dalam hal anggota Direksi:

1. bertanggung jawab terhadap pengawasan atas penyertaan Bank pada perusahaan anak, menjalankan tugas fungsional menjadi anggota Dewan Komisaris pada perusahaan anak bukan bank yang dikendalikan Bank;
2. bertanggung jawab terhadap pengawasan dana pension atau menjalankan tugas sebagai dewan pengawas dana pension, yang dimiliki oleh Bank;
3. melaksanakan tugas sebagai direktur pengganti; dan/atau
4. menduduki jabatan pada organisasi atau lembaga nirlaba, sepanjang tidak mengakibatkan yang bersangkutan mengabaikan pelaksanaan tugas dan tanggung jawab sebagai anggota Direksi.

Tugas, Tanggung Jawab, dan Wewenang Direksi

1. Direksi bertugas menjalankan dan bertanggung jawab atas pengurusan Bank untuk kepentingan Bank yang ditetapkan dalam ketentuan peraturan perundang-undangan dan anggaran dasar Bank.
2. Direksi wajib melaksanakan tugas, wewenang, dan tanggung jawab dengan itikad baik dan dengan prinsip kehati-hatian.
3. Direksi menerapkan Tata Kelola yang Baik pada Bank, manajemen risiko dan kepatuhan secara terintegrasi yang disesuaikan dengan perkembangan ekosistem perbankan terkini serta didukung dengan digitalisasi dan inovasi teknologi.

financial institution domiciled in or outside the country;

3. in other positions that may give rise to a conflict of interest in carrying out duties as a member of the Board of Directors; and/or
4. in other positions in accordance with the provisions of laws and regulations.

Excluding dual positions in the case of members of the Board of Directors:

1. responsible for supervising the Bank's participation in subsidiaries, carrying out functional duties as a member of the Board of Commissioners in non-bank subsidiaries controlled by the Bank;
2. responsible for supervising pension funds or carrying out duties as a supervisory board for pension funds owned by the Bank;
3. carrying out duties as an alternate director; and/or
4. holding a position in a non-profit organization or institution, as long as it does not result in the person concerned neglecting the implementation of duties and responsibilities as a member of the Board of Directors.

Duties, Responsibilities and Authority of the Board of Directors

1. The Board of Directors is tasked with carrying out and being responsible for the management of the Bank for the interests of the Bank as stipulated in the provisions of the laws and regulations and Bank's articles of association.
2. The Board of Directors is required to carry out its duties, authorities, and responsibilities in good faith and with the principle of prudence.
3. The Board of Directors implements Good Governance at the Bank, risk management and its fulfillment in an integrated manner that is adjusted to the development of the current banking ecosystem and supported by digitalization and technological innovation.

4. Dalam menerapkan Tata Kelola yang Baik bagi Bank, Direksi paling sedikit wajib membentuk:
 - a. satuan kerja audit intern;
 - b. satuan kerja manajemen risiko;
 - c. satuan kerja kepatuhan; dan
 - d. satuan kerja lain yang diwajibkan sesuai Peraturan Otoritas Jasa Keuangan.
 5. Direksi wajib menindaklanjuti temuan audit atau pemeriksaan dan rekomendasi dari satuan kerja audit intern Bank, auditor ekstern, hasil pengawasan Otoritas Jasa Keuangan, dan/atau hasil pengawasan otoritas dan Lembaga lain.
 6. Direksi wajib mengungkapkan kepada pegawai mengenai kebijakan internal Bank yang bersifat strategis di bidang kepegawaian.
 7. Direksi wajib mempertanggungjawabkan pelaksanaan tugas kepada pemegang saham melalui RUPS.
 8. Direksi dilarang menggunakan penasihat perorangan dan/atau jasa profesional sebagai tenaga ahli atau konsultan.
 9. Direksi memiliki dan menyediakan data dan informasi yang akurat, relevan, dan tepat waktu, termasuk kepada Dewan Komisaris;
 10. Direksi melaksanakan pengelolaan data dan informasi sesuai dengan Tata Kelola yang Baik pada Bank dan ketentuan peraturan perundang-undangan.
 11. Dalam rangka pelaksanaan tugasnya, Direksi wajib membentuk Komite Direksi yang paling sedikit terdiri atas:
 - a. Komite Manajemen Risiko;
 - b. Komite Assets and Liabilities (ALCO);
 - c. Komite Kebijakan Perkreditan atau Pembiayaan;
 - d. Komite Kredit atau Pembiayaan;
 - e. Komite Pengarah Teknologi Informasi;
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4. In implementing Good Governance for the Bank, the Board of Directors must at least form:
 - a. internal audit work unit;
 - b. risk management work unit;
 - c. compliance work unit; and
 - d. other work units required in accordance with the Financial Services Authority Regulation.
 5. The Board of Directors must follow up on audit findings or examinations and recommendations from the Bank's internal audit work unit, external auditors, the results of supervision by the Financial Services Authority, and/or the results of supervision by other authorities and institutions.
 6. The Board of Directors must disclose to employees regarding the Bank's internal policies that are strategic in the field of personnel.
 7. The Board of Directors must be accountable for the implementation of its duties to shareholders through the GMS.
 8. The Board of Directors is prohibited from using individual advisors and/or professional services as experts or consultants.
 9. The Board of Directors has and provides accurate, relevant, and timely data and information, including to the Board of Commissioners;
 10. The Board of Directors carries out data and information management in accordance with Good Governance at the Bank and the provisions of laws and regulations.
 11. In order to carry out its duties, the Board of Directors is required to form a Board of Directors Committee consisting of at least:
 - a. Risk Management Committee;
 - b. Assets and Liabilities (ALCO) Committee;
 - c. Credit or Financing Policy Committee;
 - d. Credit or Financing Committee;
 - e. Information Technology Steering Committee;

- f. Komite Produk Baru
 - g. Komite lain yang disesuaikan dengan kebutuhan Bank.
- Pengertian dan ketentuan umum Komite adalah sebagaimana dinyatakan dalam Pedoman dan Tata Tertib Kerja Komite (Piagam Komite) dalam memberikan saran dan rekomendasi kepada Direksi.
12. Direksi wajib melakukan evaluasi terhadap kinerja komite sekurang-kurangnya pada setiap akhir tahun buku.
 13. Direksi menyusun dan melaksanakan rencana kegiatan dalam rangka meningkatkan Literasi Keuangan dan Inklusi Keuangan.
 14. Dalam rangka memenuhi pelaksanaan tata kelola, anggota Direksi wajib mengungkapkan:
 - a. kepemilikan saham yang mencapai 5% (lima persen) atau lebih, baik pada Bank yang bersangkutan maupun pada bank dan/atau perusahaan lain, baik yang berkedudukan di dalam maupun di luar negeri;
 - b. hubungan keuangan dengan anggota Direksi lainnya, anggota Dewan Komisaris, dan/atau pemegang saham pengendali Bank; dan
 - c. hubungan keluarga sampai dengan derajat kedua dengan anggota Direksi lainnya, anggota Dewan Komisaris, dan/atau pemegang saham pengendali Bank, dalam laporan pelaksanaan tata kelola.
 15. Direksi wajib memiliki pemahaman yang memadai mengenai risiko pencucian uang, terorisme dan pendanaan Proliferasi Senjata Pemusnah Massal yang melekat pada seluruh kegiatan operasional Bank.
 16. Direksi wajib memastikan penerapan manajemen risiko mencakup *country risk* dan *transfer risk* sesuai dengan Peraturan Otoritas Jasa Keuangan mengenai penerapan manajemen risiko bagi bank
- f. New Product Committee
 - g. Other committees tailored to the needs of the Bank.
- The definition and general provisions of the Committee are as stated in the Committee's Guidelines and Work Rules (Committee Charter) in providing advice and recommendations to the Board of Directors.
12. The Board of Directors is required to evaluate the performance of the committee at least at the end of each financial year.
 13. The Board of Directors prepares and implements an activity plan in order to improve Financial Literacy and Financial Inclusion.
 14. In fulfilling the implementation of governance, members of the Board of Directors disclose:
 - a. share ownership reaching 5% (five percent) or more, either in the Bank concerned, or in other banks and/or companies, domiciled in and outside the country;
 - b. financial relationships with other members of the Board of Directors, members of the Board of Commissioners, and/or controlling shareholders of the Bank; and
 - c. family relationships up to the second degree with other members of the Board of Directors, members of the Board of Commissioners, and/or controlling shareholders of the Bank, in the governance implementation report.
 15. The Board of Directors is required to have an adequate understanding of the risks of money laundering, terrorism and financing of the Proliferation of Weapons of Mass Destruction which are inherent in all Bank operational activities.
 16. The Board of Directors is obliged to ensure that the implementation of risk management includes country risk and transfer risk in accordance with the Financial Services Authority Regulation regarding the implementation of risk

umum dan Peraturan Otoritas Jasa Keuangan.

17. Direksi wajib mengungkapkan remunerasi dan fasilitas dalam laporan Pelaksanaan Tata Kelola yang Baik.

18. Direksi wajib paling sedikit:

- a. menyusun kebijakan dan prosedur untuk mengidentifikasi dan mengelola aset bermasalah, klasifikasi aset, perhitungan terkait penyisihan dan pencadangan, dan hapus buku aset;
- b. melakukan reviu secara berkala atas pengklasifikasian aset dan pencadangan untuk kredit dan/atau pembiayaan bermasalah, serta mengidentifikasi dan mengelola aset bermasalah secara memadai, termasuk pencadangan yang sejalan dengan risiko yang terjadi; dan
- c. melakukan reviu secara berkala terhadap pencadangan yang dibentuk agar sesuai dengan kondisi terkini, sesuai standar dan ketentuan peraturan perundang-undangan.

19. Direksi bertanggung jawab atas:

- a. Penyusunan dan penyajian Informasi Keuangan dan Laporan Keuangan;
- b. Kesesuaian penyusunan dan penyajian Laporan Keuangan dengan standar akuntansi Keuangan dan ketentuan OJK mengenai pencatatan transaksi Keuangan;
- c. Kelengkapan dan kebenaran isi Laporan Keuangan; dan
- d. Penerapan pengendalian internal dalam proses pelaporan keuangan Bank.

Laporan pertanggung jawaban Direksi dilakukan sesuai ketentuan dalam POJK Integritas Pelaporan Keuangan Bank.

20. Dalam hal diketahui terdapat kelemahan yang signifikan atau kondisi yang dapat membahayakan kelangsungan usaha Bank dalam proses pelaporan keuangan Bank,

management for commercial banks and the Financial Services Authority Regulation.

17. The Board of Directors is required to disclose remuneration and facilities in the Good Corporate Governance Implementation report.

18. The Board of Directors must at least:

- a. prepare policies and procedures to identify and manage problematic assets, asset classification, calculations related to provisions and reserves, and write-offs of assets;
- b. conduct periodic reviews of asset classification and reserves for problematic credit and/or financing, and identify and manage problematic assets adequately, including reserves in line with the risks that occur; and
- c. conduct periodic reviews of reserves formed to be in accordance with current conditions, in accordance with standards and provisions of laws and regulations.

19. The Board of Directors is responsible for:

- a. Preparation and presentation of Financial Information and Financial Reports;
- b. Compliance of the preparation and presentation of Financial Reports with Financial Accounting Standards and OJK provisions regarding recording of Financial transactions;
- c. Completeness and accuracy of the contents of the Financial Reports; and
- d. Implementation of internal control in the Bank's financial reporting process.

The Board of Directors' accountability report is carried out in accordance with the provisions of the POJK on the Integrity of Bank Financial Reporting.

20. If it is known that there are significant weaknesses or conditions that could endanger the continuity of the Bank's business in the Bank's financial reporting

Direksi harus memberikan informasi kepada OJK.

21. Direksi bertanggung jawab atas penyusunan, pengembangan dan penerapan Budaya Kepatuhan pada semua tingkat organisasi dalam Bank.
22. Direksi bertugas untuk melakukan pemantauan terhadap pelaksanaan Manajemen Keamanan Sistem Informasi dan Ketahanan Siber yang selanjutnya disebut dengan KKS adalah suatu kondisi untuk menjaga kerahasiaan, keutuhan, dan ketersediaan informasi dan/atau Sistem Informasi Penyelenggara dari Serangan Siber dan menjaga kelangsungan usaha Penyelenggara melalui langkah-langkah antisipatif, adaptif, dan proaktif terhadap Ancaman Siber, serta kemampuan Penyelenggara dalam merespon dan memulihkan secara cepat Insiden Siber.

Pengaturan Kewenangan dan Prosedur Keputusan Direksi

1. Presiden Direktur berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Bank. Apabila Presiden Direktur berhalangan hadir atau berhalangan hadir karena sebab apapun, yang tidak perlu dibuktikan kepada pihak ketiga, maka setiap anggota Direksi lainnya berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Bank.
2. Keputusan Direksi dilakukan secara musyawarah dan mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan oleh Presiden Direktur.
3. Keputusan Direksi yang diambil bersifat mengikat dan menjadi tanggung jawab seluruh anggota Direksi.

process, the Board of Directors must provide information to the OJK.

21. The Board of Directors is responsible for the preparation, development and implementation of Compliance Culture at all organizational levels within the Bank.
22. The Board of Director are responsible to monitor the implementation of the Information System Security & Cyber Resilience management, that is referred to as (“KKS”) which means a condition of maintaining the confidentiality, integrity, and availability of information and/or Information System of an Organizer from a Cyber Attack and maintaining the business continuity of an Organizer through anticipatory, adaptive and proactive measures against a Cyber Threat, as well as the ability of an Organizer to quickly respond and recover from a Cyber Incident.

Authorities and Procedures for Board of Director’s Decisions

1. The President Director has the right and authority to act for and on behalf of the Board of Directors and to represent the Bank. If the President Director is unable to attend or is unable to attend for any reason whatsoever, which does not need to be shown to a third party, then every other member of the Board of Directors has the right and authority to act for and on behalf of the Board of Directors and to represent the Bank.
2. Decisions of the Board of Directors are made through deliberation and consensus. In the event that deliberation and consensus do not occur, the decision is made by the President Director.
3. Decisions of the Board of Directors taken are binding and are the responsibility of all members of the Board of Directors.

Etika Kerja

1. Anggota Direksi wajib dengan itikad baik dan penuh tanggung jawab melaksanakan tugasnya untuk kepentingan usaha Bank.
2. Anggota Direksi wajib senantiasa menaati ketentuan perundang-undangan yang berlaku, ketentuan Anggaran Dasar Bank, Kode Etik Bank, dan kebijakan Bank lainnya yang terkait.
3. Anggota Direksi wajib:
 - a. Tidak termasuk dalam daftar orang yang dilarang menjadi pemegang saham dan atau pengurus bank dan atau bank perkreditan rakyat sebagaimana ditetapkan oleh OJK; dan
 - b. Memiliki kompetensi dan integritas yang baik sesuai dengan penilaian OJK.
4. Direksi wajib mampu membentuk tim kerja yang terpadu dalam rangka mencapai visi, misi, dan tujuan Bank baik dalam jangka pendek maupun jangka panjang.
5. Dalam setiap pengambilan keputusan, Direksi senantiasa mempertimbangkan semua aspek yang relevan, mempertimbangkan pilihan yang terbaik bagi kepentingan Bank, dan semua informasi material sebagai dasar pengambilan keputusan.
6. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawabnya secara independen.
7. Dalam hal terjadi benturan kepentingan, anggota Direksi dilarang melakukan tindakan yang dapat menimbulkan kerugian bagi Bank atau mengurangi keuntungan Bank dan wajib mengungkapkan benturan kepentingan tersebut dalam setiap pengambilan keputusan.

Waktu Kerja

Setiap anggota Direksi harus selalu ada pada saat jam kerja untuk melaksanakan tugasnya di Bank atau pada setiap saat dimana Bank membutuhkan.

Working Ethics

1. Members of Board of Directors shall in good faith and full of responsibility carry out his duties in favour of the business of the Bank.
2. Members of Board of Directors shall at all times comply with the prevailing regulations, provisions in Bank's Articles of Association, Bank's Code of Conduct and other relevant Bank's policies.
3. Members of Board of Directors shall:
 - a. Not be listed in the list of persons prohibited to become shareholder and or management of bank and or rural bank as determined by OJK; and
 - b. Have good competency and integrity in accordance with OJK's assessment.
4. Board of Directors shall be able to establish integrated team work for the purpose of achieving vision, mission and goal of the Bank both in short-term and long-term.
5. In each decision making process, Board of Directors shall at all times take into consideration all relevant aspects, consider the best choice in the interest of the Bank and all material information as the basis of decision making.
6. Each member of Board of Directors shall execute their duties and responsibilities independently.
7. In the event of conflict of interest, members of Board of Directors are prohibited from taking actions that may cause a loss to the Bank or decrease Bank's profit and shall disclose the conflict of interest in each resolution.

Working Time

Each member of Board of Directors shall always be available at working hours to perform its roles at the Bank or whenever the Bank needs so.

Pengaturan Rapat

1. Rapat Direksi diadakan setiap waktu, biasanya 1 (satu) kali dalam seminggu atau jika diperlukan, atau atas permintaan dari seorang atau lebih anggota Direksi atau atas permintaan Dewan Komisaris atau dengan permintaan tertulis dari 1 (satu) pemegang saham atau lebih yang mewakili bersama-sama $\frac{1}{10}$ (satu persepuluh) dari jumlah saham yang dikeluarkan dengan hak suara yang sah.
2. Setiap kebijakan dan keputusan strategis harus diputuskan dalam rapat Direksi, kecuali peraturan perundang-undangan yang berlaku atau Anggaran Dasar Bank menghendaki lain.
3. Rapat Direksi dipimpin oleh Direktur Utama, dalam hal Direktur Utama tidak hadir atau berhalangan, hal mana tidak perlu dibuktikan kepada pihak ketiga, rapat dipimpin oleh Wakil Direktur Utama (jika ada), dalam hal Wakil Direktur Utama tidak hadir atau berhalangan, hal mana tidak perlu dibuktikan kepada pihak ketiga, rapat dipimpin oleh salah seorang yang dipilih oleh dan dari antara anggota Direksi yang hadir.
4. Rapat Direksi sah dan berhak mengambil keputusan yang mengikat apabila paling sedikit 80% (delapan puluh persen) dari jumlah anggota Direksi hadir atau diwakili dalam rapat tersebut.
5. Anggota Direksi dapat hadir sendiri dalam rapat Direksi dan dapat pula mewakili anggota Direksi lainnya.
6. Apabila rapat Direksi tidak mencapai kuorum, maka rapat Direksi berikutnya harus diselenggarakan paling lambat 7 (tujuh) hari sejak tanggal rapat pertama yang diusulkan, dengan ketentuan dan acara yang sama seperti yang direncanakan pada rapat pertama. Apabila rapat kedua tidak mencapai kuorum, maka hal-hal yang

Meeting Arrangements

1. Board of Directors meetings are held at any time, usually 1 (one) time a week or if necessary, or at the request of one or more members of the Board of Directors or at the request of the Board of Commissioners or at the written request of 1 (one) or more shareholders representing together $\frac{1}{10}$ (one tenth) of the number of shares issued with valid voting rights.
2. Each strategy policy and decision must be resolved in the BOD meeting, unless the prevailing laws and regulations or Bank's Articles of Association require otherwise.
3. Board of Directors meeting shall be chaired by the President Director, in the event that the President Director is absent or indisposed which impediment should not necessarily be proven to any third parties, it shall be chaired by Deputy President Director (if any), in the event the Deputy President Director is absent or indisposed which impediment should not necessarily be proven to any third parties, it shall be chaired by a person elected by and among present members of Board of Directors.
4. The Board of Directors' meeting is valid and entitled to adopt binding resolution if at least 80% (eighty percent) of the total members of the Board of Directors are present or represented at the meeting.
5. Board of Director member may himself or herself attend the Board of Directors' meeting and also as a proxy of other members of the Board of Directors.
6. If the Board of Directors' meeting fails to reach a quorum, then the next Board of Director's meeting shall be held within no later than 7 (seven) days as of the proposed date of the first meeting, under same conditions and agenda as originally planned for the first meeting. If the second meeting fails to reach quorum, then any matters that

- seharusnya diputuskan oleh Direksi harus diputuskan dalam RUPS.
7. Keputusan Rapat Direksi harus diambil dengan musyawarah untuk mufakat untuk mencapai suara bulat. Apabila musyawarah untuk mencapai suara bulat tidak tercapai, maka keputusan diambil dengan pemungutan suara berdasarkan suara setuju paling sedikit 80% (delapan puluh persen) dari seluruh anggota Direksi.
 8. Direksi juga dapat mengambil keputusan secara sirkuler, dengan ketentuan bahwa semua anggota Direksi telah diberitahu secara tertulis mengenai usul yang bersangkutan dan mereka semua menyetujui usul tersebut sebagaimana tercantum dalam persetujuan yang mereka tandatangani. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam rapat Direksi.
 9. Risalah rapat memuat jalannya rapat dan keputusan yang diambil oleh Direksi dan dibuat oleh seseorang yang ditunjuk oleh anggota Direksi yang hadir dalam rapat.
 10. Risalah Rapat Direksi yang telah dibuat dan ditandatangani sesuai dengan ketentuan pasal ini berlaku sebagai bukti yang sah bagi semua anggota Direksi dan pihak ketiga tentang segala sesuatu yang diputuskan dalam Rapat Direksi.
 11. Perbedaan pendapat dalam rapat Direksi wajib dicantumkan secara jelas dalam risalah rapat disertai alasan perbedaan pendapat tersebut.
 12. Direksi wajib menyelenggarakan rapat gabungan dengan Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
 13. Rapat Direksi dapat diselenggarakan dengan kehadiran langsung atau dengan menggunakan media telekonferensi, telepresensi, atau melalui media elektronik lainnya.
- should have been resolved by Board of Directors shall be resolved at the GMS.
7. A resolution of the Board of Directors' Meeting must be adopted by deliberations to reach unanimity. If no unanimity is reached by deliberations, the resolutions shall be adopted by voting on the basis of the affirmative votes of at least 80% (eighty percent) of all of the members of Board of Directors.
 8. The Board of Directors can also adopt circular resolutions, provided that all members of Board of Directors have been notified in writing concerning the relevant proposal and they all approve the proposal as indicated in the approval they sign. The resolution adopted in such way shall have the same powers as the resolutions legally adopted at the meeting of the Board of Director.
 9. Minutes of meeting shall contain the course of meeting and resolutions adopted by the Board of Directors and be drawn up by someone appointed by the members of Board of Directors present in the meeting.
 10. Minutes of meeting of Board of Directors already made and signed pursuant to provisions of this article shall serve as valid evidence to all members of Board of Directors and third parties of anything resolved in the meeting of Board of Directors.
 11. Any dissenting opinions in the Board of Directors meeting shall be clearly stated in the minutes of meeting together with the reason of the dissenting opinion.
 12. The Board of Directors is obliged to periodically conduct joint meeting with Board of Commissioners at least once time in every 4 (four) months.
 13. Board of Directors meeting could be held with a physical presence or by using teleconference, telepresence, or through other electronic media.

14. Risalah rapat Direksi wajib ditandatangani oleh seluruh anggota Direksi yang hadir dalam rapat dan dibagikan kepada seluruh anggota Direksi.

Larangan Terhadap Direksi

1. Mayoritas anggota Direksi dilarang saling memiliki hubungan keluarga sampai derajat kedua dengan sesama anggota Direksi dan/atau dengan anggota Dewan Komisaris.
2. Anggota Direksi dilarang memangku jabatan rangkap sebagai Dewan Komisaris, Direksi, atau pejabat eksekutif pada bank, perusahaan, atau lembaga lain.
3. Anggota Direksi baik secara sendiri-sendiri maupun bersama-sama dilarang memiliki saham lebih dari 25% (dua puluh lima persen) dari modal disetor pada Bank dan/atau perusahaan lain kecuali dalam hal kepemilikan saham sehubungan dengan bonus dan/atau tantiem dalam bentuk saham.
4. Anggota Direksi dilarang memberikan kuasa umum kepada pihak lain yang mengakibatkan pengalihan tugas dan fungsi Direksi.
5. Anggota Direksi dilarang memanfaatkan jasa penasihat perorangan dan/atau jasa profesional sebagai tenaga ahli atau konsultan.
6. Anggota Direksi dilarang memanfaatkan Bank untuk kepentingan pribadi, keluarga, dan pihak lain yang dapat menimbulkan kerugian atau mengurangi keuntungan Bank.
7. Anggota Direksi dilarang mengambil keuntungan pribadi dari Bank selain remunerasi dan fasilitas lainnya berdasarkan keputusan RUPS.

14. Minutes of Board of Directors meeting shall be signed by all Board of Directors members present at the meeting and distributed to all Board of Directors members.

Prohibitions for Board of Directors

1. Majority of members of Board of Directors are prohibited to have family relationship up to the second degree with other members of the Board of Directors and/or members of the Board of Commissioners.
2. Members of Board of Directors are prohibited to have double position as Board of Commissioners, Board of Directors or executive officer in other banks, companies or institutions.
3. Members of Board of Directors both individually or jointly are prohibited to own shares of more than 25% (twenty-five percent) of the paid-up capital of the Bank and/or another company except shareholding in connection with receipt of bonuses and/or profit shares in the form of shares.
4. Members of Board of Directors are prohibited to issue general power of attorney to other parties which cause transfer of duties and functions of the Board of Directors.
5. Members Board of Directors are prohibited from utilizing the service of an individual advisor and/or professional services as a consultant or experts.
6. Members of the Board of Directors are prohibited to use the Bank for private, family and other party's interest which may cause loss or decrease to the Bank's profit.
7. Members of Board of Directors are prohibited to take advantage for personal benefit from the Bank other than remuneration and other facilities based on resolution of GMS.

8. Anggota Direksi dilarang melakukan tindakan yang dengan sengaja mengakibatkan:
 - a. Informasi Keuangan dan/atau Laporan Keuangan Bank tidak mencerminkan kondisi Bank yang sebenarnya;
 - b. manipulasi Informasi Keuangan dan/atau Laporan Keuangan Bank;
 - c. Laporan Keuangan Bank tidak sesuai dengan standar akuntansi keuangan dan ketentuan Otoritas Jasa Keuangan mengenai pencatatan transaksi keuangan; dan/atau
 - d. Informasi Keuangan dan/atau Laporan Keuangan Bank tidak sesuai dengan ketentuan peraturan perundang-undangan di sektor jasa keuangan.
9. Anggota Direksi dilarang meminta, menerima, mengizinkan, dan/atau menyetujui untuk menerima imbalan, komisi, uang tambahan, pelayanan, uang, barang berharga, dan/atau segala sesuatu yang mempunyai nilai ekonomis atau manfaat lain, untuk keuntungan pribadi, keluarga, dan pihak lain, dalam pelaksanaan kegiatan usaha Bank dan kegiatan lain terkait dengan Bank.
10. Anggota Direksi wajib menolak dan/atau dilarang menerima suatu perintah atau permintaan dari pemegang saham Bank, pihak terafiliasi, dan/atau pihak lain untuk:
 - a. Melakukan tindakan yang terkait kegiatan usaha Bank dan/atau kegiatan lain yang tidak sesuai dengan penerapan Tata Kelola yang Baik pada Bank;
 - b. Melakukan tindak pidana dan/atau hal yang terindikasi tindak pidana; dan/atau
 - c. Melakukan tindakan dan hal yang dapat merugikan, berpotensi merugikan, dan/atau mengurangi keuntungan Bank.
11. Kepemilikan saham Direktur Utama atau Direktur yang membawahkan fungsi kepatuhan yang berasal dari pemberian bonus, tantiem, program kepemilikan

8. Members of Board of Directors shall be prohibited from carrying out actions that intentionally cause:
 - a. the Bank's Financial Information and/or Financial Reports to not reflect the Bank's actual condition;
 - b. manipulation of Bank's Financial Information and/or Financial Reports;
 - c. Bank's Financial Report to not comply with financial accounting standards and the provisions of the Financial Services Authority (OJK) regarding recording financial transactions; and/or
 - d. Bank's Financial Information and/or Financial Reports to not comply with the provisions of laws and regulations in the financial services sector.
9. Members of Board of Directors are prohibited from requesting, receiving, allowing, and/or agreeing to receive rewards, commissions, additional money, services, money, valuables, and/or anything that has economic value or other benefits, for personal, family, and other parties' benefits, in the implementation of the Bank's business activities and other activities related to the Bank.
10. Members of Board of Directors are mandatory to refuse and/or prohibited from accepting an order or request from the Bank's shareholders, affiliated parties, and/or other parties to:
 - a. Perform actions related to the Bank's business activities and/or other activities that are not in accordance with the implementation of Good Governance at the Bank;
 - b. Committing criminal offenses and/or things that indicate criminal offenses; and/or
 - c. Performing actions and things that can harm, potentially harm, and/or reduce the Bank's profits.
11. Share ownership of the President Director or Director in charge of the compliance function originating from the provision of bonuses, tantiem, share ownership

saham bagi manajemen, dan/atau program kepemilikan saham bagi karyawan pada perusahaan yang merupakan Pemegang Saham Pengendali dan/atau Pengendali Terakhir Bank, tidak diperhitungkan dalam penilaian independensi terhadap Pemegang Saham Pengendali, sepanjang:

- a. Kepemilikan saham merupakan kebijakan dari Pemegang Saham Pengendali dan/atau Pengendali Terakhir Bank dan bukan merupakan inisiatif dari Direktur Utama atau Direktur yang membawahkan fungsi kepatuhan;
- b. Kepemilikan saham tidak untuk diperdagangkan;
- c. Yang bersangkutan menyampaikan surat pernyataan bahwa senantiasa bertindak independen selama menjadi Direktur Utama atau Direktur yang membawahkan fungsi kepatuhan walaupun memiliki saham Pemegang Saham Pengendali dan/atau Pengendali terakhir Bank.

Pemberhentian atau Penggantian

1. Pemberhentian atau penggantian anggota Direksi harus mengutamakan kepentingan utama Bank.
2. Pemberhentian atau penggantian anggota Direksi yang dilakukan sebelum masa jabatan anggota Direksi berakhir harus memperhatikan paling sedikit:
 - a. anggota Direksi dinilai tidak dapat melaksanakan tugas dan tanggung jawabnya dalam mengelola dan melaksanakan strategi Bank yang sehat;
 - b. pemberhentian atau penggantian anggota Direksi tidak didasarkan pada penilaian subjektif pemegang saham, tetapi didasarkan pada penilaian objektif terkait pengelolaan Bank;
 - c. pemberhentian atau penggantian anggota Direksi telah melalui perencanaan dan mekanisme yang berlaku, paling kurang

programs for management, and/or share ownership programs for employees in companies that are Controlling Shareholders and/or Ultimate Controllers of the Bank, are not taken into account in assessing independence from Controlling Shareholders, provided that:

- a. Share ownership is a policy of the Controlling Shareholder and/or the Bank's Last Controller and is not an initiative of the President Director or the Director in charge of the compliance function;
- b. Share ownership is not for trading;
- c. The person concerned submits a statement that he/she will always act independently as long as he/she is the President Director or Director in charge of the compliance function even though he/she owns shares of the Controlling Shareholders and/or the Last Controller of the Bank.

Termination or Replacement

1. Dismissal or replacement of members of the Board of Directors must prioritize the main interests of the Bank.
2. Dismissal or replacement of members of the Board of Directors which is carried out before the term of office of members of the Board of Directors ends must take into account at least:
 - a. members of the Board of Directors are deemed unable to perform their duties and responsibilities in managing and implementing sound Bank strategies;
 - b. dismissal or replacement of members of the Board of Directors is not based on the subjective assessment of shareholders, but is based on an objective assessment related to the management of the Bank;
 - c. dismissal or replacement of members of the Board of Directors has gone through applicable planning and mechanisms, at

- dengan mempertimbangkan penilaian komite yang menjalankan fungsi nominasi dan telah menjadi agenda dalam RUPS;
- d. pemberhentian atau penggantian anggota Direksi tidak mengakibatkan permasalahan dalam organisasi dan kegiatan usaha Bank;
 - e. pelaksanaan pemberhentian atau penggantian anggota Direksi mengutamakan pola komunikasi yang baik dari berbagai pihak terkait; dan
 - f. dilaksanakan dengan mengutamakan penerapan Tata Kelola yang Baik pada Bank dan aspek kehati-hatian.
3. Pemberhentian atau penggantian direktur utama dan/atau direktur fungsi kepatuhan sebelum periode masa jabatan berakhir wajib mendapatkan persetujuan terlebih dahulu dari Otoritas Jasa Keuangan sebelum diputuskan dalam RUPS.
 4. Penyampaian permohonan kepada Otoritas Jasa Keuangan disampaikan Bank paling lama 1 (satu) bulan sebelum rencana pelaksanaan RUPS yang memuat agenda pemberhentian atau penggantian direktur utama dan/atau direktur yang membawahkan fungsi kepatuhan.
 5. Anggota Direksi dapat mengundurkan diri dari jabatannya sebelum masa jabatan berakhir melalui pemberitahuan tertulis kepada Bank. Tata cara pengunduran diri anggota Direksi sesuai dengan ketentuan peraturan perundang-undangan dan dicantumkan dalam anggaran dasar Bank.

Evaluasi Kinerja Direksi

1. Rencana Bisnis Bank yang disusun oleh Direksi dan disetujui oleh Dewan Komisaris, kemudian diturunkan menjadi indikator kunci atas kinerja dan ditetapkan

- least taking into account the assessment of the committee that performs the nomination function and having been on the agenda at the GMS;
- d. dismissal or replacement of members of the Board of Directors does not result in problems in the organization and business activities of the Bank;
 - e. implementation of the dismissal or replacement of members of the Board of Directors prioritizes good communication patterns from various related parties; and
 - f. carried out by prioritizing the implementation of Good Governance at Banks and prudential aspect.
3. Dismissal or replacement of the president director and/or the director in charge of the compliance function before the term of office ends must obtain prior approval from the Financial Services Authority before being decided at the GMS.
 4. Submission of the application to the Financial Services Authority shall be made by the Bank no later than 1 (one) month before the planned implementation of the GMS which contains the agenda for the dismissal or replacement of the president director and/or the director in charge of the compliance function.
 5. Members of the Board of Directors may resign from their positions before the end of their term of office by means of written notification to the Bank. The procedures for the appointment of members of the Board of Directors are in accordance with the provisions of laws and regulations and are stated in the Bank's articles of association.

Evaluation of Board of Directors Performance

1. The Bank's Business Plan prepared by the Board of Directors and approved by the Board of Commissioners, is then translated into key performance indicators and set as

sebagai target bagi anggota Direksi dimaksud.

2. Setiap akhir tahun penilaian, kinerja masing-masing anggota Direksi dinilai berdasarkan kesesuaian dengan target yang dicapai. Hasil penilaian disampaikan kepada Komite Remunerasi dan Nomisasi Bank, yang lalu akan memberikan rekomendasi kepada Dewan Komisaris terkait anggota Direksi yang bersangkutan.
3. Laporan pertanggungjawaban kinerja Direksi mengenai tugas-tugasnya dituangkan dalam Laporan Tahunan. Laporan Tahunan wajib disampaikan dan dimintakan persetujuan dalam RUPS Tahunan serta diunggah dalam situs web Bank untuk keterbukaan informasi lainnya kepada publik, dan kepada pihak-pihak eksternal sesuai peraturan perundang-undangan yang berlaku.

Pola Hubungan Kerja Direksi dan Dewan Komisaris

1. Dewan Komisaris melakukan pengawasan secara umum dan/atau khusus atas keberlangsungan Bank, dan memberikan nasehat kepada Direksi terkait dengan kewenangan dan tanggung jawab Direksi di dalam mengurus Bank.
2. Dewan Komisaris memberikan persetujuan kepada Direksi untuk menjalankan rencana Bank atau hal-hal lain sebagaimana diatur oleh perundang-undangan yang berlaku.
3. Direksi secara berkala melaporkan kepada Dewan Komisaris mengenai jalannya Bank, baik melalui laporan maupun Rapat Koordinasi Direksi dengan Dewan Komisaris yang dilakukan secara berkala paling sedikit 1 (satu) kali dalam 4 (empat) bulan.
4. Dewan Komisaris selanjutnya mengamati, berdiskusi dan menelaah laporan serta keterangan Direksi, dan karenanya

targets for the members of the Board of Directors in question.

2. At the end of each assessment year, the performance of each member of the Board of Directors is assessed based on compliance with the targets achieved. The results of the assessment are submitted to the Bank's Remuneration and Nomination Committee, which will then provide recommendations to the Board of Commissioners regarding the relevant member of the Board of Directors.
3. The Board of Directors' performance accountability report regarding its duties is stated in the Annual Report. The Annual Report must be submitted and requested for approval at the Annual GMS and uploaded to the Bank's website for other information disclosure to the public, and to external parties in accordance with applicable laws and regulations.

Working Relationship Pattern of the Board of Directors and Board of Commisisoners

1. The Board of Commissioners conducts general and/or specific supervision over the sustainability of the Bank, and provides advice to the Board of Directors regarding the authority and responsibilities of the Board of Directors in managing the Bank.
2. The Board of Commissioners grants approval to the Board of Directors to carry out the Bank's plans or other matters as regulated by applicable laws.
3. The Board of Directors periodically reports to the Board of Commissioners regarding the running of the Bank, both through reports and Coordination Meetings of the Board of Directors and the Board of Commissioners which are held periodically at least 1 (one) time in 4 (four) months.
4. The Board of Commissioners then observes, discusses and reviews the reports and statements of the Board of Directors, and therefore provides advice or

memberikan nasehat atau rekomendasi untuk ditindaklanjuti oleh Direksi.

5. Dewan Komisaris dapat secara khusus meminta penjelasan dan keterangan tertentu dari Direksi termasuk akan tetapi tidak terbatas pada realisasi rencana bisnis bank, temuan audit, pelaksanaan ketentuan regulator tertentu, dll. Direksi dalam hal ini wajib memenuhi hal yang diminta dan menyampaikan rencana aksi serta update atas hal tertentu kepada Dewan Komisaris apabila diminta.

Direksi wajib melakukan kajian atas Pedoman ini sekurang-kurangnya 1 (satu) tahun sekali dan melakukan usulan perubahannya apabila diperlukan dan/atau berdasarkan perubahan peraturan dan perundangan-undangan yang berlaku.

Pedoman dan Tata Tertib Direksi ini berlaku efektif sejak tanggal ditetapkan.

recommendations for follow-up by the Board of Directors.

5. The Board of Commissioners may specifically request certain explanations and statements from the Board of Directors including but not limited to the realization of the bank's business plan, audit findings, implementation of certain regulatory provisions, etc. The Board of Directors in this case is obliged to fulfill the requested matters and submit action plans and updates on certain matters to the Board of Commissioners if requested.

The Board of Directors is required to conduct a review of these Guidelines at least once a year and propose changes if necessary and/or based on changes in applicable regulations and laws.

These Guidelines and Rules of Procedure of the Board of Directors are effective from the date of stipulation.

Direksi / Board of Directors
PT Bank Mizuho Indonesia



KEN MATSUO
Presiden Direktur/*President Director*



YOSHIHISA TANAKA
Direktur/*Director*



YOSHIRO SUZUMURA
Direktur/*Director*



SILVIA LIDWINA SCHRAM
Direktur/*Director*



LEONARD WILSON LAY
Direktur/*Director*



YULIANI TAUFAN
Direktur/*Director*