The Board of Commissioners

Appointment Procedures
Appointment of members of the BOC of the Company are stipulated in the General Meeting of Shareholders (GMS). In the event that the appointed member of the BOC has not been approved by the Financial Services Authority (OJK), then the appointment is not effective before approval is given to the respective party by OJK.

In order to obtain approval for members of its BOC, the Company submits an application to OJK to conduct a fit and proper test. Approval or rejection of such application shall be provided by OJK no later than 30 (thirty) days after receipt of the complete application.

The fit and proper test conducted by OJK includes administrative and interview research. In the event that the candidate being requested for approval and has been appointed in the GMS is not approved by OJK, then the Company through the GMS shall be obliged to dismiss the person concerned.

For a candidate member of the BOC of the Company that has not received OJK approval, the respective candidate is prohibited from performing duties as a member of the BOC in the activities of the Bank and other activities that have a significant influence on the Bank’s financial policies and condition, even though it has been approved and appointed by the GMS.

Dismissal Procedure
The terms of office of the BOC shall ended if:

- Passed away
- End of tenure
- Dismissed pursuant to the GMS
- Declared bankrupt by Commercial Court decision with permanent legal force or put under remission based on court decision
- No longer qualified as member of the BOC based on the Company’s Articles of Associations and other laws and regulations (including but not limited on prohibited concurrent position).

Pursuant to the Articles of Association, a member of BOC has the right to resign from his position by written notification to BRI ad BRI must convene a GMS to decide the proposed resignation of respective BOC member at the latest sixty (60) days after acceptance of resignation letter.

Members of the BOC may also be dismissed by the General Meeting of Shareholders based on rational as deemed appropriate by the General Meeting of Shareholders for the purpose and benefit of the Company.

Resignation of BOC upon Financial Criminal Crime Act
In accordance with the Articles of Association of the Company, a member of the Board of Commissioners has the right to resign from his position by notifying in writing of his intentions to BRI and BRI having to hold a General Meeting of Shareholders to decide on the resignation of 60 (sixty) days after receipt of the resignation letter.

Fit and Proper Test of BOC
Based on the POJK Number 27/POJK.03/2016 on the Fit and Proper Test for Main Party of Financial Services Institutions, the candidates of Controlling Shareholders, members of the Board of Directors and members of the BOC shall obtain OJK approval prior to carrying out their actions, duties and functions. The BOC of the Company is required to meet the requirements of integrity, financial reputation, and competence.
The Board of Commissioners

Members of the BOC who have passed fit and proper test without notes and have received approval from the Financial Services Authority, indicate that each member of the BOC has adequate integrity, competence and financial reputation, can be seen through the table below:

<table>
<thead>
<tr>
<th>No</th>
<th>Commissioner</th>
<th>Title</th>
<th>Effective Date based on OJK Letter</th>
<th>Fit And Proper Test Implementer</th>
<th>Result</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Andrinof A. Chaniago</td>
<td>President Commissioner/Independent</td>
<td>19 July 2017</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>2</td>
<td>Gatot Trihargo</td>
<td>Vice President Commissioner</td>
<td>10 June 2015</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>3</td>
<td>A. Fuad Rahmany</td>
<td>Independen Commissioner</td>
<td>26 May 2017</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>4</td>
<td>A. Sonny Keraf</td>
<td>Independen Commissioner</td>
<td>10 June 2015</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>5</td>
<td>Mahmud</td>
<td>Independen Commissioner</td>
<td>28 February 2017</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>6</td>
<td>Rofikoh Rokhism*</td>
<td>Independen Commissioner</td>
<td>31 January 2018</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>7</td>
<td>Hadiyanto**</td>
<td>Commissioner</td>
<td>21 September 2018</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>8</td>
<td>Vincentius Sonny Loho***</td>
<td>Commissioner</td>
<td>05 September 2012</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>9</td>
<td>Jeffry J. Wurangian****</td>
<td>Commissioner</td>
<td>19 July 2017</td>
<td>OJK</td>
<td>Pass</td>
</tr>
<tr>
<td>10</td>
<td>Nicolaus Teguh Budi Harjanto</td>
<td>Commissioner</td>
<td>19 July 2017</td>
<td>OJK</td>
<td>Pass</td>
</tr>
</tbody>
</table>

*) Declared passed by OJK Fit & Proper in 2018 based on OJK Letter No. Sk-18/Pbk.12/2018 dated 31 January 2018
**) Declared passed by OJK Fit & Proper in 2018 based on OJK Letter No. Sk-194/Pbk.12/2018 dated 21 September 2018
****) Effective serving until March 22, 2018

BOC CODE OF CONDUCT
In carrying out its duties, authorities, obligations and responsibilities, the Board of Commissioners has a guideline in the form of the Board of Commissioners' Code of Conduct that have been updated and ratified through the Board of Commissioners Decree No:09-KOM/11/2018 dated 01 November 2018. The Structure of Guideline for the Board of Commissioners is in accordance with the prevailing laws and regulations.

DUTIES AND RESPONSIBILITIES
The BOC is collectively performing oversight to the management function of the Company. The roles of the BOC include the provision of advice and direction to the Board of Directors on the implementation of policies the Company’s policies in conducting the business activities based of strategy and objectives of BRI.

Duties of the Board of Commissioners
The BOC has the duty to supervise the management policy, the general management of the Company and the Company’s business and provide commitment to the Board of Directors including supervision of the implementation of the Company’s Long Term Plan, Company Work Plan and Budget as well as the Articles of Association and Shareholders Resolution, as well as prevailing law and regulations, for the benefit of the Company and in accordance with the purposes and objectives of the Company.
The Board of Commissioners

President Commissioner

a. Lead the BOC meetings and the meetings with the Board of Directors.
b. Lead the General Meeting of Shareholders (GMS).
c. Coordinate and monitor the implementation of the work program of the BOC.
d. Coordinate the activities of the Board of Commissioners to supervise the implementation of the tasks and responsibilities of the Board of Directors.

BOC Authorities

1. Verify books, letters, and other documents, review cash for verification purpose and other securities, and check the Company’s assets;
2. Enter the yard, building and office used by the Company;
3. Request an explanation from the Board of Directors and/or other officials regarding all matters relating to the management of the Company;
4. To know all policies and actions that have been and will be carried out by the Board of Directors;
5. Requests the Board of Directors and/or other officials under the Board of Directors with the knowledge of the Board of Directors to attend BOC meetings;
6. Appoint and dismiss a Secretary of the BOC, upon the suggestion of the Series A Dwiwarna Shareholder;
7. Establish an Audit Committee and other committees, if deemed necessary by taking into account the Company’s capabilities;
8. Use experts for certain matters and within a certain period of time at the Company’s expense, if deemed necessary;
9. Temporarily dismiss member of the Board of Directors by stating the reason if the respective member of the Board of Directors breach the Article of Association of the Company or any indication of taking action that jeopardize the Company or neglecting his/her obligations or occurrence of urgent reasons for the Company;
10. Perform management actions of the Company in certain circumstances for a certain period of time in accordance with the provisions of the Company’s Article of Association;
11. Attending Board of Directors’ meetings and providing views on matters discussed;
12. Approved the appointment and dismissal of the Corporate Secretary and/or Head of the International Supervisory Unit.
13. Provide written approval for the actions of the Board of Directors in accordance with the Company’s Articles of Association and applicable regulations;
14. Carry out other oversight authorities insofar as they do not conflict with statutory regulations, Articles of Association and/or GMS decisions.

Responsibilities of the BOC

Each member of the BOC is collectively liable on the Company’s loss should one of them is guilty or negligent in performing his/her duties, unless the relevant member of the Board of Commissioners can prove:

1. The loss was not caused by his/her error or negligence;
2. Has performed supervision with good faith and prudence, in compliance with the Company’s objectives;
3. Does not have any conflict of interest, directly or indirectly, for any of the Board of Directors’ management that has caused the loss, and
4. Have taken actions to prevent the loss and its reoccurrence.
Disclosure on Substitute Director and SEVP Policy

In order to ensure the efficiency and effectiveness of the company’s operational, in the event of a vacant position of the Director(s) and SEVP, BRI has in place the Substitute Director stipulation policy as stated in the Decree of BRI Board of Directors No. 20-DIR/CDS/05/2017.

Substitute Director
1. The appointed Substitute Director has a corresponding field of duty with the substituted Director position.
2. The Substitute Director is effective when a Director is absent or unavailable for any reasons, without having to prove the situation to a third party, for certain period of at least 1 (one) day.
3. The First Substitute for President Director is Vice President Director.
4. The Second Substitute for President Director is 1 (one) Director, should the vice president director is not available for any reasons, with due observance to the four eyes principle as stipulated in the Bank’s lending policies. The Risk Management Director and Compliance Director are exempted.
5. Should the vice president director is unavailable for any reasons, the president director may take over his/her duties. A Certificate of Responsibility Handover is not required.
6. The Second Substitute of Vice President Director is 1 (one) director, should the president director and vice president director are unavailable for any reasons, except for the Risk Management Director and Compliance Director.
7. The Substitute Director for Compliance Director shall meet Bank Indonesia’s requirements regarding the implementation of compliance function in commercial banks, as follows:
   a. Other Director, except the President Director and Vice President Director.
   b. The Substitute Compliance Director may not oversee business & operational functions, risk management that serves as the decision-making authority on the Bank’s business activities, treasury, finance and accounting, logistics, and goods & services procurement, information technology, and internal audit.
   c. In the event that the Substitute Compliance Director is overseeing the functions in the point ‘b’ of this clause, higher main duties shall be replaced by the Substitute Director.
8. The First Substitute Director is established when a Director is absent or unavailable.
9. The Second Substitute Director is established when the Director and First Substitute Director are absent or unavailable.
10. The Third Substitute Director is established when the Director, First Substitute Director and Second Substitute Director are absent or unavailable.
11. In the event that the First to Third Substitute Directors are absent or unavailable or under other assignments that are preventing them to take the duties as the Substitute Director, then the President Director and Vice President Director have the authority to appoint other Director as the Substitute Director. The Compliance Director is exempted.
12. In the event that the First to Third Substitute Directors, President Director and Vice President Director are absent or unavailable, then any Director can implement the duty as the Substitute Director. The Compliance Director is exempted.

Substitute SEVPs
1. The appointed Director as the Substitute Director that taking over the SEVP duties has a corresponding field of duty with the SEVP position.
2. The transfer of SEVP duties is effective when a SEVP is absent or unavailable for any reasons, without having to prove the situation to a third party, for certain period of at least 1 (one) day.
3. The First Director taking over the SEVP duties is established when the SEVP is absent or unavailable.
4. The Second Director taking over the SEVP duties is established when the First Director is absent or unavailable.
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.

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 Commissioner 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.

BOD BOARD ChARTER
The BRI Board of Directors has in place the BOD Board Charter, which was approved through the Decree No. 801-DINSKP/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.