

Board of Directors

5. In the event that the First and Second Directors taking over SEVP Duties are absent or unavailable or under other assignments that are preventing them to take the duties as the First and Second Directors, then the President Director and Vice President Director have the authority to appoint other Director as the Director taking over the SEVP duties. The Compliance Director is exempted.
6. In the event that the First and Second Directors, President Director and Vice President Director are absent or unavailable, then any Director can implement the duty of SEVP. The Compliance Director is exempted.

BOD BOARD CHARTER

The BRI Board of Directors has in place the BOD Board Charter, which was approved through the Decree No. 801-DIR/SKP/11/2015 dated 11 November 2015.

The BOD Board Charter contains work rules and guidance of the Board of Directors in performing their respective duties aligned with the vision and mission to be achieved by the Company.

The BOD Board Charter contains among others:

1. General rules of the Board of Directors members position.
2. Duties and responsibilities of the Board of Directors.
3. Authorities and obligations of the Board of Directors.
4. Corporate values.
5. Work ethics of the Board of Directors.
6. Work period of the Board of Directors.
7. Board of Directors Meeting.
8. Board of Directors Membership Structure.
9. Reporting and Accountability of the Board of Directors.

BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

Referring to Articles of Association, the Board of Directors is collegially responsible in managing the Company as well as representing the Company within and outside of the court. The Board of Directors shall prioritize the interest of the Company in accordance with the purpose and objective of the Company by complying with prevailing laws and regulations, the Articles of Association and the resolutions of the GMS.

Responsibility to the Board of Commissioners and Shareholders

- a. Implementing GMS resolutions.
- b. Prepare the Corporate Long-Term Plan, Bank Business Plan, Work Plan and Budget and other work plans and changes to be submitted to obtain approval from the Board of Commissioners.
- c. Conduct the GMS based on a written request from one or more shareholders representing at least 1/10 (one ten) of the total shares issued with valid voting rights.
- d. Create and maintain a list of shareholders and special lists containing lists of shareholdings owned by commissioners and directors including their families within the Bank and in other companies.
- e. Consult the provision of credit above a certain amount to the Board of Commissioners by referring to the prevailing provisions.
- f. Submit an Annual Report after being reviewed by the Board of Commissioners within a period of no later than 5 (five) months after the financial year of the Company ends to the General Meeting of Shareholders for approval.

Board of Directors

Responsibility in Accounting and Annual Report

- a. Conduct and maintain the Bank's books and administration in accordance with the prevailing practices of the company.
- b. Ensure that the Bank's accounting system is in accordance with financial accounting standards and internal control principles, particularly in terms of financial management, recording, retention and control.
- c. Preparing Annual Report and Periodic Financial Report.

Responsibility in Risk Management

- a. Ensure the adequacy of processes and systems to identify, assess and control the risks faced by the Bank.
- b. Monitor and assess the existence of a sound management process to assess the adequacy of the risk management system and internal control, financial reporting and compliance.
- c. Ensure the existence of an effective control system to ensure the reliability and integrity of information, compliance with applicable policies, procedures, rules and laws, safeguards of the Bank's assets, the efficient use of economic resources, and the achievement of defined objectives and targets for operations.

Responsibilities Related with Organization

Establish an organizational structure, tasks and assign clear responsibilities including appointment of management.

Authority

In carrying out the duties and responsibilities, the Board of Directors shall attain the following authorities as stipulated under the Articles of Association:

1. Stipulate the Policy which appropriately deemed in the Company's management.
2. Arrange the delegation of authority of the Board of Directors to represent the Company inside and outside the court to one or several members of the Board of Directors especially appointed for that purpose, or to a personnel and/or other entity.
3. Administer the regulations regarding the Company's manpower, including determining salaries, pensions or benefits and other income for the employees of the Company pursuant to the prevailing laws and regulations.
4. Appoint and discharge the employees of the Company pursuant to the Company's manpower regulations and prevailing laws and regulations.
5. Appoint and discharge the Corporate Secretary.
6. Write-off bad debt hereinafter reported to the Board of Commissioners.
7. Not to recollect interest receivables, penalties, costs and other receivables besides the basis in order to pay off the Company's receivable.

8. Take or perform all other actions and deeds with regard to the management and ownership of the Company's assets, bind the Company to other parties and/or bind other parties to the Company, and representing the Company inside and outside the court with respect to all matters and in all events, with the limitations as provided in the laws and regulations, the Articles of Association and/or the Resolutions of the GMS.

Obligation

Based on the Articles of Association the Board of Directors has the following obligations:

1. Undertake and ensure the implementation of the Bank's business activities in accordance with the purpose, objectives, and business activities.
2. Prepare in due course the Bank's Corporate Plan, Annual Work and Budget Plan, and other Work Plan and Amendments to be submitted to the Board of Commissioners and approved by the Board of Commissioners.
3. Create a list of Shareholders, Special Lists, Minutes of GMS, and Minutes of Board of Directors' Meeting.
4. Create Annual Report which includes, among other things, the Financial Statements, as a form of accountability of the Bank's management, and the Bank's financial documents as referred to in the Law.

Board of Directors

5. Prepare the Financial Statements as referred to in point 4 in accordance with the Financial Accounting Standards and to submit to the Public Accountant for audit.
6. Submit an Annual Report after the Board of Commissioners has reviewed it within 5 (five) months after the end of fiscal year, to the GMS for approval and ratification.
7. Provide an explanation to the GMS on the Annual Report.
8. Submit Balance Sheet and Profit Loss Statements that have been approved by the GMS to the Minister in charge of the Law in accordance with the provisions of applicable legislation.
9. Maintain List of Shareholders, Special Register, Minutes of GMS, Minutes of Board of Commissioners' Meeting and Board of Directors' Meeting, Annual Report, Bank's financial documents, and other Bank's documents.
10. Archive List of Shareholders, Special Register, Minutes of GMS, Minutes of Board of Commissioners' Meeting and Board of Directors' Meeting, Annual Report, Bank's financial documents, and other Bank's documents in the Bank's domicile.
11. Perform and maintain the Bank's books and administration in accordance with the prevailing rules for a Bank.
12. Develop accounting system in accordance with the Financial Accounting Standards and based on the principles of internal control, especially the functions of handling, recording, storage, and supervision.
13. Provide periodic reports in a manner and time in accordance with applicable provisions, and other reports requested by the Board of Commissioners and/or Dwiwarna Series A Shareholders, with due observance to the laws and regulations, in particular, the prevailing capital market regulations.
14. Prepare the Bank's organizational structure in details with the job descriptions.
15. Provide an explanation of all matters stated or requested by members of the Board of Commissioners and Dwiwarna Series A Shareholders, with due observance to the laws and regulations, in particular, the prevailing capital market regulations.
16. Carry out other obligations in accordance with the provisions stipulated in the Bank's Articles of Association and which are determined by the GMS in accordance with the laws and regulations.
17. Together with the Board of Commissioners shall draw up binding guidelines for each member of the Board of Commissioners and Board of Directors, in accordance with the prevailing laws and regulations.
18. Together with the Board of Commissioners shall establish a code of conduct applicable to all members of the Board of Directors and Board of Commissioners, Employees, and organs of the Bank, in accordance with the prevailing laws and regulations.
19. In performing its duties, the Board of Directors shall put power, thought, and devotion to the duties, obligations, and achievements of the Bank's objectives.
20. In performing duties, members of the Board of Directors shall comply with the Bank's Articles of Association and prevailing laws and regulations, and are required to implement the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness.
21. All members of the Board of Directors shall carry out duties and responsibilities in good faith, full of responsibility and prudence in the best interest of the Bank, with regard to the prevailing rules.
22. Each member of the Board of Directors shall disclose:
 - a. Share ownership of 5% (five percent) or more, in the Bank or other Banks/companies, domiciled within and outside the country.
 - b. Financial relationships and family relationships with other commissioners, members of the Board of Directors and/or controlling shareholders of the Bank.