05

TATA KELOLA PERUSAHAAN YANG BAIK

GOOD CORPORATE GOVERNANCE

A. Pendahuluan

A. Preliminary

1. Sejarah PT Bank Net Indonesia Syariah (d/h PT Bank Maybank Syariah Indonesia)

PT Bank Net Indonesia Syariah (d/h PT Bank Maybank Syariah Indonesia ("BNS" atau "Bank") pertama kali berdiri pada tahun 1994 saat terjadi joint venture dua bank konvensional dari dua negara (Malaysia dan Indonesia), yakni Malayan Banking (Maybank) Berhad dan Bank Nusa Nasional dengan nama PT Maybank Nusa International pada tanggal 16 september 1994.

Selanjutnya pada 14 November 2000, PT Maybank Nusa International berganti nama menjadi PT Bank Maybank Indocorp dengan beralihnya kepemilikan saham Bank Nusa Nasional kepada Menteri Keuangan Republik Indonesia qq PT Perusahaan Pengelola Aset (Persero).

Sebagai bank konvensional, PT Bank Maybank Indocorp pada saat itu menawarkan jasa perbankan yang meliputi pembiayaan skala besar untuk nasabah korporasi serta komersial. Pada perjalanan berikutnya, berdasarkan Surat Keputusan Gubernur Bank Indonesia No. 12/60/ KEP. GBI/DpG/2010 tanggal 23 September 2010 tentang Pemberian izin Perubahan Kegiatan Usaha dari Bank Umum Konvensional menjadi Bank Umum Syariah, PT Bank Maybank Indocorp melakukan konversi kegiatan usaha yang semula konvensional menjadi kegiatan usaha berbasis syariah dan berganti nama menjadi PT Bank Maybank Syariah Indonesia.

PT Bank Maybank Syariah Indonesia resmi beroperasi sejak tanggal 11 Oktober 2010. Pada Desember 2011 komposisi kepemilikan PT Bank Maybank Syariah Indonesia berubah dengan beralihnya 30.000 lembar saham milik Menteri Keuangan Republik Indonesia qq PT Perusahaan Pengelola Aset (Persero) kepada Maybank dan 9.451 lembar saham milik Maybank kepada PT Prosperindo (akta Notaris Aliya S. Azhar S.H., M.H., M.Kn., No. 27 tanggal 19 Desember 2011), sehingga komposisi pemegang saham PT Bank Maybank Syariah Indonesia sampai dengan posisi tanggal 31 Desember 2019 adalah sebagai berikut:

1.Malayan Banking Berhad: 99%
2.PT Prosperindo: 1%

1. History of PT Bank Net Indonesia Syariah (formerly PT Bank Maybank Syariah Indonesia)

The history of PBank Net Syariah (d/h PT Bank Maybank Syariah Indonesia ("BNS" or "Bank") begins in 1994 with a joint venture conventional bank of two countries, Malayan Banking (Maybank) Berhad and Bank Nusa Nasional namely of PT Maybank Nusa International on September 16, 1994.

Thereafter, on November 14, 2000, PT Maybank Nusa International adopted a new name PT Bank Maybank Indocorp along with the acquisition of Bank Nusa Nasional's shares by the Ministry of Finance of Republic Indonesia qq PT Perusahaan Pengelola Aset (Persero).

As a conventional bank, PT Bank Maybank Indocorp offered a range of conventional banking services including major scale financing for corporate and commercial customers before transforming into PT Bank Maybank Syariah Indonesia (Maybank Syariah) based on Bank Indonesia Governor's Decree No. 12/60/KEP.GBI/DpG/2010 dated 23 September 2010 on the Approval for the Change in Business Activities from Conventional Commercial Bank to Sharia Commercial Bank PT Bank Maybank Syariah Indonesia.

PT Bank Maybank Syariah Indonesia officially operated on October 11, 2020. Then in December 2011 the composition of share ownership of PT Bank Maybank Syariah Indonesia changed with the transfer of 30,000 shares of the Bank owned by Ministry of Finance of Republic Indonesia qq PT Perusahaan Pengelola Aset (Persero) to Malayan Banking (Maybank) Berhad and Maybank has sold 9,451 shares of the Bank to PT Prosperindo (based on Notarial deed of Aliya S. Azhar S.H., M.H., M.Kn., No. 27 dated December 19, 2011), so that the composition of the shareholders of PT Bank Maybank Syariah Indonesia until December 31, 2019 was as follows:

1.Malayan Banking Berhad: 99%
2.PT Prosperindo: 1%

2. Aksi Korporasi (Akuisisi PT Bank Maybank Syariah Indonesia dan Perubahan Nama Bank Menjadi PT Bank Net Indonesia Syariah)

Pada tanggal 15 Mei 2019 Malayan Banking Berhad ("Maybank") dan PT Prosperindo ("Properindo") selaku Pemegang Saham PT Bank Maybank Syariah Indonesia ("MSI") telah menandatangani Perjanjian Pembelian Saham (Agreement for the Sale and Purchase of Shares) dengan PT NTI Global Indonesia ("NTI") dan PT Berkah Anugerah Abadi ("BAA") untuk rencana penjualan dan pengalihan seluruh kepemilikan saham Maybank dan Prosperindo dalam PT Bank Maybank Syariah Indonesia ("MSI") kepada NTI dan BAA ("Pengalihan Saham"). Pengalihan Saham ini merupakan kebijakan Group Maybank untuk menyelaraskan arah strategis dan bisnis sekaligus memperkuat sinergi bisnis melalui capital management yang efektif/efisien di dalam Grup Maybank.

Berdasarkan Surat Keputusan Anggota Dewan Komisioner Otoritas Jasa Keuangan (OJK) masing-masing Nomor KEP-218/D.03/2019 dan Nomor KEP.219/D.03/2019 keduanya tertanggal 12 Desember 2019 (terlampir), OJK telah memberikan izin/persetujuan atas akuisisi 70% saham PT Bank Maybank Syariah Indonesia (MSI) oleh PT NTI Global Indonesia dan akusisi 30% saham MSI oleh PT Berkah Anugerah Abadi. Dengan akuisisi ini maka Pemegang Saham MSI yang semula adalah Malayan Banking Berhad dan PT Prosperindo berubah menjadi sebagai berikut:

1.PT NTI Global Indonesia: 70%
2.PT Berkah Anugerah Abadi: 30%

Sejalan dengan persetujuan akuisisi tersebut, berdasarkan Surat Keputusan Deputi Komisioner Pengawas Perbankan I OJK Nomor KEP-113/PB.1/2019 tanggal 20 Desember 2019 (terlampir), OJK telah menyetujui perubahan nama MSI melalui Penetapan Penggunaan Izin Usaha Atas Nama PT Bank Maybank Syariah Indonesia Menjadi Izin Usaha Atas Nama PT Bank Net Syariah. Dengan demikian, terhitung sejak tanggal 20 Desember 2020 PT Bank Maybank Syariah Indonesia resmi berubah nama menjadi PT Bank Net Indonesia Syariah.

2. Corporate Action (Acquisition of PT Bank Maybank Syariah Indonesia and Amendment of Bank Name into PT Bank Net Indonesia Syariah)

On May 15, 2019 Malayan Banking Berhad ("Maybank") and PT Prosperindo ("Properindo") as Shareholders of PT Bank Maybank Syariah Indonesia ("MSI") has signed the Agreement for the Sale and Purchase of Shares with PT NTI Global Indonesia ("NTI") and PT Berkah Anugerah Abadi ("BAA") for the planned sale and transfer of all Maybank and Prosperindo shares ownership of PT Bank Maybank Syariah Indonesia ("MSI") to NTI and BAA ("Transfer of Shares"). This Transfer of Shares was Maybank Group's policy to align strategic and business direction while strengthening business synergy through effective / efficient capital management within the Maybank Group.

Based on the Decree of the Members of the Board of Commissioners of the Financial Services Authority (OJK) Number KEP-218 / D.03 / 2019 and KEP.219 / D.03 / 2019 respectively, both Number both dated December 12, 2019 (attached), the OJK has given permission / approval of the acquisition of 70% of PT Bank Maybank Syariah Indonesia's (MSI) shares by PT NTI Global Indonesia and the acquisition of 30% MSI shares by PT Berkah Anugerah Abadi. By this acquisition, MSI's Shareholders, which were originally Malayan Banking Berhad and PT Prosperindo, have become as follows:

1.PT NTI Global Indonesia: 70%
2.PT Berkah Anugerah Abadi: 30%

In accordance with the acquisition agreement, based on the Decree of the Deputy Commissioner for Banking Supervision I of OJK Number KEP-113 / PB.1 / 2019 dated December 20, 2019 (attached), OJK has approved the amendment of MSI's name through the Determination of the Use of Business Licenses on behalf of PT Bank Maybank Syariah Indonesia Becomes a Business License on Behalf of PT Bank Net Syariah. Thus, starting from December 20, 2020 PT Bank Maybank Syariah Indonesia has officially changed its name to PT Bank Net Indonesia Syariah.

Perubahan nama PT Bank Maybank Syariah Indonesia menjadi PT Bank Net Indonesia Syariah telah diumumkan secara resmi dalam surat kabar nasional (Harian Republika) pada tanggal 30 Desember 2019. Adapun akuisisi MSI oleh PT NTI Global Indonesia dan PT Berkah Anugerah Abadi telah berlaku efektif pada saat penandatanganan akta akuisisi oleh pihak Penjual (Malayan Banking Berhad dan PT Prosperindo) dan Pembeli (PT NTI Global Indonesia dan PT Berkah Anugerah Abadi), yaitu pada tanggal 31 Januari 2020 dan telah diumumkan pula secara resmi dalam surat kabar nasional (Harian Republika) pada tanggal 7 Februari 2020.

Perlu kami garisbawahi bahwa mengingat Laporan Pelaksanaan *Good Corporate Governance* ini disusun berdasarkan posisi per 31 Desember 2019 maka hal-hal yang diuraikan dalam Laporan ini menggambarkan kondisi ketika PT Bank Net Indonesia Syariah (d/h PT Bank Maybank Syariah Indonesia) masih merupakan anak perusahaan dari Malayan Banking Berhad atau sampai dengan saat sebelum beralihnya kepemilikan Bank dari Pemegang Saham Pengendali (PSP) lama kepada PSP baru.

3. Kebijakan Tata Kelola PT Bank Net Indonesia Syariah (d/h PT Bank Maybank Syariah Indonesia ("BNS")

Sesuai Peraturan Bank Indonesia No.11/33/PBI/2009 tanggal 7 Desember 2009 dan Surat Edaran Bank Indonesia No.12/13/DPbS tanggal 30 April 2010 tentang Pelaksanaan *Good Corporate Governance* Bagi Bank Umum Syariah dan Unit Usaha Syariah, Pelaksanaan GCG oleh BNS berlandaskan pada 5 (lima) prinsip dasar yaitu:

- Pertama, transparansi *(transparency)*, yaitu keterbukaan dalam mengemukakan informasi yang material dan relevan serta keterbukaan dalam proses pengambilan keputusan.
- Kedua, akuntabilitas *(accountability)* yaitu kejelasan fungsi dan pelaksanaan pertanggungjawaban organ bank sehingga pengelolaannya berjalan secara efektif.

The Amendment of PT Bank Maybank Syariah Indonesia to PT Bank Net Indonesia Syariah was officially announced in a national newspaper (Republika Daily) on 30 December 2019. The acquisition of MSI by PT NTI Global Indonesia and PT Berkah Anugerah Abadi was effective at the time of signing the deed of acquisition by the Vendor (Malayan Banking Berhad and PT Prosperindo) and the Buyer (PT NTI Global Indonesia and PT Berkah Anugerah Abadi), on January 31, 2020 and has also been officially announced in a national newspaper (Republika Daily) on the 7th February 2020.

We need to highlight that since this Report on the Implementation of Good Corporate Governance was prepared based on the position as of December 31, 2019, consequently the matters described in this Report explains the conditions when PT Bank Net Indonesia Syariah (formerly PT Bank Maybank Syariah Indonesia) was still a subsidiary of Malayan Banking Berhad or until before the ownership transfer of the Bank from the former Controlling Shareholder (PSP) to the new PSP.

3. Policy of PT Bank Net Indonesia Syariah (formerly PT Bank Maybank Syariah Indonesia ("BNS") Good Corporate Governance

In accordance with Bank Indonesia Regulation No.11/33/PBI/2009 dated 7 December 2009 and Bank Indonesia Circular Letter No.12 / 13 / DPbS dated 30 April 2010 concerning Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units, Implementation of GCG by The bank is based on 5 (five) basic principles, namely:

- First, Transparency, explicitly clearness in disclosing material and relevant information as well as in decision making process.
- Second, Accountability, explicitly clarity of function and duty implementation of the Bank's organs to allow effective management.

- Ketiga, pertanggung jawaban *(responsibility)* yaitu kesesuaian pengelolaan bank dengan peraturan perundang-undangan yang berlaku dan prinsip-prinsip pengelolaan bank yang sehat.
- Keempat, profesional *(professional)* yaitu memiliki kompetensi, mampu bertindak obyektif, dan bebas dari pengaruh/tekanan dari pihak manapun (independen) serta memiliki komitmen yang tinggi untuk mengembangkan bank syariah.
- Kelima, kewajaran *(fairness)* yaitu keadilan dan kesetaraan dalam memenuhi hak-hak *stakeholders* berdasarkan perjanjian dan peraturan perundang-undangan yang berlaku.

Dalam melaksanakan GCG BNS berpedoman pada peraturan perundang-undangan dan ketentuan/kebijakan internal sebagai berikut:

1. Undang-undang No.40 tahun 2007 tentang Perseroan Terbatas.
2. Undang-Undang No.21 tahun 2008 Tentang Perbankan Syariah.
3. Peraturan Bank Indonesia No.11/3/PBI/2009 Tanggal 29 Januari 2009 tentang Bank Umum Syariah sebagaimana telah diubah dengan Peraturan Bank Indonesia No.15/13/PBI/2013 tanggal 24 Desember 2013.
4. Peraturan Bank Indonesia No.7/6/PBI/2005 tanggal 20 Januari 2005 tentang Transparansi Informasi Produk Bank dan Penggunaan Data Pribadi Nasabah.
5. Peraturan Bank Indonesia No.7/3/PBI/2005 tanggal 20 Januari 2005 tentang Batas Maksimum Pemberian Kredit Bank Umum sebagaimana telah diubah dengan Peraturan Bank Indonesia No.8/13/PBI/2005 tanggal 5 Oktober 2006.
6. Peraturan Bank Indonesia No.14/6/PBI/2012 tanggal 18 Juni 2012 tentang Uji Kemampuan dan Kepatutan (Fit and Proper Test) bagi Bank Syariah dan Unit Usaha Syariah.
7. Peraturan Bank Indonesia No.11/33/PBI/2009 tanggal 7 Desember 2009 tentang Pelaksanaan *Good Corporate Governance* Bagi Bank Umum Syariah dan Unit Usaha Syariah.

- Third, Responsibility, explicitly the consistency of the Bank's management with all applicable regulations and the principles of sound bank management.
- Fourth, Professional, explicitly the necessity to have competence, and ability to act objectively and free from the influence/pressure from any other party (independent) and to embrace strong commitment to help develop the sharia banking industry.
- Fifth, Fairness, explicitly justice and equality in fulfilling the rights of stakeholders as a result of agreed treaties and all applicable regulations.

Implementation of GCG principles in Maybank Syariah refers to the following legal framework and internal provisions/policies as follows:

1. Law No. 40 of 2007 on Limited Liability Company.
2. Law No. 21 of 2008 on Sharia Banking.
3. Bank Indonesia Regulation No.11/3/PBI/2009 January 29, 2009 concerning Sharia Commercial Banks as amended by Bank Indonesia Regulation No.15/13/PBI/2013 dated December 24, 2013.
4. Bank Indonesia Regulation No.7/6/PBI/2005 dated January 20, 2005 concerning Transparency of Bank Product Information and Use of Customer Personal Data.
5. Bank Indonesia Regulation No.7/3/PBI/2005 dated January 20, 2005 concerning the Legal Lending Limit for Commercial Banks as amended by Bank Indonesia Regulation No.8/13/PBI/2005 dated October 5, 2006.
6. Bank Indonesia Regulation No.14/6/PBI/2012 dated June 18, 2012 concerning Fit and Proper Test for Sharia Banks and Sharia Business Units.
7. Bank Indonesia Regulation No.11/33/PBI/2009 dated 7 December 2009 concerning Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units.

8. Surat Edaran Bank Indonesia No.12/13/DPbS tanggal 30 April 2010 perihal Pelaksanaan *Good Corporate Governance* Bagi Bank Umum Syariah dan Unit Usaha Syariah.
9. Peraturan Otoritas Jasa Keuangan No.1/POJK.07/2013 tanggal 26 Juli 2013 tentang Perlindungan Konsumen Sektor Jasa Keuangan.
10. Surat Edaran Otoritas Jasa Keuangan No.14/SEOJK.07/2014 tanggal 20 Agustus 2014 tentang Kerahasiaan dan Keamanan Data dan/ atau Informasi Pribadi Konsumen.
11. Peraturan Otoritas Jasa Keuangan No.5/POJK.03/2016 tanggal 26 Januari 2016 tentang Rencana Bisnis Bank.
12. Peraturan Otoritas Jasa Keuangan No.6/POJK.03/2015 tanggal 1 April 2015 sebagaimana telah diubah dengan Peraturan Otoritas Jasa Keuangan No. 32/POJK.03/2016 tanggal 12 Agustus 2016 tentang Transparansi dan Publikasi Laporan Bank.
13. Peraturan Otoritas Jasa Keuangan No.6/POJK.03/2016 tanggal 26 Januari 2016 tentang Kegiatan Usaha dan Jaringan Kantor Berdasarkan Modal Inti Bank.
14. Peraturan Otoritas Jasa Keuangan No.65/POJK.03/2016 tanggal 23 Desember 2016 tentang Penerapan Manajemen Risiko Bagi Bank Umum Syariah dan Unit Usaha Syariah.
15. Peraturan Otoritas Jasa Keuangan No.46/POJK.03/2017 tanggal 12 Juli 2017 tentang Pelaksanaan Fungsi Kepatuhan Bank Umum.
16. Peraturan Otoritas Jasa Keuangan No.27/POJK.03/2016 tanggal 22 Juli 2016 tentang Penilaian Kemampuan dan Kepatutan Bagi Pihak Utama Lembaga Jasa Keuangan.
17. Peraturan Otoritas Jasa Keuangan No.34/POJK.03/2018 tanggal 27 Desember 2018 tentang Penilaian Kembali Bagi Pihak Utama Lembaga Jasa Keuangan.
18. Surat Edaran Otoritas Jasa Keuangan No.39/SEOJK.03/2016 tanggal 13 September 2016 tentang Penilaian Kemampuan dan Kepatutan Bagi Calon Pemegang Saham Pengendali, Calon Anggota Direksi, Dan Calon Anggota Dewan Komisaris Bank.

8. Bank Indonesia Circular Letter No.12/13/DPbS dated 30 April 2010 concerning Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units.
9. Regulation of the Financial Services Authority No.1/POJK.07/2013 dated 26 July 2013 concerning Consumer Protection in the Financial Services Sector.
10. Financial Services Authority Circular Letter No.14/SEOJK.07/2014 dated August 20, 2014 concerning Data Confidentiality and Security and / or Consumer Personal Information.
11. Financial Services Authority Regulation No.5/POJK.03/2016 dated 26 January 2016 concerning Bank Business Plans.
12. Financial Services Authority Regulation No.6/POJK.03/2015 dated April 1, 2015 as amended by the Financial Services Authority Regulation No.32/ POJK.03/2016 dated 12 August 2016 concerning Transparency and Publication of Bank Reports.
13. Financial Services Authority Regulation No.6/POJK.03/2016 dated January 26, 2016 concerning Business Activities and Office Networks Based on Bank Core Capital.
14. Regulation of the Financial Services Authority No.65/POJK.03/2016 dated 23 December 2016 concerning Application of Risk Management for Sharia Commercial Banks and Sharia Business Units.
15. Regulation of the Financial Services Authority No.46/POJK.03/2017 dated July 12, 2017 concerning Implementation of Compliance Function of Commercial Banks.
16. Regulation of the Financial Services Authority No.27/POJK.03/2016 dated 22 July 2016 concerning Capability and Compliance Assessment for the Main Parties of Financial Service Institutions.
17. Regulation of the Financial Services Authority No.34/POJK.03/2018 dated 27 December 2018 concerning Revaluation of the Main Parties of Financial Service Institutions.
18. Financial Services Authority Circular No.39/SEOJK.03/2016 dated September 13, 2016 concerning Capability and Compliance Assessment for Prospective Controlling Shareholders, Prospective Members of the Boardof Directors, and Prospective Members of the Board of Commissioners of the Bank.

19. Peraturan Otoritas Jasa Keuangan No.38/POJK.03/2016 tanggal 1 Desember 2016 tentang Penerapan Manajemen Risiko Dalam Penggunaan Teknologi Informasi oleh Bank Umum.
20. Surat Edaran Otoritas Jasa Keuangan No.21/SEOJK.03/2017 tanggal 6 Juni 2017 tentang Penerapan Manajemen Risiko Dalam Penggunaan Teknologi Informasi oleh Bank Umum.
21. Peraturan Otoritas Jasa Keuangan No.32/POJK.03/2018 tanggal 26 Desember 2018 tentang Batas Maksimum Pemberian Kredit dan Penyediaan Dana Besar Bagi Bank Umum.
22. Peraturan Otoritas Jasa Keuangan No.1/POJK.03/2019 tanggal 28 Januari 2019 tentang Penerapan Fungsi Audit Intern Pada Bank Umum.
23. Anggaran Dasar PT Bank Maybank Syariah Indonesia berikut perubahannya.
24. Kebijakan Tata Kelola yang Baik *(Good Corporate Governance)* dan *Code of Ethics & Conduct* yang berlaku di BNS.

19. Financial Services Authority Regulation No.38/POJK.03/2016 dated December 1, 2016 concerning Application of Risk Management in the Use of Information Technology by Commercial Banks.
20. Financial Services Authority Circular No.21/SEOJK.03/2017 dated June 6, 2017 concerning Application of Risk Management in the Use of Information Technology by Commercial Banks.
21. Regulation of the Financial Services Authority No.32/POJK.03/2018 dated 26 December 2018 concerning the Legal Lending Limit and Provision of Large Funds for Commercial Banks.
22. Financial Services Authority Regulation No.1/POJK.03/2019 dated 28 January 2019 concerning Application of Internal Audit Functions at Commercial Banks.
23. The Articles of Association of PT Bank Maybank Syariah Indonesia and their amendments.
24. Good Corporate Governance Policy and Code of Ethics & Conduct that apply at BNS.

B. Kesimpulan Hasil *Self Assessment* Pelaksanaan GCG Berdasarkan *Risk Based Bank Rating* (RBBR)

B. Summary Of GCG Self-Assessment Based On Risk-Based Bank Rating (RBBR)

Berdasarkan *self assessment* dengan metode *Risk Based Bank Rating* (RBBR) posisi Desember 2019, peringkat GCG BNS adalah "2" atau "Baik". Penetapan *composite rating* "2" adalah berdasarkan beberapa pertimbangan sebagai berikut:

1. Seluruh faktor GCG yang diases telah sejalan dengan ketentuan yang berlaku baik dari segi *governance structure*, *governance process*, maupun *governance outcome*.
2. Bank sedang dalam tahap proses aksi korporasi dimana untuk sementara waktu tidak dilakukan pertumbuhan bisnis dan strategi Bank lebih difokuskan untuk optimalisasi *recovery rate* dari penyelesaian pembiayaan NPF yang telah hapus buku. Mengingat kondisi ini maka risiko inheren sangat minim namun demikian Bank tetap melakukan pemantauan dan

Based on Risk Based Bank Rating (RBBR) self-assessment result for the position in December 2019, Maybank Syariah achieved rating "2" or "Good". Determination of composite rating "2" is based on several considerations of positive factors as follows:

1. All GCG factors assessed were in line with the applicable provisions in terms of governance structure, governance process, and governance outcome.
2. The Bank was in the process of a corporate action in which business growth was temporarily not carried out and the Bank's strategy was more focused on optimizing the recovery rate concerning the completion of NPF financing that has been written off. Due to this condition, inherent risk was minimal, however the Bank continuously monitored and

mitigasi risiko secara optimal khususnya yang berhubungan dengan proses aksi korporasi yaitu risiko operasional, risiko kepatuhan, risiko hukum, risiko strategis, dan risiko reputasi.

mitigated risks optimally, especially those related to corporate action processes, namely operational risk, compliance risk, legal risk, strategic risk, and reputation risk.

C. Rapat Umum Pemegang Saham

C. General Meetings Of Shareholders

Keputusan Pemegang Saham di Luar Rapat Yang Diambil di Luar Rapat (Sirkuler) Pemegang Saham Sebagai Pengganti Rapat Umum Tahunan Pemegang Saham.

Decision of Shareholders Outside the Meeting that Taken Outside of the Meeting (Circular) of Shareholders in lieu of the Annual General Meeting of Shareholders.

Berdasarkan Pernyataan Keputusan Pemegang Saham yang Diambil di Luar Rapat (Sirkuler) Pemegang Saham PT Bank Maybank Syariah Indonesia tanggal 3 Juli 2019 yang berita acaranya dituangkan dalam Akta Notaris No. 04 tanggal 3 Juli 2019, dibuat oleh Notaris Aliya Sriwendayani Azhar, SH, MH, MKn di Jakarta, para Pemegang Saham telah memutuskan dan menyetujui hal-hal sebagai berikut:

1. Menyetujui Laporan Keuangan yang terdiri atas neraca akhir tahun buku 2018 dalam perbandingan dengan tahun buku 2017, laporan laba rugi dari tahun buku 2018, laporan arus kas, dan laporan perubahan ekuitas, serta catatan atas laporan keuangan tersebut sesuai dengan Standar Akuntansi Keuangan Indonesia.
2. Menyetujui laporan mengenai kegiatan Perseroan.
3. Menyetujui laporan pelaksanaan tanggung jawab sosial dan lingkungan.
4. Menyetujui rincian masalah yang timbul selama tahun buku 2018 yang mempengaruhi kegiatan usaha Perseroan.
5. Menyetujui laporan mengenai tugas pengawasan yang telah dilaksanakan oleh Dewan Komisaris selama tahun buku 2018.
6. Menyetujui memberikan pelunasan dan pembebasan tanggung jawab sepenuhnya atau *acquite et de charge* kepada para anggota Direksi dan Dewan Komisaris Perseroan atas pengawasan yang telah dijalankan selama tahun buku 2018, sejauh tindakan-tindakan tersebut tercermin dalam Perhitungan Tahunan Perseroan serta tidak melanggar praktek perbankan yang sehat *(prudential banking)* dan bukan termasuk dalam kategori tindak pidana.

Based on the Resolution of Stockholders Taken Outside of the Meeting (Circular) Shareholders of PT Bank Maybank Syariah Indonesia dated July 3, 2019, whose minutes of the meeting was stated in Notarial Deed No. 04 dated 3 July 2019, drafted by Notary Aliya Sriwendayani Azhar, SH, MH, MKn in Jakarta, the Shareholders have decided and agreed to the following matters:

1. Approving Financial Statements comprising of balance sheet for end of fiscal year 2018 in comparison with fiscal year 2017, income loss statements from fiscal year 2018, cash flows report, and statements of changes in equity and notes on the Financial Statements have complied with Indonesian Financial Accounting Standards.
2. Approving Company's activity report.
3. Approving corporate social and environment responsibility report.
4. Approving list of issues occurred in fiscal year 2018 which impact to the Company's business activity.
5. Approving supervisory report performed by the Board of Commissioners in fiscal year 2018.
6. Approving full discharge and responsibility dismissal or acquit et de charge to the Board of Directors and Board of Commissioners members for the supervisory activity conducted throughout fiscal year 2017, as long the actions have been disclosed in Corporate Annual Calculation and not violating prudential banking practice and not classified as criminal acts.

7. Sejak penutupan Rapat Umum Pemegang Saham Tahunan ini nama susunan Direksi dan Dewan Komisaris Perseroan adalah sebagai berikut:

Direktur Operasional	:	Basuki Hidayat
Direktur Bisnis	:	Mohammad Riza
Direktur Kepatuhan	:	Baiq Nadea Dzurriatin
Presiden Komisaris	:	Dato' Mohamed Rafique Merican
Komisaris Independen	:	Fransisca Ekawati
Komisaris Independen	:	Hadi Sunaryo

8. Menyetujui rugi bersih untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 yaitu sebesar Rp53.387.056.333,- (lima puluh tiga milyar tiga ratus delapan puluh tujuh juta lima puluh enam ribu tiga ratus tiga puluh tiga Rupiah) sepenuhnya diperhitungkan dalam Laba Ditahan Perseroan.
9. Menyetujui untuk memberikan wewenang dan kuasa kepada Malayan Banking Berhad selaku pemegang saham utama Perseroan untuk menetapkan gaji dan/atau tunjangan lainnya bagi anggota Direksi dan Dewan Komisaris untuk tahun buku 2019 dengan ketentuan bahwa dalam menetapkan hal tersebut akan memperhatikan usul dan rekomendasi yang diajukan oleh Komite Remunerasi Perseroan dan telah ditelaah oleh Dewan Komisaris Perseroan, serta besarnya gaji dan/atau tunjangan akan dicantumkan dalam Laporan Tahunan untuk tahun buku 2019.
10. Menyetujui penunjukan Akuntan Publik yang akan mengaudit Laporan Keuangan untuk tahun buku yang berakhir pada tanggal 31 Desember 2019 dan pemberian wewenang kepada Dewan Komisaris Perseroan sesuai dengan ketentuan yang berlaku dan juga memperhatikan rekomendasi yang diajukan oleh Komite Audit Perseroan dan memberikan wewenang kepada Dewan Komisaris untuk menetapkan honorarium dan persyaratan lain terkait penunjukan tersebut.

7. As from the closing of this Annual General Meetings of Shareholders, Board of Directors and Board of Commissioners composition is as follows:

Operations Director	:	Basuki Hidayat
Business Director	:	Mohammad Riza
Compliance Director	:	Baiq Nadea Dzurriatin
President Commissioner	:	Dato' Mohamed Rafique Merican
Independent Commissioner	:	Fransisca Ekawati
Independent Commissioner	:	Hadi Sunaryo

8. Approving net loss distribution for year ended on December 31, 2018 amounting to Rp 53.387.056.333,- (fifty three billion three hundred and eighty seven million fifty six thousand three hundred and thirty three Rupiah) fully calculated in the Company's Retained Earnings.
9. Approving to delegate authority and attorney to Malayan Banking Berhad as controlling shareholder to determine salary and/or other allowances for the Board of Directors and Board of Commissioners members for fiscal year 2019 with terms and condition that the stipulation will also consider advise and recommendation from Remuneration Committee and had been reviewed by Board of Commissioners, with amount of salary and/or allowance will be presented in Annual Report for Fiscal Year 2019.
10. Approving the appointment of Public Accountant to audit the financial statements for the fiscal year ended December 31, 2019 and the granting of authority to the Board of Commissioners in accordance with applicable regulations and also with due regard to the recommendations made by the Audit Committee of the Company and authorize the Board of Commissioners for determining the fees and other requirements related to the appointment.

D. Pelaksanaan GCG

D. GCG Implementation

I. PELAKSANAAN TUGAS DAN TANGGUNG JAWAB DEWAN KOMISARIS

Komposisi Anggota Dewan Komisaris

Sesuai ketentuan Undang-Undang No.40 Tahun 2007 tentang Perseroan Terbatas, BNS memiliki Dewan Komisaris yang merupakan organ perseroan yang bertugas melakukan pegawasan secara umum dan atau khusus sesuai Anggaran Dasar serta memberikan nasihat kepada Direksi dalam menjalankan perseroan.

Sesuai Anggaran Dasar Perseroan, anggota Dewan Komisaris diangkat oleh Rapat Umum Pemegang Saham (RUPS) setelah mendapat persetujuan Otoritas Jasa Keuangan ("OJK") untuk jangka waktu 3 (tiga) tahun dengan tidak mengurangi hak RUPS untuk memberhentikan sewaktu-waktu. Adapun usulan pengangkatan dan/atau penggantian anggota Dewan Komisaris kepada RUPS dilakukan dengan memperhatikan rekomendasi Komite Remunerasi dan Nominasi.

Berdasarkan Pernyataan Keputusan Pemegang Saham yang Diambil di Luar Rapat (Sirkuler) Pemegang Saham PT Bank Maybank Syariah Indonesia tanggal 3 Juli 2019 yang berita acaranya dituangkan dalam Akta Notaris No. 04 tanggal 3 Juli 2019, dibuat oleh Notaris Aliya Sriwendayani Azhar, SH, MH, MKn di Jakarta, susunan Dewan Komisaris Bank Net Syariah adalah sebagai berikut :

Presiden Komisaris	:	Dato' Mohamed Rafique Merican
Komisaris Independen	:	Fransisca Ekawati
Komisaris Independen	:	Hadi Sunaryo

Susunan atau komposisi tersebut telah memenuhi ketentuan yang berlaku sebagaimana diatur dalam Peraturan Bank Indonesia No. 11/33/PBI/2009 tanggal 7 Desember 2009 tentang Pelaksanaan *Good Corporate Governance* Bagi Bank Umum Syariah dan Unit Usaha Syariah.

Integritas, Kompetensi dan Reputasi Keuangan

Seluruh anggota Dewan Komisaris telah memiliki integritas, kompetensi dan reputasi keuangan yang memadai. Seluruh anggota Dewan Komisaris telah lulus *fit and proper test* dan telah memperoleh surat persetujuan dari BI dan/atau OJK, sebagai berikut:

1. Hasil kelulusan *Fit & Proper* Test untuk seluruh anggota Dewan Komisaris melalui surat No.12/5/DpG/DPbS tanggal 23 September 2010 perihal Keputusan atas Calon Anggota Dewan Komisaris, Direksi dan Dewan Pengawas Syariah Bank Saudara Dalam Rangka Perubahan Kegiatan Usaha Menjadi Bank Umum Syariah.
2. Surat No.14/1/GBI/DPbS tanggal 15 Maret 2012 perihal Keputusan atas Permohonan Perubahan Status Jabatan Komisaris menjadi Komisaris Independen di mana Bank Indonesia telah menyetujui perubahan status jabatan Komisaris Ibu Fransisca Ekawati menjadi Komisaris *Independen* dan
3. Hasil kelulusan Fit & Proper Test untuk Mohamed Rafique Merican Bin Mohd Wahiduddin Selaku Calon Presiden Komisaris berdasarkan Salinan Keputusan Gubernur Bank Indonesia No. 15/98/KEP.GBI/DpG/2013/Rahasia tanggal 16 September 2013 yang disampaikan melalui surat Bank Indonesia No. 15/1579/DPbS tanggal 24 September 2013 perihal Keputusan Hasil Uji Kemampuan dan Kepatutan (Fit and Proper Test) Calon Komisaris Bank Saudara.
4. Hasil kelulusan Fit & Proper Test untuk Hadi Sunaryo Selaku Calon Komisaris Independen berdasarkan Salinan Keputusan Dewan Komisioner Otoritas Jasa Keuangan No.KEP.60/D.03/2015 tanggal 25 September 2015 tentang Hasil Uji Kemampuan dan Kepatutan (Fit and Proper Test) Sdr. Hadi Sunaryo Selaku Calon Komisaris Independen Pada PT Bank Maybank Syariah Indonesia.

Tugas dan Tanggung Jawab

Dewan Komisaris telah melaksanakan tugasnya untuk memastikan terselenggaranya pelaksanaan prinsip-prinsip GCG dalam setiap kegiatan usaha BNS pada seluruh tingkatan atau jenjang organisasi. Hal ini tercermin dalam pelaksanaan tugas dan tanggung jawab Dewan Komisaris BNS yang meliputi antara lain:

I. BOARD OF COMMISSIONERS TASK AND RESPONSIBILITY IMPLEMENTATION

Board of Commissioners Composition

Pursuant to Law No. 40 of 2007 on Limited Liability Company, Bank has Board of Commissioners as corporate body who is in charge to perform general and or special supervision in accordance with Articles of Association and to provide advice to the Board of Directors in running the Company.

In accordance with Articles of Association, Board of Commissioners members are appointed by General Meetings of Shareholders after approved by Bank Indonesia (recently known as Financial Service Authority/OJK) for 3 (three) years serving period and not reducing GMS' rights to administer incidental discharge. Recommendation on appointment and/or replacement of Board of Commissioners members to the GMS is delivered by considering recommendation from Remuneration and Nomination Committee.

Based on PT Bank Maybank Syariah Indonesia Shareholders Resolution taken Outside the Meeting (circular) of PT Bank Maybank Syariah Indonesia Shareholders dated July 3, 2019 notarized by Deed No. 04 dated July 3, 2019 drafted by Notary Aliya Sriwendayani Azhar, SH, MH, MKn in Jakarta, the composition of the Bank Net Syariah Board of Commissioners is as follows:

President Commissioner	:	Dato' Mohamed Rafique Merican
Independent Commissioner	:	Fransisca Ekawati
Independent Commissioner	:	Hadi Sunaryo

The Bank's Board of Commissioners membership composition has complied with prevailing regulation as stipulated in Bank Indonesia Regulation No. 11/33/PBI/2009 dated December 7, 2009 regarding Good Corporate Governance Implementation for Sharia Commercial Banks and Sharia Business Unit.

Integrity, Competence and Financial Reputation

All members of the Board of Commissioners have adequate integrity, competence and financial reputation. All members of the Board of Commissioners have passed the fit and proper test and have obtained approval letters from BI and / or OJK, as follows:

1. Fit & Proper Test graduation results for all members of the Board of Commissioners through letter No.12 / 5 / DpG / DPbS dated September 23, 2010 regarding the Decision of the Candidates for Members of the Board of Commissioners, Board of Directors and Sharia Supervisory Board for Changing Business Activities to Sharia Commercial Banks.
2. Letter No.14 / 1 / GBI / DPbS dated March 15, 2012 concerning the Decision on the Request for Change in the Position of Position of the Commissioner to become an Independent Commissioner where Bank Indonesia has approved changes in the position status of Commissioner Mrs. Fransisca Ekawati to Independent Commissioner and
3. Fit & Proper Test graduation results for Mohamed Rafique Merican Bin Mohd Wahiduddin as Candidate for President Commissioner based on Copies of Decision of Bank Indonesia Governor No. 15/98 / KEP.GBI / DpG / 2013 / Rahasia dated September 16, 2013 which was submitted through a letter from Bank Indonesia No. 15/1579/ DPbS dated September 24, 2013 concerning the Decision of Fit and Proper Test for Prospective Commissioners of Bank Saudara.
4. Fit & Proper Test graduation results for Hadi Sunaryo as Independent Commissioner Candidates based on the Copy of the Financial Services Authority Board of Commissioners Decision No. KEP.60 / D.03 / 2015 dated September 25, 2015 concerning Fit and Proper Test Results Mr. Hadi Sunaryo As Prospective Independent Commissioner at PT Bank Maybank Syariah Indonesia.

Board of Commissioners Task and Responsibility

The Board of Commissioners has exercised its duties to ensure the implementation of GCG principles in every Maybank Syariah's business activity at every organization level or lines. This is reflected on the implementation of the Bank's duties and responsibilities including:

1. Melaksanakan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi secara berkala maupun sewaktu-waktu, serta memberikan nasihat kepada Direksi.
2. Dalam melakukan pengawasan sebagaimana dimaksud di atas, Dewan Komisaris mengarahkan, memantau, dan mengevaluasi pelaksanaan kebijakan strategis BNS. Untuk memudahkan pengawasan oleh Dewan Komisaris, BNS menyampaikan laporan Realisasi Rencana Bisnis Bank (RBB) secara triwulanan kepada Dewan Komisaris. Selain itu Direksi selalu melaporkan perkembangan pelaksanaan kebijakan strategis BNS dalam setiap Rapat Dewan Komisaris yang diadakan setiap 2 (dua) bulan sekali.
3. Dalam melakukan pengawasan Dewan Komisaris tidak terlibat dalam pengambilan keputusan kegiatan operasional BNS, kecuali pengambilan keputusan untuk pemberian pembiayaan kepada pihak terkait sebagaimana diatur dalam Anggaran Dasar dan ketentuan Bank Indonesia tentang batas maksimum penyaluran dana dan hal-hal lain yang ditetapkan dalam Anggaran Dasar.
4. Memastikan bahwa Direksi telah menindak lanjuti temuan audit dan rekomendasi dari hasil pengawasan Otoritas Jasa Keuangan, Bank Indonesia, audit internal, audit eksternal, Dewan Pengawas Syariah, dan otoritas lainnya. Dalam setiap Rapat Dewan Komisaris, Direksi selalu melaporkan perkembangan tindak lanjut atas temuan audit dan rekomendasi dari audit internal (Satuan Kerja Audit Internal/SKAI), audit eksternal, OJK, BI, Dewan Pengawas Syariah, dan hasil pengawasan otoritas lainnya.
5. Memberitahukan kepada OJK paling lambat 7 (tujuh) hari kerja sejak ditemukannya:
   a. pelanggaran peraturan perundang-undangan di bidang keuangan dan perbankan;
   b. keadaan atau perkiraan keadaan yang dapat membahayakan kelangsungan usaha Bank.
6. Melaksanakan pembagian tugas dan wewenang setiap anggota Direksi.
7. Membentuk Komite Pemantau Risiko, Komite Remunerasi dan Nominasi, dan Komite Audit serta memastikan bahwa komite-komite tersebut telah menjalankan tugasnya secara efektif.

1. To perform supervision on the implementation of Board of Directors' duties and responsibilities regularly or at any time, as well as providing advice to the Board of Directors.
2. In carrying out supervision, as stated above, the Board of Commissioners directs, oversees and evaluates the execution of Bank's strategic policy. To support the Board of Commissioners' monitoring, the Bank submits Bank Business Plan Realization Report quarterly to the Board of Commissioners. In addition, the Board of Directors also reports the progress of bank's strategic policy implementation in the Board of Commissioners meeting held bimonthly.
3. In carrying out supervision, the Board of Commissioner does not involve in the Bank's operational activity decision making, except decision making to grant loan for related party as regulated under Bank's Articles of Association and Bank Indonesia Regulation regarding Legal Lending Limit and other provision stated in the Articles of Association.
4. To ensure that the Board of Directors has followed up audit findings and recommendation as the result of audit done by Financial Service Authority, Bank Indonesia, internal audit, external audit, Sharia Supervisory Board and other authority. In every Board of Commissioners meeting, the Board of Directors always reports audit finding and recommendation from Internal Audit Unit (IAU), external audit, Financial Service Authority, as well as report from other supervisory authorities.
5. To submit information to the Financial Service Authority at the latest 7 (seven) business days after the finding of:
   a. Violation of Law in Financial and Banking sectors.
   b. Any circumstances or situation that will harm the Bank's business continuity.
6. To perform segregation of Board of Directors member's duty and authority.
7. To establish Risk Monitoring Committee, Remuneration and Nomination Committee and Audit Committee as well as to ensure that these committees have carried out their duties effectively.

Dalam melaksanakan tugas dan tanggung jawabnya Dewan Komisaris telah memiliki pedoman dan tata tertib kerja termasuk pengaturan waktu kerja dan rapat Dewan Komisaris sesuai ketentuan dalam Anggaran Dasar Perseroan.

In carrying out duties and responsibilities, the Board of Commissioners has a working guideline and mechanism including mechanism for working schedule and Board of Commissioners meeting according to the regulation stated in the Bank's Articles of Association.

Mekanisme dan Frekuensi Rapat Dewan Komisaris

Mechanism and Frequency of Board of Commissioners Meeting

Dewan Komisaris menyelenggarakan rapat secara berkala sekurang-kurangnya 1 (satu) kali dalam 2 (dua) bulan atau setiap waktu bilamana dianggap perlu.

The Board of Commissioners held meetings periodically at least 1 (once) in 2 (two) months or at any time if considered necessary.

Rapat Dewan Komisaris membahas permasalahan sesuai dengan agenda dan keputusan Rapat Dewan Komisaris harus diambil berdasarkan musyawarah untuk mufakat. Apabila tidak tercapai maka keputusan diambil dengan pemungutan suara berdasarkan suara setuju paling sedikit lebih dari ½ (satu per dua) dari jumlah suara yang dikeluarkan dalam rapat. Apabila suara yang setuju dan tidak setuju berimbang maka ketua Rapat Dewan Komisaris yang akan memutuskan. Setiap hasil Rapat Dewan Komisaris senantiasa dituangkan dalam risalah rapat dan didokumentasikan dengan baik, termasuk pengungkapan dissenting opinions secara jelas.

The Board of Commissioners meeting discussed several issues according to Board of Commissioners Meeting agenda and resolution and based on collective consensus. If consensus failed to be achieved, the resolution will be taken by voting based on agree vote minimum ½ (half) of total voting submitted in the meeting. If the agree and not-agree votes are equal the Board of Commissioners Meeting Chairman will take the final decision. Every resolution from Board of Commissioners shall be recorded in minutes of meeting and well-documented, including dissenting opinion. Board of Commissioners Meeting Frequency

Jumlah Rapat Dewan Komisaris yang diselenggarakan selama tahun 2019 adalah 6 (enam) kali dengan jumlah kehadiran anggota Dewan Komisaris sebagai berikut:

Board of Commissioners' meeting in 2019 is 6 (six) times in which the Board members attendance of the Board of as follows:

Tanggal Rapat Date of Meeting	Jumlah Kehadiran Level of Attendance	Keterangan Description
08.02.2019	2	**Dihadiri oleh Presiden Komisaris, Dato' Mohamed Rafique Merican dan Komisaris Independen, Hadi Sunaryo.** Attended by President Commissioner, Dato 'Mohamed Rafique Merican and Independent Commissioner, Hadi Sunaryo.
05.04.2019	2	**Dihadiri via *video conference* oleh Presiden Komisaris, Dato' Mohamed Rafique Merican dan Komisaris Independen, Fransisca Ekawati.** Attended via video conference by the President Commissioner, Dato 'Mohamed Rafique Merican and Independent Commissioner, Fransisca Ekawati.
05.07.2019	3	**Dihadiri lengkap oleh seluruh anggota Dewan Komisaris.** Fully attended by all members of the Board of Commissioners.

Tanggal Rapat *Date of Meeting*	Jumlah Kehadiran *Level of Attendance*	Keterangan *Description*
22.08.2019	3	**Dihadiri lengkap oleh seluruh anggota Dewan Komisaris dimana Presiden Komisaris hadir via *video conference*.** Fully attended by all members of the Board of Commissioners where the President Commissioner was present via video conference.
01.11.2019	3	**Dihadiri lengkap oleh seluruh anggota Dewan Komisaris dimana Presiden Komisaris hadir via *video conference*.** Fully attended by all members of the Board of Commissioners where the President Commissioner was present via video conference.
05.12.2019	3	**Dihadiri lengkap oleh seluruh anggota Dewan Komisaris dimana Presiden Komisaris hadir via *video conference*.** Fully attended by all members of the Board of Commissioners where the President Commissioner was present via video conference.

Kepemilikan Saham Anggota Dewan Komisaris Yang Mencapai 5% (Lima Persen) Atau Lebih Dari Modal Disetor, Yang Meliputi Jenis dan Jumlah Lembar Saham Pada Bank

Seluruh anggota Dewan Komisaris tidak mempunyai kepemilikan saham pada BNS.

Share Ownership by Board of Commissioners Members at 5% (Five Per Cent) or more of Paid-in Capital which includes Type and Shares with the Bank

All of Board of Commissioners members do not have shares ownership with the Bank.

Hubungan Keuangan Anggota Dewan Komisaris Dengan Pemegang Saham Pengendali, Anggota Dewan Komisaris Lain dan/atau Anggota Direksi Bank

Anggota Dewan Komisaris yang mempunyai hubungan keuangan dengan Pemegang Saham Pengendali BNS adalah Presiden Komisaris. Hubungan keuangan tersebut didasarkan pada jabatan yang bersangkutan sebagai *Group Chief Executive Officer*, Islamic Banking di Malayan Banking Berhad, yang merupakan Perusahaan Induk atau Pemegang Saham Pengendali BNS. Meskipun demikian, Presiden Komisaris tidak mempunyai hubungan keuangan dengan anggota Dewan Komisaris lainnya dan/atau anggota Direksi BNS.

Board of Commissioners Members' Financial Affiliation with Controlling Shareholders, other Board of Commissioners and/or Directors

Members Board of Commissioners member with financial affiliation with Bank's Controlling Shareholders is President Commissioner. The financial affiliation is based on his position as Group Chief Financial Officer at Malayan Banking Berhad, which is the Parent Company or Controlling Shareholder of the Bank. However, the Board of Commissioners does not have financial affiliation with other Board of Commissioners and/or Directors members in the Bank.

Hubungan Keluarga Anggota Dewan Komisaris Dengan Pemegang Saham Pengendali, Anggota Dewan Komisaris Lain dan/atau Anggota Direksi Bank

Seluruh anggota Dewan Komisaris Bank Net Syariah tidak mempunyai hubungan keluarga dengan Pemegang Saham Pengendali BNS, anggota Dewan Komisaris lainnya dan/atau anggota Direksi BNS.

Affiliation with Controlling Shareholders, other Board of Commissioners and/or Directors Members

All of Bank's Board of Commissioners members do not have family affiliation with Bank's Controlling Shareholders, other Board of Commissioners and/or Directors members.

Rangkap Jabatan Anggota Dewan Komisaris Pada Perusahaan Atau Lembaga Lain

Anggota Dewan Komisaris yang memiliki rangkap jabatan adalah sebagai berikut:

Dual Position of Board of Commissioners Members in Other Companies or Institutions

The Board of Commissioners members with dual positions are as follows:

Nama Name	Jabatan lainnya (selain sebagai Komisaris di Bank) Other Position (Except as Commissioner of the Bank)	Perusahaan Companies
Dato' Mohamed Rafique Merican	Group Chief Executive Officer, Islamic Banking	**Malayan Banking Berhad**
Fransisca Ekawati	Division Head, Business Advisory & Asset	**PT Perusahaan Pengelola Aset (Persero)**

Kondisi rangkap jabatan anggota Dewan Komisaris tersebut di atas sesuai dengan ketentuan Pasal 26 ayat (1) Peraturan Bank Indonesia No.11/3/PBI/2009 tanggal 29 Januari 2009 tentang Bank Umum Syariah.

The dual position by Board of Commissioners explained above are not violating Regulation on Article 26 point (1) Bank Indonesia No. 11/3/PBI/2009 dated January 29, 2009 regarding Sharia Commercial Banks.

II. PELAKSANAAN TUGAS DAN TANGGUNG JAWAB DIREKSI

II. BOARD OF DIRECTORS TASK AND RESPONSIBILITY IMPLEMENTATION

Komposisi Anggota Direksi

Sesuai ketentuan OJK, Bank telah memenuhi komposisi minimal anggota Direksi, yaitu 3 (tiga) orang Direktur.

Board of Directors Membership Composition

In accordance to OJK (Financial Services Authority) regulation, Bank has complied with Board of Directors minimum membership requirement or having 3 (three) Directors.

Berdasarkan Pernyataan Keputusan Pemegang Saham yang Diambil di Luar Rapat (Sirkuler) Pemegang Saham PT Bank Maybank Syariah Indonesia tanggal 3 Juli 2019 yang berita acaranya dituangkan dalam Akta Notaris No. 04 tanggal 3 Juli 2019, dibuat oleh Notaris Aliya Sriwendayani Azhar, SH, MH, MKn di Jakarta, susunan Direksi BNS adalah sebagai berikut:

Presiden Direktur	:	*Vacant**
Direktur Operasional	:	Basuki Hidayat
Direktur Bisnis	:	Mohammad Riza
Direktur Kepatuhan	:	Baiq Nadea Dzurriatin

(*) Terhitung sejak tanggal 31 Agustus 2018 posisi Presiden Direktur kosong. Berdasarkan Pernyataan Keputusan Pemegang Saham Yang Diambil Di Luar Rapat (Sirkuler) Pemegang Saham PT Bank Maybank Syariah Indonesia sebagaimana dimuat dalam Akta Notaris Nomor 27 tanggal 21 Agustus 2018, terhitung efektif sejak tanggal 31 Agustus 2018 Sdr. Aria Putera Ismail telah mengundurkan diri dari jabatan sebagai Presiden Direktur PT Bank Maybank Syariah

Based on PT Bank Maybank Syariah Indonesia Shareholders Resolution taken Outside the Meeting (circular) of PT Bank Maybank Syariah Indonesia Shareholders dated July 3, 2019 notarized by Deed No. 04 dated July 3, 2019 drafted by Notary Aliya Sriwendayani Azhar, SH, MH, MKn in Jakarta, the composition of the BNS' Board of Directors is as follows:

President Director	:	Vacant*
Operational Director	:	Basuki Hidayat
Business Director	:	Mohammad Riza
Compliance Director	:	Baiq Nadea Dzurriatin

(*) As of August 31, 2018 the position of President Director was vacant. Based on the Resolution of Shareholders Taken Outside the Meeting (Circular) of PT Bank Maybank Syariah Indonesia Shareholders as drafted in Notarial Deed No. 27 dated August 21, 2018, effective from August 31, 2018 Mr. Aria Putera Ismail has resigned from his position as President Director of PT Bank Maybank Syariah Indonesia on the grounds of resigning from that position.

Indonesia dengan alasan mengundurkan diri dari jabatan dimaksud. Meskipun terdapat kekosongan posisi Direktur Utama/Presiden Direktur, namun demikian komposisi Direksi Bank masih memenuhi ketentuan yang berlaku.

Even though there was a vacancy in the position of President Director, however, the composition of the Board of Directors of the Bank still met the regulations.

Sehubungan dengan adanya kekosongan posisi Presiden Direktur tersebut maka sesuai ketentuan Anggaran Dasar Perseroan dan Rapat Komite Remunerasi dan Nominasi tertanggal 10 September 2018 telah ditunjuk 2 (dua) orang anggota Direksi selaku Pejabat Pelaksana Tugas (Plt) Presiden Direktur yang berwenang bertindak secara bersama-sama untuk dan atas nama Direksi serta mewakili Perseroan termasuk melakukan eksekusi operasional Bank yang merupakan limit otoritas Presiden Direktur, sebagai berikut:

Due to the President Director position vacancy, according to the Company's Articles of Association and the Remuneration and Nomination Committee Meeting dated September 10, 2018, 2 (two) members of the Board of Directors were appointed as Acting Officers of President Director who had the authority to act jointly to and on behalf of the Board of Directors and represent the Company, including execute Bank operations which were the limits of the authority of the President Director, as follows:

1. Sdr.Basuki Hidayat, Direktur Operasional; dan
2. Sdr.Mohammad Riza, Direktur Bisnis.

1. Mr.Basuki Hidayat, Director of Operations; and
2. Mr.Mohammad Riza, Business Director.

Meskipun terdapat kekosongan posisi Direktur Utama/ Presiden Direktur, namun demikian komposisi Direksi BNS masih memenuhi ketentuan yang berlaku.

Although there was vacancy in the position of President Director / President Director, however, the composition of the Board of Directors of BNS still met the regulations.

Integritas, Kompetensi dan Reputasi Keuangan

Seluruh anggota Direksi BNS telah memenuhi beberapa kriteria sesuai ketentuan yang berlaku, antara lain:

1. Presiden Direktur berasal dari pihak yang independen terhadap pemegang saham pengendali.
2. Seluruh anggota Direksi berdomisili di Indonesia.
3. Seluruh anggota Direksi telah lulus *fit & proper test* serta telah memperoleh surat persetujuan Bank Indonesia dan/atau Otoritas Jasa Keuangan:
   a. Basuki Hidayat (Direktur Operasional), hasil kelulusan *Fit & Proper Test* Bank Indonesia berdasarkan surat Bank Indonesia No.15/2230/ DPbS tanggal 23 Desember 2013 perihal Keputusan Hasil Uji Kemampuan dan Kepatutan *(Fit and Proper Test)* Calon Direktur Bank Saudara yang dilampiri dengan Salinan Keputusan Gubernur Bank Indonesia No.15/132/KEP.GBI/DpG/2013/ Rahasia tanggal 17 Desember 2013 tentang Hasil Uji Kemampuan dan Kepatutan *(Fit and Proper Test)* Sdr. Basuki Hidayat Selaku Calon Direktur PT Bank Maybank Syariah Indonesia.
   b. Mohammad Riza (Direktur Bisnis) hasil kelulusan *Fit & Proper Test* berdasarkan surat Keputusan Dewan Komisioner OJK No.KEP-77/D.03/2015 tanggal 7 Desember 2015 tentang Hasil Uji Kemampuan dan Kepatutan *(Fit and Proper Test)* Sdr. Mohammad Riza Selaku Calon Direktur Pada PT. Bank Maybank Syariah Indonesia.
   c. Baiq Nadea Dzurriatin (Direktur Kepatuhan), hasil kelulusan Fit & Proper Test Bank Indonesia untuk seluruh anggota Direksi berdasarkan surat No.12/5/ DpG/DPbS tanggal 23 September 2010 perihal Keputusan atas Calon Anggota Dewan Komisaris, Direksi dan Dewan Pengawas Syariah Bank Saudara Dalam Rangka Perubahan Kegiatan Usaha Menjadi Bank Umum Syariah.
4. Seluruh anggota Direksi telah memiliki pengalaman paling kurang 4 (empat) tahun di bidang perbankan.
5. Seluruh Direksi tidak memiliki rangkap jabatan sebagai Komisaris, Direksi atau Pejabat Eksekutif di bank, perusahaan dan/atau lembaga lain.

Integrity, Competency and Financial Reputation

The entire Board of Directors members have complied with following requirements as stated in prevailing regulation, among others:

1. President Director is appointed from the party independent from the controlling shareholders.
2. All of the Directors are domiciled in Indonesia.
3. All of the Directors have passed fit & proper test and granted approval letter from Bank Indonesia and/ or Financial Services Authority:
   a. Basuki Hidayat (Operations Director), the Fit & Proper Test result based on Bank Indonesia according to Bank Indonesia Letter No. 15/2230/ DPbS dated December 23, 2013 regarding Fit and Proper Test Result for Candidate of Bank Saudara Director as attached to the Copy of Bank Indonesia Governor Decree No. 15/132/KEP.GBI/ DpG/2013/Rahasia dated December 17, 2013 regarding Fit and Proper Test Result for Mr. Basuki Hidayat as Candidate of Director at PT Bank Indonesia Syariah.
   b. Mohammad Riza (Business Director the Fit & Proper Test result based on OJK Board of Commissioners Decree No. KEP-77/D.03/2015 dated December 7, 2015 regarding Fit and Proper Test Result for Mr. Mohammad Riza as Candidate of Director at PT Bank Indonesia Syariah.
   c. Baiq Nadea Dzurriatin (Compliance Director), the Fit and Proper Test result for all Board of Director members according to Letter No. 12/5/DpG/DPbS dated September 23, 2010 regarding Decision for Candidates of Board of Commissioners, Board of Directors and Sharia Supervisory Board in the Bank with regard to the conversion of Business Activity as Sharia Commercial Bank.
4. All of Board of Directors members have minimum 4 (four) years of experience in Banking.
5. All of Board of Directors does not serve in dual position as Commissioner, Director or Executives in other banks, companies and/or institutions.

Tugas dan Tanggung Jawab

Sebagaimana tertuang dalam Anggaran Dasar, Direksi bertanggung jawab penuh dalam melaksanakan tugasnya untuk kepentingan Bank dalam mencapai maksud dan tujuannya berdasarkan prinsip kehati-hatian dan Prinsip Syariah. Direksi juga melaksanakan prinsip-prinsip GCG dalam setiap kegiatan usaha Bank pada seluruh tingkatan dan jenjang organisasi. Direksi memiliki pedoman dan tata tertib kerja yang tercantum dalam Anggaran Dasar, pembagian dan tugas dan tanggung jawab Direksi *(job description), Terms of Reference (TOR)* Rapat BOD, dan Kebijakan GCG.

Pelaksanaan tugas dan tanggung jawab Direksi meliputi antara lain:

1. Dalam rangka melaksanakan GCG, Direksi telah membentuk fungsi-fungsi:
   a. Audit Intern (SKAI).
   b. Manajemen Risiko dan Komite Manajemen Risiko.
   c. Kepatuhan.

   Fungsi-fungsi tersebut telah beroperasi secara independen dan terpisah dari unit operasional lainnya.

Duties and Responsibilities

As stated in Articles of Association, the Board of Directors is fully responsible in carrying out its duties on behalf of the Bank's interest in achieving the Bank's vision and mission under prudential banking and Sharia principles. The Board of Directors has also implemented GCG principles in the Bank's business activity at every organization level and lines. The Board of Directors has a working manual and guideline as stated in Articles of Association, segregation of Board of Directors duties and responsibilities (job description), Term of Reference (TOR) of BOD Meeting and GCG Policy.

The Board of Directors' duties and responsibilities are among others:

1. To implement GCG, the Board of Directors has established the following functions:
   a. Internal Audit (IAU).
   b. Risk Management and Risk Management Committee.
   c. Compliance.

   These functions have operated independently and separated from other operational units. The

Pelaksanaan fungsi-fungsi tersebut selanjutnya ditetapkan lebih lanjut dalam peraturan internal Bank.

2. Direksi bertanggung jawab atas pelaksanaan kebijakan Manajemen Risiko dan eksposur risiko yang diambil oleh Bank secara keseluruhan. Dalam kerangka ini Direksi telah menyusun dan menetapkan mekanisme persetujuan transaksi, mengevaluasi dan memutuskan transaksi yang memerlukan persetujuan Direksi, dan mengembangkan budaya manajemen risiko pada seluruh jenjang organisasi.
3. Direksi telah menyusun Rencana Bisnis Bank (RBB) secara realistis, komprehensif, dan terukur dengan memperhatikan prinsip-prinsip kehati-hatian dan responsif terhadap perubahan internal dan eksternal. Direksi juga telah mengkomunikasikan RBB kepada pemegang saham Bank dan seluruh jenjang organisasi yang ada di BNS, antara lain melalui *forum town-hall* dan rapat staf yang diadakan secara reguler.
4. Direksi telah menindaklanjuti dan memonitor setiap hasil temuan dan rekomendasi dari SKAI, audit eksternal, dan hasil pengawasan Otoritas Jasa Keuangan, Dewan Pengawas Syariah, dan/atau hasil pengawasan otoritas lainnya.
5. Direksi telah menyediakan program-program pelatihan bagi seluruh karyawan dalam rangka peningkatan keahlian dan kemampuan karyawan secara berkelanjutan.

implementation of these functions is further regulated in the Bank's internal regulation.

2. The Board of Directors is responsible for the overall implementation of Risk Management policy and risk exposure taken by the Bank. In this framework, the Board of Directors has formulated and determined the mechanism for transaction approval, evaluated and approved transaction which required BOD approval, and developed risk management culture at the entire organization level.
3. The Board of Directors has prepared realistic, comprehensive and measured Business Plan (RBB) by considering prudential banking principle and being responsive towards every internal and external shifting. The Board of Directors has also communicated the Business Plan to the shareholders and all organization level in the Bank, namely through town-hall forum and staff meeting held regularly.
4. The Board of Directors has followed up and monitored any findings and recommendations from the Internal Audit Unit, external audit, and results of OJK supervision, Sharia Supervisory Board and/ or the supervision of other authorities.
5. The Board of Directors has provided training programs for all employees in order to improve employee skills and capabilities on an ongoing basis.

Mekanisme dan Frekuensi Rapat Direksi

Sebagai bagian dari fungsi pengelolaan perusahaan, Direksi menyelenggarakan rapat secara berkala sekurang-kurangnya 1 (satu) kali dalam sebulan. Sesuai Anggaran Dasar, Rapat Direksi adalah sah dan berhak mengambil keputusan yang mengikat apabila lebih dari ½ (satu per dua) dari jumlah anggota Direksi hadir atau diwakili dalam rapat. Keputusan Rapat Direksi harus diambil berdasarkan musyawarah untuk mufakat. Apabila tidak tercapai maka keputusan diambil dengan pemungutan suara berdasarkan suara setuju paling sedikit lebih dari ½ (satu per dua) dari jumlah suara yang sah yang dikeluarkan dalam rapat. Apabila suara yang setuju dan yang tidak setuju berimbang maka ketua Rapat Direksi yang menentukan keputusan akhir. Setiap hasil Rapat Direksi senantiasa dituangkan dalam risalah rapat dan didokumentasikan dengan baik, termasuk pengungkapan dissenting opinions secara jelas.

Mechanism and Frequency of Directors Meeting

As part of the Company's management function, the Board of Directors held meetings periodically at least 1 (once) in a month. In accordance with Articles of Association, Board of Directors meeting is legitimate and authorized to take legal resolution if attended by more than ½ (half) of the Board of Directors members or being represented. The Board of Directors resolution is taken based on collective consensus. If consensus failed to be achieved, the resolution will be taken by voting based on agree vote minimum ½ (half) of total voting submitted in the meeting. If the agree and not-agree votes are equal the Board of Director Meeting Chairman will take the final decision. Every resolution from Board of Commissioners has been recorded in minutes of meeting and well-documented.

Selama periode tahun 2019 telah diselenggarakan 12 (dua belas) kali Rapat Direksi sebagai berikut:

In 2019, there were 12 (twelve) Board of Directors meetings, as follows:

Tanggal Rapat Date of Meeting	Jumlah Kehadiran Level of Attendance	Keterangan Description
25.01.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
19.02.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
20.03.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
22.04.2019	2	**Direktur Bisnis berhalangan hadir** The Business Director was unable to attend
21.05.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
20.06.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
26.07.2019	2	**Direktur Bisnis berhalangan hadir** The Business Director was unable to attend
20.08.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
20.09.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
22.10.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors
21.12.2019	2	**Direktur Kepatuhan berhalangan hadir** The Compliance Director was unable to attend
26.12.2019	3	**Dihadiri oleh seluruh anggota Direksi** Attended by all members of the Board of Directors

Kepemilikan Saham Anggota Direksi Yang Mencapai 5% (Lima Persen) Atau Lebih Dari Modal Disetor, Yang Meliputi Jenis dan Jumlah Lembar Saham Pada Bank, Bank Lain, Dan Perusahaan Lain Yang Berkedudukan di Dalam Maupun di Luar Negeri

Seluruh anggota Direksi tidak mempunyai kepemilikan saham pada BNS, maupun di bank lain dan perusahaan lain yang berkedudukan baik di dalam negeri maupun di luar negeri.

Shares Ownership by Board of Directors Members at 5% (Five Per Cent) or More Than Paid-in Capital, Including Type and Amount of Shares with Bank, Other Banks and Other Domestic or Overseas Companies

All of Board of Directors members do not have shares ownership in BNS with Bank or other banks and companies both domestic and overseas.

Hubungan Keuangan Anggota Direksi Dengan Pemegang Saham Pengendali, Anggota Dewan Komisaris dan/atau Anggota Direksi Bank Yang Lainnya
Seluruh anggota Direksi tidak mempunyai hubungan keuangan dengan Pemegang Saham Pengendali, anggota Dewan Komisaris dan/atau anggota Direksi Bank yang lainnya.

Board of Directors Members Financial Affiliation with Controlling Shareholders, other Board of Commissioners and/or Directors Members
All of Board of Directors members do not have financial affiliation with Bank's Controlling Shareholders or other Board of Commissioners and/or Directors Members.

Hubungan Keluarga Anggota Direksi Dengan Pemegang Saham Pengendali, Anggota Dewan Komisaris dan/atau Anggota Direksi Bank Lainnya
Seluruh anggota Direksi tidak mempunyai hubungan keluarga dengan Pemegang Saham Pengendali, anggota Dewan Komisaris dan/atau anggota Direksi Bank lainnya.

Board of Directors Members Family Affiliation with Controlling Shareholders, other Board of Commissioners and/or Directors Members
All of Board of Directors members do not have family affiliation with Bank's Controlling Shareholders or other Board of Commissioners and/or Directors Members.

III. KELENGKAPAN DAN PELAKSANAAN TUGAS KOMITE

III. THE ESTABLISHMENT AND DUTIES OF COMMITTEES

Sesuai ketentuan Peraturan Bank Indonesia No.11/33/PBI/2009 tanggal 7 Desember 2009 tentang Pelaksanaan *Good Corporate Governance* bagi Bank Umum Syariah dan Unit Usaha Syariah, dalam rangka mendukung efektitivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris telah membentuk Komite Pemantau Risiko, Komite Remunerasi dan Nominasi, dan Komite Audit.

Pursuant to Bank Indonesia Regulation No. 11/33/PBI/2009 dated December 7, 2009 regarding Good Corporate Governance Implementation for Sharia Commercial Bank and Sharia Business Unit, to support the effectiveness of its duties and responsibilities, Board of Commissioners of Maybank Syariah has established Risk Oversight Committee, Remuneration and Nomination Committee and Audit Committee.

Komite Pemantau Risiko
Anggota Komite Pemantau Risiko BNS per posisi 31 Desember 2019 adalah sebagai berikut:

Risk Oversight Committee
As of December 31, 2019, Risk Oversight Committee at BNS was as follows:

No.	Nama / Name	Jabatan / Position
1.	Hadi Sunaryo	Komisaris Independen (Ketua) Independent Commissioner (Chairman)
2.	Fransisca Ekawati	Komisaris Independen (Anggota) Independent Commissioner (Member)
3.	Richard Chang	Pihak Independen (Anggota) Independent Party (Member)
4.	Reynold Batubara	Pihak Independen (Anggota) Independent Party (Member)

Komposisi anggota komite ini telah mewakili keahlian di bidang perbankan syariah dan manajemen risiko.

The composition of the Committee members has represented expertise in sharia banking and risk management sectors.

Tugas dan tanggung jawab Komite Pemantau Risiko
Tugas dan tanggung jawab Komite Pemantau Risiko dituangkan dalam Kebijakan GCG dan *Terms of Reference (TOR)* Komite Pemantau Risiko sebagai berikut:

1. Melakukan evaluasi tentang kebijakan manajemen risiko.
2. Melakukan evaluasi tentang kesesuaian antara kebijakan manajemen risiko dengan pelaksanaan kebijakan tersebut.
3. Melakukan evaluasi pelaksanaan tugas Komite Manajemen Risiko dan Satuan Kerja Manajemen Risiko, guna memberikan rekomendasi kepada Dewan Komisaris.

Duty and responsibility of Risk Oversight Committee
Duty and responsibility of Risk Oversight Committee has been described in GCG Policy and Risk Oversight Committee Terms of Reference (TOR), among others:

1. Evaluate risk management policy.
2. Evaluate conformity between risk management policies with the policy implementation.
3. Evaluate the implementation duties by Risk Management Committee and Risk Management Unit to provide recommendation to the Board of Commissioners.

Mekanisme dan Frekuensi Rapat Komite Pemantau Risiko
Komite Pemantau Risiko melakukan rapat secara periodik 1 (satu) kali setiap 2 (dua) bulan dengan ketentuan kuorum kehadiran minimal 50% dari seluruh anggota Komite Pemantau Risiko. Setiap keputusan Rapat Komite diambil berdasarkan musyawarah untuk mufakat. Dalam hal terdapat suara yang berimbang, keputusan akhir diambil oleh Ketua Komite.

Mechanism and Frequency of Risk Oversight Committee Meeting
Risk Oversight Committee held periodic meeting 1 (once) in every 2 (two) months with minimum 50% attendance quorum provision from all Risk Oversight Committee members. Every resolution on the Committee's meeting is based on collective consensus. If the vote is equal, final decision will be taken by the Committee's Chairman.

Selama periode tahun 2019 Komite Pemantau Risiko telah melakukan 6 (enam) kali rapat sebagai berikut:

In 2019 the Risk Oversight Committee organized 6 (six) meetings as follows:

No.	Tanggal / Date	Agenda	Agenda
1.	20.02.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 12 Desember 2018. 2. *Risk Dashboard* posisi Januari 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI posisi Januari 2019. 4. Laporan IMDC. 5. Laporan *Credit Evaluation & Monitoring* posisi Januari 2019. 6.Laporan Profil Risiko Triwulan IV 2018.	1. Confirmation of the Minutes of Risk Monitoring Committee Meeting on December 12, 2018. 2. Risk Dashboard for January 2019 position. 3. Risk Dashboard for MSI Corporate Actions for January 2019 position. 4. IMDC report. 5. Credit Evaluation & Monitoring Report for January 2019 position. 6. Risk Profile Report for Q IV 2018.

No.	Tanggal / Date	Agenda	Agenda
2.	24.04.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 20 Februari 2019. 2. *Risk Dashboard* posisi Maret 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI posisi Maret 2019. 4. Laporan *Credit Evaluation & Monitoring* posisi Maret 2019. 5. Laporan ICAAP posisi Maret 2019. 6. *Group Stress Test* 25.	1. Confirmation of the Minutes of Risk Monitoring Committee Meeting on 20 February 2019. 2. Risk Dashboard for March 2019 position. 3. Risk Dashboard for MSI's Corporate Action for March 2019 position. 4. Credit Evaluation & Monitoring Report for March 2019 position. 5. ICAAP Report for March 2019 position. 6. Group Stress Test 25.
3.	25.06.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 24 April 2019. 2. *Risk Dashboard* posisi Mei 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI posisi Mei 2019. 4. Laporan *Credit Evaluation & Monitoring* posisi Mei 2019.	1. Confirmation of the Minutes of the Risk Monitoring Committee Meeting on April 24, 2019. 2. Risk Dashboard for May 2019 position. 3. Risk Dashboard for MSI's Corporate Action for May 2019 position. 4. Credit Evaluation & Monitoring Report for May 2019 position.
4.	26.08.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 25 Juni 2018. 2. *Risk Dashboard* posisi Juli 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI posisi Juli 2019. 4. Laporan *Credit Evaluation & Monitoring* posisi Juli 2019. 5. Laporan ICAAP posisi Juni 2019. 6. Laporan Profil Risiko Triwulan II Juni 2019.	1. Confirmation on the Minutes of Risk Monitoring Committee Meeting on 25 June 2018. 2. Risk Dashboard for July 2019 position. 3. Risk Dashboard for MSI's Corporate Action for July 2019 position. 4. Credit Evaluation & Monitoring Report for July 2019 position. 5. ICAAP report for June 2019 position. 6. Risk Profile Report for Q II June 2019.
5.	28.10.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 26 Agusstus 2019. 2. *Risk Dashboard* posisi September 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI posisi September 2019. 4. Laporan *Credit Evaluation & Monitoring* posisi September 2019. 5. Laporan ICAAP posisi September 2019. 6. Laporan Profil Risiko Triwulan III September 2019.	1. Confirmation of the Minutes of the Risk Monitoring Committee Meeting on 26 August 2019. 2. Risk Dashboard for September 2019 position. 3. Risk Dashboard for MSI's Corporate Action for September 2019 position. 4. Credit Evaluation & Monitoring Report for September 2019 position. 5. ICAAP Report for September 2019 position. 6. Risk Profile Report for Q III September 2019.
6.	12.12.2019	1. Konfirmasi Risalah Rapat Komite Pemantau Risiko tanggal 28 Oktober 2018. 2. *Risk Dashboard* posisi November 2019. 3. *Risk Dashboard* atas Aksi Korporasi MSI November 2019. 4. Laporan *Credit Evaluation & Monitoring* posisi November 2019.	*1. Confirmation on the Minutes of the Risk Monitoring Committee Meeting on 28 October 2018.* *2. Risk Dashboard for November 2019 position.* *3. Risk Dashboard for MSI Corporate Action for November 2019 position.* *4. Credit Evaluation & Monitoring Report for November 2019 position.*

Komite Remunerasi dan Nominasi

Susunan keanggotaan Komite Remunerasi dan Nominasi Bank per posisi Desember 2019 adalah sebagai berikut:

Remuneration and Nomination Committee

As of December 2019, Bank's Remuneration and Nomination Committee composition as follows:

No.	Nama Name	Jabatan Position
1.	Fransisca Ekawati	**Komisaris Independen (Ketua)** Independent Commissioner (Chairman)
2.	Hadi Sunaryo	**Komisaris Independen (Anggota)** Independent Commissioner (Member)
3.	Dita Adritia Aboebakar	**Pejabat Eksekutif (Anggota)** Head of Human Capital & Administration Department (Member)

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi berdasarkan Kebijakan GCG dan Terms of Reference (TOR) Komite sebagai berikut:

1. **Terkait kebijakan remunerasi:**
   a. Melakukan evaluasi terhadap kebijakan remunerasi.
   b. Melakukan evaluasi terhadap kesesuaian antara kebijakan remunerasi dengan pelaksanaan kebijakan tersebut.
   c. Memberikan rekomendasi kepada Dewan Komisaris mengenai kebijakan remunerasi bagi Dewan Komisaris, Direksi, Dewan Pengawas Syariah, Pejabat Eksekutif dan pegawai secara keseluruhan.
2. **Terkait kebijakan nominasi:**
   a. Memberikan rekomendasi kepada Dewan Komisaris mengenai sistem serta prosedur pemilihan dan/atau penggantian anggota Dewan Komisaris, Direksi dan Dewan Pengawas Syariah.
   b. Memberikan rekomendasi kepada Dewan Komisaris mengenai calon anggota Dewan Komisaris, Direksi dan/atau Dewan Pengawas Syariah.
   c. Memberikan rekomendasi kepada Dewan Komisaris mengenai calon pihak independen yang akan menjadi anggota Komite.

Duties and responsibilities of Remuneration and Nomination Committee

Duties and responsibilities of Remuneration and Nomination Committee based on GCG Policy and the Committee's Term of Reference (TOR), among others:

1. Related with remuneration policy:
   a. Evaluate remuneration policy;
   b. Evaluate conformity between remuneration policy and the policy implementation;
   c. Provide recommendation to the Board of Commissioners regarding remuneration policy for Board of Commissioners, Board of Directors, Sharia Supervisory Board, Executives and employees in general.
2. Related with Nomination Policy
   a. Provide recommendation to the Board of Commissioners regarding the system and procedure for appointment and/or replacement of Board of Commissioners, Board of Directors and Sharia Supervisory Board member.
   b. Provide recommendation to the Board of Commissioners regarding candidate for Board of Commissioners, Board of Directors and/or Sharia Supervisory Board Member.
   c. Provide recommendations to the Board Commissioner concerning candidates for independent parties who will become a member of the Committee.

Mekanisme dan Frekuensi Rapat

Komite Remunerasi dan Nominasi melakukan rapat secara periodik sekurang-kurangnya 1 (satu) kali setiap 3 (tiga) bulan dengan ketentuan kuorum kehadiran minimal 50% dari seluruh anggota Komite Remunerasi dan Nominasi. Setiap keputusan Remunerasi dan Nominasi diambil berdasarkan musyawarah untuk mufakat. Dalam hal terdapat suara yang berimbang, keputusan akhir diambil oleh Ketua Komite.

Meeting Mechanism and Frequency

Remuneration and Nomination Committee held periodic meetings minimum 1 (once) in every 3 (three) months with minimum attendance quorum requirement is 50% of total members of Remuneration and Nomination Committee. Every Remuneration and Nomination Resolution is taken based on collective for consensus. If the vote is equal, final decision will be taken by the Committee's Chairman.

Sepanjang tahun 2019 Komite Remunerasi dan Nominasi telah melakukan 4 (empat) kali rapat sebagai berikut:

Remuneration and Nomination Committee held 4 (four) meetings during 2019, as follows:

No.	Tanggal / Date	Agenda	Agenda
1.	27.03.2019	1. Proposal & Rekomendasi pemberian "Ex Gratia" untuk karyawan dan BOD berdasarkan kontribusi di tahun 2018.	1. Proposal & Recommendation of awarding "Ex Gratia" for employees and BOD based on 2018 contributions.
2.	19.04.2019	1. Perhitungan kompensasi PHK sesuai UU Ketenagakerjaan untuk karyawan. 2. Rekomendasi pemberian *Token of Appreciation* untuk non karyawan (BOD, BOC, DPS, ACB) berdasarkan kebijakan PSP.	1. Calculation of employment termination compensation in accordance with the Labor Law for employees. 2. Recommendations for granting Tokens of Appreciation to non employees (BOD, BOC, DPS, ACB) based on PSP policy.
3.	04.07.2019	1. Perhitungan pensiun untuk Bapak Basuki Hidayat, Direktur Operasional.	1. Pension calculation for Mr. Basuki Hidayat, Operational Director.
4.	11.10.2019	1. Penambahan komponen THR dan TAT ke dalam perhitungan pembayaran pesangon untuk karyawan dalam rangkaian proses akuisisi.	1. Additional Holiday and End-Year Allowances components to the calculation of severance payments for employees in the series of acquisition processes.

Komite Audit

Susunan keanggotaan Komite Audit per 31 Desember 2019 adalah:

Audit Committee

Composition of the Audit Committee per December 31, 2019 as follows:

No.	Nama *Name*	Jabatan *Position*
1.	Fransisca Ekawati	**Komisaris Independen (Ketua)** Independent Commissioner (Chairman)
2.	Hadi Sunaryo	**Komisaris Independen (Anggota)** Independent Commissioner (Member)
3.	Richard Chang	**Pihak Independen (Anggota)** Independent Party (Member)
4.	Reynold Batubara	**Pihak Independen (Anggota)** Independent Party (Member)

Tugas dan tanggung jawab Komite Audit

Tugas dan tanggung jawab Komite Audit dituangkan dalam Kebijakan GCG dan Audit *Committee Charter* sebagai berikut:

1. Melakukan evaluasi atas pelaksanaan audit intern dalam rangka menilai kecukupan pengendalian intern termasuk kecukupan proses pelaporan keuangan; dan
2. Melakukan koordinasi dengan Kantor Akuntan Publik dalam rangka efektivitas pelaksanaan audit ekstern.

Duties and responsibilities of Audit Committee

The duties and responsibilities of Audit Committee has been described in GCG Policy and Audit Committee Charter, as follows:

1. Evaluate internal audit practice to assess sufficiency of internal control, including financial reporting process and
2. Coordinate with Public Accountant Firm on the effectiveness of external audit activity.

Dalam rangka melaksanakan tugasnya Komite Audit paling kurang melakukan evaluasi terhadap:

1. Pelaksanaan tugas yang dilaksanakan oleh fungsi audit intern (SKAI).
2. Kesesuaian pelaksanaan audit oleh Kantor Akuntan Publik (KAP) dengan standar audit yang Berlaku.
3. Kesesuaian laporan keuangan dengan standar akuntansi yang berlaku.
4. Pelaksanaan tindak lanjut oleh Direksi atas hasil temuan audit dan/atau rekomendasi dari hasil pengawasan Otoritas Jasa Keuangan, auditor intern, Dewan Pengawas Syariah, dan/atau auditor ekstern, guna memberikan rekomendasi kepada Dewan Komisaris.

To carry out its duties, the Audit Committee has at least evaluated the followings:

1. Duty implementation by Internal Audit Function (SKAI).
2. Conformity between audit conducted by Public Accountant Firm (KAP) with prevailing audit Standard.
3. Conformity of financial statements with prevailing accounting standard.
4. Follow-up implementation by the Board of Directors for audit finding and/or recommendation of audit result from Financial Service Authority, Internal Auditor, Sharia Supervisory Board and/or external auditor to provide recommendation to the Board of Commissioners.

Komite Audit juga memberikan rekomendasi mengenai penunjukan Akuntan Publik dan Kantor Akuntan Publik kepada Dewan Komisaris.

The Audit Committee also provides recommendation concerning the appointment of Public Accountant and Public Accountant Firm to the Board of Commissioners.

Selama periode tahun 2019 Komite Audit telah melakukan 6 (enam) kali rapat sebagai berikut:

Throughout 2019, the Audit Committee held 6 (six) meetings, as follows:

No.	Tanggal / Date	Agenda	Agenda
1.	20.02.2019	1. Konfirmasi Risalah Rapat Komite Audit tanggal 12 Desember 2018. 2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 31 Januari 2018. 3. Laporan Hasil Audit *Corporate Action Timeline* 2018. 4. Aktivitas Audit Periode Januari 2019 – Februari 2019.	1. Confirmation of Minutes of Audit Committee Meeting on December 12, 2018. 2. Progress Summary on Follow-Up of Audit Recommendations / Findings as of January 31, 2018. 3. Audit Report on Corporate Action Timeline for 2018. 4. Audit Activities for the January 2019 - February 2019 Period.

No.	Tanggal / Date	Agenda	Agenda
		5. Informasi untuk Komite Audit atas peraturan baru OJK No. 1/POJK.03/2019. **6. Proposal: Persetujuan Komite Audit atas Revisi Piagam Audit Internal dan Piagam Komite Audit.**	5. Information for the Audit Committee regarding OJK's new regulations No. 1/ POJK.03/2019. 6. Proposal: Audit Committee Approval of Revised Internal Audit Charter and Audit Committee Charter.
2.	24.04.2019	**1. Konfirmasi Risalah Rapat Komite Audit tanggal 20 Februari 2019.** **2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 31 Maret 2019.** **3. Laporan Hasil Audit *Local Payment System* (BI-RTGS, BI-SSSS, BI-ETP & SKN-BI) dan KPDHN 2019.** **4. Aktivitas Audit Periode Maret - April 2019.** **5. Informasi *Resources Management Internal* Audit per April 2019.** **6. Proposal: Revisi Cakupan Rencana Audit 2019.** **7. Ringkasan hasil audit OJK per 31 Januari 2019 terkait audit IT.** **8. Proposal: *GCAE Balance Scorecard* FY2019.**	1. Confirmation of Minutes of Audit Committee Meeting on February 20, 2019. 2. Progress Summary of Follow-Up on Audit Recommendations / Findings as of March 31, 2019. 3. Audit Report on Local Payment System (BI-RTGS, BI-SSSS, BI-ETP & SKN-BI) and KPDHN for 2019. 4. Audit Activities for March-April 2019 period. 5. Information about Internal Audit Resources Management as of April 2019. 6. Proposal: Revised Coverage of the 2019 Audit Plan. 7. Summary of OJK audit results as of January 31, 2019 on IT audits. 8. Proposal: GCAE Balance Scorecard FY2019
3.	25.06.2019	**1. Konfirmasi Risalah Rapat Komite Audit tanggal 24 April 2019.** **2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 31 Mei 2019.** **3. Aktivitas Audit Periode May - Juni 2019.** **4. Rekomendasi Komite Audit atas *Public Accountant Services* Report to OJK.** **5. Informasi untuk Komite Audit atas Semi Annual Report to OJK.** **6. Proposal: Persetujuan Komite Audit atas Penunjukan KAP EY FY2019.** **7. Rekomendasi Komite Audit atas *Ersnt& Young Tax (Malaysia) for Preparing Transfer Pricing Documentation* FY2018.**	1. Confirmation of Minutes of Audit Committee Meeting on April 24, 2019. 2. Progress Summary of Follow-Up on Audit Recommendations / Findings as of May 31, 2019. 3. Audit Activities for the May - June 2019 Period. 4. Audit Committee Recommendations on Public Accountant Services Report to OJK. 5. Information for the Audit Committee on the Semi Annual Report to OJK. 6. Proposal: Audit Committee Approval for Appointment of KAP EY FY2019. 7. Audit Committee Recommendation on Ersnt & Young Tax (Malaysia) for Preparing Transfer Pricing Documentation FY2018.
4.	26.08.2019	**1. Konfirmasi Risalah Rapat Komite Audit tanggal 25 Juni 2019.** **2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 31 Juli 2019.** **3. Laporan Hasil *Audit Agreement, Bidding & Fixed Assets 2019.*** **4. Aktivitas Audit periode Juli – Agustus 2019.**	1. Confirmation of Minutes of Audit Committee Meeting on June 25, 2019. 2. Progress Summary of Follow-Up on Audit Recommendations / Findings as of 31 July 2019. 3. Audit Report on Agreement, Bidding & Fixed Assets Reports for 2019. 4. Audit activities for July - August 2019 period.

No.	Tanggal / Date	Agenda	Agenda
		5. Informasi untuk Komite Audit atas Ringkasan Respon OJK terhadap Laporan Aktivitas Audit Internal Semester II/2018.	5. Information for the Audit Committee on OJK's Summary Response to the Internal Audit Activity Report for Semester II / 2018.
5.	28.10.2019	**1. Konfirmasi Risalah Rapat Komite Audit tanggal 26 Agustus 2019.** **2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 30 September 2019.** **3. Aktivitas Audit Periode September – Oktober 2019.**	1. Confirmation of Minutes of Audit Committee Meeting on August 26, 2019. 2. Progress Summary of Audit Follow-Up / Recommendations as of 30 September 2019. 3. Audit Activities for September - October 2019 period.
6.	12.12.2019	**1. Konfirmasi Risalah Rapat Komite Audit tanggal 28 Oktober 2019.** **2. Ringkasan Perkembangan Tindak Lanjut Rekomendasi/Temuan Audit per 30 November 2019.** **3. Laporan Hasil *Audit System Review of PT. MSI 2019.*** **4. Aktivitas Audit Periode Oktober – November 2019.** **5. Proposal: Rencana Audit Tahunan FY2020.**	1. Confirmation on Minutes of Audit Committee Meeting on 28 October 2019. 2. Progress Summary of Follow-Up on Audit Recommendations / Findings as of 30 November 2019. 3. Audit Report on System Review of PT. MSI 2019. 4. Audit Activities Period October - November 2019. 5. Proposal: FY2020 Annual Audit Plan.

IV. PELAKSANAAN TUGAS DAN TANGGUNG JAWAB DEWAN PENGAWAS SYARIAH

IV. IMPLEMENTATION OF DUTIES AND RESPONSIBILITIES OF THE SHARIA SUPERVISORY BOARD

Dewan Pengawas Syariah (DPS) Bank merupakan organ perusahaan yang bertugas memberikan nasihat dan saran kepada Direksi serta mengawasi kegiatan Bank agar sesuai dengan Prinsip Syariah.

Bank Sharia Supervisory Board (SSB)is a corporate organ whose task is providing advice and recommendation to the Board of Directors as well as overseeing Bank activities so as to be accordance with Sharia Principles.

Bank telah DPS sesuai dengan ketentuan yang berlaku.

The Bank has SSB which is in accordance with applicable regulations.

Komposisi DPS

Komposisi anggota DPS sampai dengan periode 31 Desember 2019 adalah sebagai berikut:

SSB Composition

Sharia Supervisory Board Composition until December 31, 2019 was as follows:

No.	Nama Name	Jabatan Position
1.	**Asrorun Ni'am Sholeh**	**Ketua** Chairman
2.	**Sholahudin Al Aiyub**	**Anggota** Member

Integritas, Kompetensi, dan Reputasi Keuangan

Seluruh anggota DPS telah memiliki integritas, kompetensi dan reputasi keuangan yang memadai. Seluruh anggota DPS telah lulus *fit and proper test* dan telah memperoleh surat persetujuan dari BI dan/atau OJK sebagaimana tertuang dalam Hasil kelulusan *Fit & Proper Test* melalui surat No.12/5/DpG/DPbS tanggal 23 September 2010 perihal Keputusan atas Calon Anggota Dewan Komisaris, Direksi dan Dewan Pengawas Syariah Bank Saudara Dalam Rangka Perubahan Kegiatan Usaha Menjadi Bank Umum Syariah dan surat persetujuan Otoritas Jasa Keuangan No.SR-33/PB.13/2016 tanggal 9 Desember 2016 tentang Keputusan atas Pengajuan Calon Dewan Pengawas Syariah Bank yang pada saat itu masih bernama PT Bank Maybank Syariah Indonesia, sebagaimana tersebut di atas.

Integrity, Competency and Financial Reputation

All of DPS members have sufficient integrity, competency and financial reputation. Every DPS member have obtained approval from Bank Indonesia based on Fit and Proper Test Result in Letter No. 12/5/DpG/DPbS dated September 23, 2010 regarding Decision on the Candidates of Board of Commissioners, Board of Directors and Sharia Supervisory Board members in the Bank with regard to the conversion of Business Activity to Sharia Commercial Banks as well as OJK Decision Letter No.SR-33/PB.13/2016 dated December 9, 2016 regarding Decision on the Proposed Candidate for Bank's Sharia Supervisory Board which then was called PT Bank Maybank Syariah Indonesia's Member as specified above.

Rangkap Jabatan Anggota DPS Pada Lembaga Keuangan Syariah Lainnya.

Rangkap jabatan yang dimiliki oleh anggota DPS adalah sebagai berikut:

Dual Position of SSB Member at the Other Sharia Finance Institution

Dual positions held by SSB members are as follows:

Nama Name	Jabatan lain (selain sebagai anggota DPS di Bank) Other Position Except as DPS of the Bank)	Perusahaan Companies
Asrorun Ni'am Sholeh	**Anggota DPS** Member of SSB	**- PT BESS Finance** **- PT BIMA Multifinance** **- GMT Asset Management**
Sholahudin Al Aiyub	**Ketua DPS** Chairman of SSB	**- PT Bank Muamalat Indonesia Tbk** **- Reindo Syariah**
	Anggota DPS Member of SSB	**- Indomobil Finance Syariah**

Kondisi rangkap jabatan tersebut sesuai dengan ketentuan Peraturan Bank Indonesia No.11/3/PBI/2009 tanggal 29 Januari 2009 tentang Bank Umum Syariah yang membatasi rangkap jabatan sebagai anggota DPS paling banyak pada 4 (empat) lembaga keuangan syariah.

The dual position complied with Bank Indonesia Regulation No. 11/3/PBI/2009 dated January 29, 2009 regarding Sharia Commercial Bank which limits dual position of Sharia Supervisory Board member in 4 (four) sharia financial institutions at the most.

Tugas dan Tanggung Jawab

DPS memiliki tugas dan tanggung jawab untuk memberikan nasihat dan saran kepada Direksi serta mengawasi kegiatan usaha Bank agar sesuai dengan Prinsip Syariah. Pelaksanaan tugas dan tanggung jawab DPS tersebut antara lain meliputi:

1. Menilai dan memastikan pemenuhan Prinsip Syariah atas pedoman operasional dan produk yang dikeluarkan *Bank*.
2. Mengawasi proses pengembangan produk baru Bank.
3. Meminta fatwa kepada Dewan Syariah Nasional untuk produk baru Bank yang belum ada fatwanya;
4. Melakukan review secara berkala atas pemenuhan prinsip syariah terhadap mekanisme penghimpunan dana dan penyaluran dana serta pelayanan jasa *bank*; dan
5. Meminta data dan informasi terkait dengan aspek syariah dari satuan kerja Bank dalam rangka pelaksanaan tugasnya.

Duties and Responsibilities

Sharia Supervisory Board holds duties and responsibilities to provide advice and recommendation to the Board of Directors as well as monitoring the Bank's business activity to comply with Sharia Principle. The implementation of Sharia Supervisory Board duties and responsibilities are among others including:

1. To assess and ensure the compliance of Sharia Principle in Operational and Product manuals issued by the Bank.
2. To monitor the Bank's new product development.
3. To propose regulation (fatwa) to National Sharia Board for the Bank's new product in which has not been regulated in specific fatwa.
4. To periodically review sharia principle compliance in funding and fund disbursement mechanism as well as the Bank's services.
5. To request data and information related with sharia aspect from the Bank in order to perform its duties.

Dalam melaksanakan tugas dan tanggung jawabnya DPS berpedoman pada Anggaran Dasar Perusahaan, Kebijakan GCG, *Terms of Reference (TOR)* Rapat DPS dan *Syariah Governance Framework*.

In carrying its duties and responsibilities, the Sharia Supervisory Board refers to Articles of Association, GCG Policy, Terms of Reference (TOR) of Sharia Supervisory Board Meeting and Sharia Governance Framework.

Untuk mendukung pelaksanaan tugas DPS, Bank menunjuk 1 (satu) karyawan (Pejabat Eksekutif) sebagai petugas yang menjalankan fungsi Syariah Compliance Officer dan 1 (satu) karyawan yang menjalankan fungsi kesekretariatan dan pengelolaan arsip/administrasi bagi DPS (Syariah Management).

To support the implementation of Sharia Supervisory Board duties, the Bank has appointed 1 (one) officer (Executive Officer) to serve the functions of Sharia Compliance Officer including secretariat management for Sharia Supervisory Board.

Mekanisme dan Frekuensi Rapat DPS

Rapat DPS diselenggarakan paling kurang 1 (satu) kali dalam 1 (satu) bulan. Setiap hasil rapat telah dituangkan dalam Risalah Rapat DPS dan didokumentasikan dengan baik. Seluruh keputusan DPS yang dituangkan dalam Risalah Rapat DPS merupakan keputusan bersama seluruh anggota DPS.

Mechanism and Frequency of SSB Meeting

SSB Meeting is held at least 1 (once) in 1 (one) month. Result of the meeting has been recorded in Minutes of Meetings and appropriately documented. All of Sharia Supervisory Board resolution stated in the Minutes of Meeting is mutual resolution of all DPS members.

Selama periode tahun 2019 DPS telah melakukan rapat sebanyak 12 (dua belas) kali dengan jumlah kehadiran anggota sebagai berikut:

In 2019, SSB held 12 (twelve) meetings with attendance record for each member illustrated below:

No.	Tanggal Date	Jumlah Kehadiran Total Attendance	Agenda
1.	31.01.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-XII bulan Desember 2018.** Confirmation on the Minutes of the XII DPS Meeting in December 2018. 2. **Update Penyaluran Dana Kebajikan.** Update on the Distribution of Virtue Funds. 3. **Lain-lain.** / Other.
2.	25.02.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-I bulan Januari 2019.** Confirmation on the Minutes of the First DPS Meeting in January 2019. 2. **Pembahasan Laporan DPS Semester II Tahun 2018.** Discussion of DPS Report for Semester II Year 2018.
3.	22.03.2019	2	1. **Konfirmasi Risalah Rapat DPS ke- II bulan Februari 2019.** Confirmation on the Minutes of the Second DPS Meeting in February 2019. 2. **Update mengenai rencana *recovery* IBF.** Update on the IBF recovery plan.
4.	23.04.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-III, Bulan Maret 2019.** Confirmation on the Minutes of the Third DPS Meeting, March 2019. 2. **Update Perkembangan Rencana Aksi Korporasi MSI.** Update on the Development of MSI Corporate Action Plan.
5.	28.05.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-IV Bulan April 2019.** Confirmation on the Minutes of the IV DPS Meeting in April2019. 2. **Update Perkembangan Rencana Aksi Korporasi MSI.** Update on the Development of MSI Corporate Action Plan. 3. **Update Penyaluran Dana Kebajikan.** Update on the Distribution of Virtue Funds.
6.	26.06.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-V Bulan 28 Mei 2019.** Confirmation on the Minutes of the 5th DPS Meeting on May 28, 2019. 2. **Update Penyaluran Dana Kebajikan.** Update on the Distribution of Virtue Funds. 3. **Update Perkembangan Rencana Aksi Korporasi MSI.** Update on the Development of MSI Corporate Action Plan.
7.	31.07.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-VI, 26 Juni 2019.** Confirmation on the Minutes of the Sixth DPS Meeting, June 26, 2019. 2. **Update penyaluran dana kebajikan.** Update on the Distribution of Virtue Funds. 3. **Update perkembangan rencana aksi korporasi MSI** Update on the Development of MSI Corporate Action Plan. 4. **Syariah *Review:* Penyelesaian nasabah hapus buku GNB** Syariah Review: Settlement of GNB write -off customers.
8.	28.08.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-VII, 31 Juli 2019.** Confirmation on Minutes of VII DPS Meeting, 31 July 2019. 2. **Pembahasan Laporan DPS Semester I 2019.** Discussion of DPS Report for Semester I 2019. 3. **Update perkembangan rencana aksi korporasi MSI.** Update on the development of MSI's corporate action plan.

No.	Tanggal Date	Jumlah Kehadiran Total Attendance	Agenda
9.	27.09.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-VIII, 28 Agustus 2019** Confirmation on Minutes of VIII DPS Meeting, 28 August 2019 2. **Update perkembangan rencana aksi korporasi MSI.** Update on the development of MSI's corporate action plan. 3. **Lain-lain.** / Others.
10.	24.10.2019	2	1. **Konfirmasi Risalah Rapat DPS ke-IX, 27 September 2019.** Confirmation on the Minutes of the IX DPS Meeting, 27 September 2019. 2. **Update perkembangan rencana aksi korporasi MSI.** Update on the development of MSI's corporate action plan. 3. **Lain-lain.** / Others.
11.	28.11.2019	1	1. **Konfirmasi Risalah Rapat DPS ke-X, 24 Oktober 2019.** Confirmation of Minutes of the X DPS Meeting, 24 October 2019. 2. **Update perkembangan rencana aksi korporasi MSI.** Update on the development of MSI's corporate action plan.
12.	12.12.2019	2	1. **Update perkembangan rencana aksi korporasi MSI.** Update on the development of MSI's corporate action plan. 2. **Lain-lain.** / Others.

V. PELAKSANAAN PRINSIP SYARIAH DALAM KEGIATAN PENGHIMPUNAN DANA DAN PENYALURAN DANA SERTA PELAYANAN JASA

Sebagaimana telah diuraikan di atas, Bank telah memiliki anggota DPS dalam jumlah yang cukup dan kompetensi yang memadai. Bank juga telah menunjuk *Syariah Compliance Officer* dan *Syariah Management Officer* yang telah memiliki pengetahuan dan/atau pemahaman memadai tentang operasional perbankan syariah.

Untuk meningkatkan fungsi audit internal khususnya di bidang pelaksanaan Prinsip Syariah dalam kegiatan operasional Bank, SKAI pada Bank telah melakukan program pelatihan audit syariah untuk meningkatkan kompetensi dan pemahaman anggota SKAI tentang operasional perbankan syariah.

Bank telah memiliki fungsi pengembangan produk yang independen terhadap unit bisnis, yaitu Satuan Kerja *Business Development Department* (BDD). Sumber daya manusia yang ada pada BDD telah memiliki pengetahuan dan pemahaman yang memadai mengenai prinsip syariah dan produk perbankan secara umum. Proses pengembangan produk baru senantiasa memperhatikan fatwa Dewan Syariah Nasional dan telah memperoleh pendapat syariah dari DPS.

V. SHARIA PRINCIPLE IMPLEMENTATION IN FUND COLLECTION AND DISBURSEMENT AS WELL AS SERVICES IMPLEMENTATION

As explained above, Bank has sufficient number and competent SSB members. Bank also has appointed Sharia Compliance Officer with adequate knowledge and/or understanding in Sharia Banking.

To develop internal audit function especially in Sharia Principle area in the Bank's operation, SKAI in the Bank has planned sharia audit training to develop competency and understanding of the SKAI members regarding sharia banking operation.

Bank currently also has product development function that is independent from the business units which is Business Development Department (BDD). The human capital in BDD has sufficient knowledge and understanding on general sharia principle and banking products. The new product development process always complies with Fatwa released by National Sharia Board and had been approved by SSB.

Pelaksanaan kegiatan penghimpunan dana, penyaluran dana, dan pelayanan jasa Bank secara umum telah sesuai dengan Fatwa Dewan Syariah Nasional – Majelis Ulama Indonesia dan pendapat syariah DPS.

Funding, fund disbursement and Bank's services have generally complied with Fatwa from National Sharia Board – Indonesia Ulemma Council and SSB Sharia recommendation.

VI. PENANGANAN BENTURAN KEPENTINGAN

VI. CONFLICT OF INTEREST HANDLING

Bank telah memiliki kebijakan, sistem dan prosedur penyelesaian mengenai benturan kepentingan yang mengikat setiap pengurus dan karyawan Bank sebagaimana tercantum dalam Kebijakan GCG dan *Code of Ethics and Conduct*.

Bank has established policy, system and procedure for settlement of conflict of interest which is applicable for every Bank's Management and Employees as described in GCG Policy and Code of Ethics and Conduct.

Selama periode tahun 2019 tidak ada transaksi yang mengandung benturan kepentingan.

Throughout 2019, there was no transaction involving conflict of interest.

VII. PENERAPAN FUNGSI KEPATUHAN

VII. IMPLEMENTATION OF BANK'S COMPLIANCE FUNCTION

Sesuai ketentuan OJK, Bank telah membentuk Satuan Kerja Kepatuhan *(Compliance Department/"COD")* yang independen terhadap satuan kerja bisnis dan operasional.

In compliance with Bank Indonesia Regulation, the Bank has established Compliance Department (COD) which is independent from business and operational units.

Tugas dan tanggung jawab COD meliputi antara lain:
1. Memastikan terlaksananya budaya kepatuhan pada seluruh kegiatan usaha Bank pada setiap jenjang organisasi.
2. Melakukan identifikasi, pengukuran, monitoring, dan pengendalian terhadap Risiko Kepatuhan dengan mengacu pada peraturan yang berlaku mengenai Penerapan Manajemen Risiko bagi Bank Umum Syariah dan Unit Usaha Syariah.
3. Menilai dan mengevaluasi efektivitas, kecukupan, dan kesesuaian kebijakan, ketentuan, sistem maupun prosedur yang dimiliki oleh Bank dengan peraturan perundang-undangan yang berlaku.
4. Melakukan *review* dan/atau merekomendasikan pengkinian dan penyempurnaan kebijakan, ketentuan, sistem maupun prosedur yang dimiliki oleh Bank agar sesuai dengan ketentuan dan peraturan perundang-undangan yang berlaku.
5. Melakukan upaya-upaya untuk memastikan bahwa kebijakan, ketentuan, sistem dan prosedur, serta kegiatan usaha Bank telah sesuai dengan ketentuan dan peraturan perundangan-undangan yang berlaku.
6. Melakukan tugas-tugas lainnya yang terkait dengan Fungsi Kepatuhan.

The duties and responsibilities of COD includes:
1. Ensure implementation of corporate culture in the Bank's business activity at every organization level.
2. Perform Compliance Risk Identification, Measurement, Monitoring and Mitigation by referring to the prevailing Law concerning Risk Management Implementation in Sharia Commercial Banks and Sharia Business Unit.
3. Measure and evaluate effectiveness, sufficiency, policy compliance, regulation, system or procedure owned by the Bank with prevailing law and regulation.
4. Preform review and/or recommend update of policy, regulation, system and procedure in the Bank to comply with prevailing Law.
5. Undertake efforts to ensure that the Bank's policy, regulation, system and procedure as well as business activity had complied with prevailing lawman regulation.
6. Perform other duties related with Compliance.

Dalam melaksanakan tugas dan fungsinya COD berpedoman pada Kebijakan GCG, *Compliance Operation Manual*, *Syariah Governance Framework*, *Syariah Compliance Policy*, dan *Syariah Review Procedure*.

Function In implementing its duties and function, the COD is referring to GCG Policy, Compliance Operation Manual, Sharia Governance Framework, Sharia Compliance Policy and Sharia Review Procedure.

Beberapa aktivitas yang telah dijalankan oleh COD selama periode tahun 2019 antara lain:
1. Memantau dan memastikan pemenuhan prinsip kehati-hatian Bank dalam kegiatan operasional sehari-hari BNS.
2. Memastikan terlaksananya internalisasi budaya kepatuhan melalui berbagai aktivitas, antara lain melalui pelatihan bagi karyawan baik melalui program yang diselenggarakan secara internal maupun oleh pihak *eksternal*,
3. Memastikan diseminasi informasi mengenai peraturan perundang-undangan baik yang merupakan peraturan baru maupun perubahan atau penyempurnaan dari peraturan yang telah diterbitkan sebelumnya oleh otoritas yang berwenang.
4. *Review* berkala atas beberapa kebijakan dan prosedur untuk mendukung operasional Bank.
5. Memastikan kepatuhan syariah di setiap aspek kegiatan operasionalnya. Dalam kerangka ini Direktur Kepatuhan dan COD selalu berkoordinasi dengan Dewan Pengawas Syariah (DSD) terkait pelaksanaan Fungsi Kepatuhan terhadap Prinsip Syariah.
6. Memastikan tindak lanjut penyelesaian atas temuan dan/atau rekomendasi hasil pemeriksaan Satuan Kerja Audit Internal, Auditor Eksternal, dan atau otoritas perbankan (OJK).

Several activities carried out by COD throughout 2019 period were as follows:
1. Monitoring and ensuring compliance with the Bank's prudential principles in the BNS' daily operations.
2. Ensuring the internalization of a culture of compliance through various activities, including training for employees both through programs implemented internally and by external parties.
3. Ensuring the dissemination of information regarding laws and regulations, which were either new regulations or changes or improvements to regulations that have been previously issued by the competent authority.
4. Periodically reviewing policies and procedures to support the Bank's operations.
5. Ensuring Sharia compliance in every aspect of its operational activities. In this framework the Compliance Director and COD continuously coordinated with the Sharia Supervisory Board (DSD) concerning the implementation of the Compliance Function with Sharia Principles.
6. Ensuring the follow-up of the completion of findings and/ or recommendations on the examinations results of Internal Audit Work Unit, External Auditor, and / or banking authority (OJK).

BNS mengangkat Direktur Kepatuhan yang bertugas untuk memastikan kepatuhan terhadap ketentuan OJK, BI, dan peraturan perundang-undangan lainnya sebagaimana diatur dalam ketentuan OJK mengenai fungsi kepatuhan. Direktur Kepatuhan menyampaikan laporan pelaksanaan tugas dan tanggung jawabnya secara bulanan kepada Direksi melalui forum Rapat Direksi bulanan, dan Rapat Dewan Komisaris setiap 2 (dua) bulan sekali. Selain itu Direktur Kepatuhan juga telah menyampaikan laporan

BNS has appointed a Compliance Director to serve in ensuring compliance with Bank Indonesia, Financial Service Authority (FSA) regulations and other prevailing Laws as stipulated in the FSA's provisions regarding the compliance function. The Compliance Director reports the implementation of his/her duties and responsibilities on monthly basis to the Board of Directors through monthly Board of Directors Meeting, and Board of Commissioners meeting once in every 2 (two) months. In addition, the pokok pelaksanaan tugas Direktur Kepatuhan secara semesteran kepada OJK.

Compliance Director also has submitted Compliance Director report on her duty implementation to OJK on semiannual basis.

Program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU & PPT)

Anti Money Laundering and Prevention of Terrorist Financing (Apu & Ppt) Program

Dalam kerangka penerapan Program Anti Pencucian Uang dan Pencegahan Pendanaan *Terorisme* (APU & PPT), Bank telah menunjuk menunjuk satu Pejabat Eksekutif yang bertanggung jawab atas penerapan Program APU & PPT (Petugas APU & PPT). Petugas APU & PPT tersebut bertanggung jawab langsung kepada Direktur Kepatuhan.

In the framework of Anti Money Laundering and Prevention of Terrorist Financing (APU & PPT) Program, Bank has appointed one Executive Officer who is in charge of the implementation of APU & PPT Program. The APU & PPT officer is responsible directly to the Compliance Director.

Beberapa aktivitas yang telah dilakukan oleh Petugas APU & PPT antara lain:

1. Melakukan *review* berkala atas Pedoman APU & PPT.
2. Memantau pelaksanaan program pengkinian data nasabah melalui program pengecekan kelengkapan data nasabah dan memantau tindak lanjut yang dilakukan oleh unit kerja terkait untuk melengkapi data nasabah.
3. Memastikan unit kerja terkait telah melakukan pemantauan secara terus menerus (harian) atas transaksi nasabah untuk mengidentifikasi kesesuaian antara transaksi nasabah dan profil nasabah. Berdasarkan hasil pemantauan yang dilakukan oleh unit kerja terkait, Petugas APU & PPT melakukan analisa lebih lanjut untuk menentukan kategori suatu transaksi sebagai transaksi yang wajar atau tidak (mencurigakan) sehingga perlu ditindaklanjuti dengan pelaporan transaksi keuangan mencurigakan (LTKM) kepada Pusat Pelaporan dan Analisis Transaksi Keuangan (PPATK).
4. Merekomendasikan kebutuhan pelatihan mengenai penerapan Program APU & PPT bagi pegawai Bank dan memastikan terlaksananya pelatihan sesuai ketentuan yang berlaku.
5. Memastikan penerapan Program APU & PPT dilaksanakan sesuai Pedoman APU & PPT.

Activities performed by APU & PPT Officer, among others:

1. Update APU & PPT Manual Regularly (annually).
2. Oversee the implementation of customer data updating program through customer data completeness checking and monitor follow-up carried out by the relevant work units to complete customer data.
3. Ensure that the related units had performed continuous (daily) monitoring on customer's transaction to identify conformity between customer transaction and customer profile. Based on monitoring result from the related working unit, the APU & PPT Officer will performs further analysis to classify category a transaction, whether the transaction is suspicious that needs to be followed up with suspicious financial transaction report (STR) to Financial Transaction Reporting and Analysis Center (PPATK).
4. Recommend training requirement on APU & PPT Program for Bank's employees and to ensure that the training is organized in minimum twice a year.
5. Ensure the implementation of APU & PPT Program in accordance with APU & PPT Manual.

Direksi senantiasa memantau penerapan Program APUPPT agar sesuai dengan Pedoman yang telah disusun. Pemantauan dilakukan antara lain melalui forum Rapat Direksi (BOD Meeting) yang dilakukan secara bulanan dimana Direktur Kepatuhan dan COD menyampaikan hasil pelaksanaan Program APUPPT. Adapun Dewan Komisaris melakukan pengawasan atas pelaksanaan tanggung jawab Direksi terhadap penerapan Program APUPPT secara berkala melalui forum Rapat Dewan Komisaris (BOC Meeting) yang diselenggarakan 2 (dua) bulan sekali. Dalam BOC Meeting tersebut, Direksi khususnya Direktur Kepatuhan melaporkan pokok-pokok hasil pelaksanaan Program APUPPT.

The Board of Directors continuously oversees the implementation of the APUPPT Program to comply with the Guidelines that have been prepared. Monitoring was carried out among others through the Board of Directors' Meeting (BOD Meeting) held monthly where the Compliance Director and COD delivered the results of the APUPPT Program implementation. The Board of Commissioners supervised the implementation of the Board of Directors' responsibility for the implementation of the APUPPT Program on a regular basis through the Board of Commissioners' Meeting (BOC Meeting), which is held once every two months. In the BOC Meeting, the Directors, especially the Compliance Director, reported the main results of the implementation of the APUPPT Program.

VIII. PENERAPAN FUNGSI AUDIT INTERN

VIII. INTERNAL AUDIT FUNCTION

Pelaksanaan fungsi audit intern pada BNS dilakukan oleh Satuan Kerja Audit Intern ("SKAI") atau Internal Audit Department ("IAD"). Ruang lingkup pemeriksaan mencakup seluruh aspek dan kegiatan Bank yang secara langsung maupun tidak langsung dapat mempengaruhi kualitas pelaksanaannya. Audit intern dilaksanakan secara independen untuk menilai efektivitas dan struktur pengendalian intern, kualitas pelaksana dari manajemen risiko, sistem pengendalian internal, kepatuhan terhadap peraturan dan proses tata kelola. Fungsi *audit intern* dilaksanakan dengan menggunakan metode *risk-based audit*.

The internal audit function at BNS was implemented by the Internal Audit Work Unit ("SKAI") or the Internal Audit Department ("IAD"). The scope of the audit covers all aspects and activities of the Bank that can directly or indirectly affect the quality of its implementation. Internal audits are carried out independently to assess the effectiveness and structure of internal control, the quality of the implementers of risk management, internal control systems, compliance with regulations and governance processes. The internal audit function is carried out using a risk-based audit method.

Untuk melaksanakan fungsinya SKAI berpedoman pada Piagam Audit Intern *(Internal Audit Charter)* dan pedoman audit internal. SKAI menyusun Rencana Audit Internal setiap tahun. Rencana Audit Internal tersebut dievaluasi dan disetujui oleh Komite Audit *(Audit Committee of the Board/"ACB")* untuk memastikan kedalaman rencana dan ruang lingkup pemeriksaan.

To carry out its functions, the Internal Audit Unit is guided by the Internal Audit Charter and internal audit guidelines. SKAI prepares an Internal Audit Plan every year. The Internal Audit Plan is evaluated and approved by the Audit Committee of the Board ("ACB") to ensure the depth of the plan and scope of the audit.

IX. PENERAPAN FUNGSI AUDIT EKSTERN

IX. IMPLEMENTATION OF EXTERNAL AUDIT FUNCTIONS

Dalam rangka transparansi kondisi keuangan, setiap tahun BNS menunjuk Akuntan Publik sebagai auditor eksternal yang melakukan audit secara inpedependen atas laporan keuangan Bank.

For the transparency of financial condition, Bank has appointed Public Accountant as external auditor to perform independent audit upon Bank's financial statements.

Berdasarkan Pernyataan Keputusan Pemegang Saham yang Diambil di Luar Rapat (Sirkuler) Pemegang Saham PT Bank Maybank Syariah Indonesia tanggal 3 Juli 2019 yang berita acaranya dituangkan dalam Akta Notaris No. 04 tanggal 3 Juli 2019, dibuat oleh Notaris Aliya Sriwendayani Azhar, SH, MH, MKn di Jakarta, pemegang saham telah menyetujui penunjukan Akuntan Publik yang akan mengaudit Laporan Keuangan untuk tahun buku yang berakhir pada tanggal 31 Desember 2019. Adapun Akuntan Publik yang ditunjuk adalah Purwantono, Sungkoro & Surja (Ernst & Young International). Persetujuan penunjukan Akuntan Publik dimaksud telah memperhatikan rekomendasi dari Komite Audit melalui Dewan Komisaris.

Based on the Resolution of Shareholders Taken Outside of the Meeting (Circular) Shareholders of PT Bank Maybank Syariah Indonesia dated July 3, 2019, in which the minutes of the meeting were stated in Notarial Deed No. 04 dated 3 July 2019, drafted by Notary Aliya Sriwendayani Azhar, SH, MH, MKn in Jakarta, the shareholders have approved the appointment of a Public Accountant who will audit the Financial Statements for the fiscal year ending on 31 December 2019. The appointed Public Accountant was Purwantono, Sungkoro & Surja (Ernst & Young International). The approval for the appointment of the Public Accountant has taken into account the recommendations of the Audit Committee through the Board of Commissioners.

X. BATAS MAKSIMUM PENYALURAN DANA

X. LEGAL LENDING LIMIT

Bank telah memiliki kebijakan, sistem dan prosedur tertulis untuk penyediaan dana kepada pihak terkait dan penyediaan dana besar, berikut monitoring dan penyelesaian masalahnya, yaitu Kebijakan Pembiayaan & *Underwriting Standard (Credit Policy & Underwriting Standard)*, Prosedur Manual Pembiayaan *(Manual Credit Procedure)*, dan TOR Komite Pembiayaan dan Wewenang Persetujuan Pembiayaan.

Bank has had adequate policies, systems and procedures for the provision of funds to related parties and large exposures, as well as monitoring and settlement of the problem, namely the Credit Policy & Underwriting Standard, Credit Procedure Manual and TOR of the Credit Committee.

Penerapan penyediaan dana oleh Bank kepada pihak terkait dan/atau penyediaan dana besar senantiasa memperhatikan:
1. Pemenuhan ketentuan yang Batas Maksimum Penyaluran Dana ("BMPD") dan memperhatikan prinsip kehati-hatian maupun perundang-undangan yang berlaku.
2. Kemampuan permodalan dan penyebaran/ diversifikasi portofolio penyediaan dana.

The provision of fund by the Bank to related parties and/or large exposures always take into account of the followings:
1. Compliance with the Legal Lending Limit and prudential principles.
2. The capital and diversification of financing portfolio.

Bank juga telah menyampaikan Laporan Penyediaan Dana Kepada Pihak Terkait maupun Laporan Batas Maksimum Penyaluran Dana secara berkala dan tepat waktu kepada OJK.

Bank has also submitted regularly and timely Report on Provision of Funds To Related Parties and Legal Lending Limit.

XI. TRANSPARANSI KONDISI KEUANGAN DAN NON KEUANGAN, LAPORAN PELAKSANAAN GCG DAN PELAPORAN INTERNAL

XI. DISCLOSURE OF FINANCIAL AND NON FINANCIAL CONDITION, GCG REPORT AND INTERNAL REPORTING

Bank telah melaksanakan transparansi kondisi keuangan yang dituangkan dalam:
1. Laporan Tahunan, yang dipublikasikan dalam website Bank dan disampaikan kepada pemegang saham, OJK, dan lembaga lain sebagaimana yang ditentukan dalam peraturan yang berlaku.
2. Laporan Keuangan Publikasi Triwulanan, yang dipublikasikan dalam website Bank dan disampaikan kepada OJK.
3. Laporan Keuangan Publikasi Bulanan, yang dipublikasikan dalam website OJK.

Bank has implemented transparency of its financial condition in the following media:
1. Annual Report, published at Bank's website and presented to the shareholders, OJK and other institution as regulated in Bank Indonesia Regulation.
2. Quarter Published Financial Report, that is publicized at Bank's website and submitted to OJK.
3. Monthly Published Financial Statements, which is published at OJK website.

Bank juga telah melaksanakan transparansi kondisi non keuangan yang dituangkan dalam:
1. Laporan Pelaksanaan GCG, yang dipublikasikan dalam website Bank dan disampaikan kepada pemegang saham, OJK, dan lembaga lain sebagaimana yang ditentukan dalam peraturan yang berlaku.
2. Informasi mengenai berbagai peristiwa dan kegiatan Bank, yang dipublikasikan dalam *website Bank*.

Bank has also conducted disclosure of non-financial condition, among others:
1. GCG Report, which is published at the Bank's website and presented to the shareholders, FSA and other institutions as regulated in Bank Indonesia regulation.
2. Information on Bank's event and activity, published at the Bank's website.

XII. DAFTAR KONSULTAN, PENASEHAT ATAU YANG DIPERSAMAKAN DENGAN ITU YANG DIGUNAKAN OLEH BANK

XII. LIST OF CONSULTANT, ADVISOR RETAINED BY THE BANK

1. **Purwantono, Sungkoro & Surja (Ernst & Young International)**
   Penunjukan konsultan ini adalah untuk:
   - Melakukan audit dan menerbitkan laporan audit atas laporan keuangan Bank untuk satu tahun yang berakhir pada tanggal 31 Desember 2018.
   - Memberikan jasa konsultasi perpajakan yang mencakup review perpajakan untuk 2018 Annual *Corporate Income Tax Return* dan December 2018 *Monthly Employee Income Tax Return*.

2. **PT Mercer Indonesia**
   Penunjukan konsultan ini adalah untuk melakukan *Actuarial Valuation Report* berdasarkan PSAK 24 Revisi 2004.

1. **Purwantono, Sungkoro & Surja (Ernst & Young International)**
   Appointed to perform:
   - auditing and releasing audited report on Bank Financial Statements for year ended on December 31, 2018.
   - providing taxation consultancy service including taxation review for 2018 Annual Corporate Income Tax Return and December 2018 Monthly Employee Income Tax Return.

2. **PT Mercer Indonesia**
   The consultant was hired to perform Actuarial Valuation Report based on PSAK 24 Revised 2004.

3. **Roosdiono & Partners**
   Penunjukan konsultan ini adalah untuk memberikan jasa konsultasi hukum dan legal *review* khususnya untuk hal-hal yang berhubungan dengan aksi korporasi Bank.
4. **AYMP Atelier of Law**
   Penunjukan konsultan ini adalah untuk memberikan jasa konsultasi hukum dan legal *review* untuk kepentingan Bank.
5. **Panji Prasetyo & Partners**
   Penunjukan konsultan ini adalah untuk memberikan jasa konsultasi hukum dan litigasi untuk kepentingan Bank.
6. **Law Firm Duma & Partners**
   Penunjukan konsultan ini adalah untuk memberikan jasa konsultasi hukum dan litigasi untuk kepentingan Bank, khususnya dalam rangka penanganan penyelesaian nasabah pembiayaan bermasalah yang telah hapus buku.
7. **Fransisca Indrasari & Partners**
   Penunjukan konsultan ini adalah untuk memberikan jasa konsultasi hukum dan litigasi untuk kepentingan Bank, khususnya dalam rangka penanganan penyelesaian nasabah pembiayaan bermasalah yang telah hapus buku.

3. Roosdiono & Partners
   The consultant was hired to provide legal consultancy and legal review service for the Bank's interest.
4. AYMP Atelier of Law
   The appointment of this consultant is to provide legal consulting services and legal reviews for the benefit of the Bank.
5. Panji Prasetyo & Partners
   The consultant was hired to provide legal consultancy and legal litigation services for the Bank's interest.
6. Law Firm Duma & Partners
   The consultant was hired to provide legal consultancy and legal litigation services for the Bank's interest, especially in the context of handling the settlement of non-performing financing customers who have been written-off.
7. Fransisca Indrasari & Partners
   The appointment of this consultant is to provide legal consulting and litigation services for the benefit of the Bank, particularly in the context of handling the settlement of non-performing financing customers who have been written-off.

XIII. KEBIJAKAN REMUNERASI DAN FASILITAS LAINNYA *(REMUNERATION PACKAGE)* YANG DITETAPKAN RAPAT UMUM PEMEGANG SAHAM BAGI DEWAN KOMISARIS, DIREKSI, DAN DEWAN PENGAWAS SYARIAH

XIII. REMUNERATION PACKAGE DETERMINED BY GENERAL MEETINGS OF SHAREHOLDERS APPLIED FOR BOARD OF COMMISSIONERS, BOARD OF DIRECTORS AND SHARIA SUPERVISORY BOARD

Kebijakan remunerasi dan fasilitas lainnya yang ditetapkan Rapat Umum Pemegang Saham bagi Dewan Komisaris, Direksi, dan DPS Bank adalah sebagaimana tabel di bawah ini:

The remuneration package determined by General Meetings of Shareholders applicable for the Bank's Board of Commissioners, Board of Directors and Sharia Supervisory Board is as follows:

Jenis Remunerasi dan Fasilitas lainnya Type of Remuneration Package	Jumlah Diterima dalam 1 Tahun | *Total Amount Received in One Year*					
	Dewan Komisaris Board of Commissioners		Direksi Board of Directors		Dewan Pengawas Syariah Sharia Supervisory Board	
	Orang Person	Jutaan Rupiah Million Rupiah	Orang Person	Jutaan Rupiah Million Rupiah	Orang Person	Jutaan Rupiah Million Rupiah
1. Remunerasi Remuneration	3	1.063	3	4.179	2	448.6

Jenis Remunerasi dan Fasilitas lainnya Type of Remuneration Package	Jumlah Diterima dalam 1 Tahun | *Total Amount Received in One Year*					
	Dewan Komisaris Board of Commissioners		Direksi Board of Directors		Dewan Pengawas Syariah Sharia Supervisory Board	
	Orang Person	Jutaan Rupiah Million Rupiah	Orang Person	Jutaan Rupiah Million Rupiah	Orang Person	Jutaan Rupiah Million Rupiah
2. Fasilitas lainnya*) Other facilities						
a. yang dapat dimiliki can be owned	-	-	1	63	-	-
b. yang tidak cannot be owned	-	-	-	-	-	-
Total	3	1.063,70	3	4.242	2	448.6

*) dinilai dalam ekuivalen Rupiah / *in Rupiah equivalent*

Anggota Dewan Komisaris, Direksi, dan DPS yang menerima remunerasi dalam satu tahun berdasarkan kisaran tingkat penghasilan adalah sebagaimana tabel di bawah ini:

Members of Board of Commissioners, Board of Directors and Sharia Supervisory Board who received annual remuneration package based on level of remuneration is shown in below table:

Jumlah Remunerasi*) per orang dalam 1 tahun*) Remuneration Amount *) per person in 1 year *)	Jumlah Dewan Komisaris Number of BOC	Jumlah Direksi Number of BOD	Jumlah Dewan Pengawas Syariah Number of DPS
Di atas Rp 2 miliar Above Rp 2 billion	0	0	0
Di atas Rp 1 miliar s.d. Rp 2 miliar Above Rp1 billion until Rp 2 billion	0	3	0
Di atas Rp 500 juta s.d. Rp 1 miliar Above Rp 500 million until Rp 2 billion	0	0	0
Rp 500 juta ke bawah Less than Rp 500 million	3	0	2

*) dinilai dalam ekuivalen Rupiah / *in Rupiah equivalent*

*) yang diterima dalam bentuk keuangan (non natura) / *received in financial form (non-natural)*

XIV. RASIO GAJI TERTINGGI DAN GAJI TERENDAH

XIV. HIGHEST AND LOWEST SALARY RATIO

Rasio gaji tertinggi dan gaji terendah dalam skala perbandingan adalah sebagai berikut:

The ration of highest and lowest salary in comparison scale is described below:

1. Rasio gaji pegawai yang tertinggi dan terendah adalah : 15,3 : 1
2. Rasio gaji Direksi yang tertinggi dan terendah adalah : 1,2 : 1
3. Rasio gaji Komisaris yang tertinggi dan terendah adalah : 1,1 : 1
4. Rasio gaji Direksi tertinggi dan pegawai tertinggi adalah : 1,4: 1

1. Ratio of the highest and lowest salary of employees : 15.3 : 1
2. Ratio of the highest and lowest salary of Directors : 1.2 : 1
3. Ratio of the highest and lowest salary of Commissioners : 1.1 : 1
4. Ratio of the highest and lowest salary of Directors and employees : 1.4 : 1

XV. JUMLAH PENYIMPANGAN *(INTERNAL FRAUD)* YANG TERJADI DAN UPAYA PENYELESAIAN OLEH BANK

XV. TOTAL INTERNAL FRAUD AND SETTLEMENT EFFORT BY THE BANK

Selama periode tahun 2019 tidak ada penyimpangan/ kecurangan *(internal fraud)* yang dilakukan oleh pegawai tetap Bank sebagaimana tabel di bawah ini:

In 2019, there no internal fraud committed by the permanent employees as shown in below table:

Internal Fraud dalam 1 tahun Internal Fraud in 1 year	Jumlah Kasus Yang Dilakukan oleh | Case Committed by					
	Dewan Komisaris/Direksi Board of Commissioners/ Board of Director		Pegawai Tetap Permanent Employee		Pegawai Tidak Tetap Non-permanent Employee	
	Tahun sebelumnya Previous Year	Tahun berjalan Current Year	Orang Person	Tahun sebelumnya Previous Year	Tahun berjalan Current Year	Tahun berjalan Current Year
Total Fraud	-	-	-	-	-	-
Telah diselesaikan Settled	-	-	-	-	-	-
Dalam proses penyelesaian di internal Bank Under Bank's Internal Settlement Process	-	-	-	-	-	-
Belum diupayakan penyelesaiannya Has not entered settlement process	-	-	-	-	-	-

Internal Fraud dalam 1 tahun Internal Fraud in 1 year	Jumlah Kasus Yang Dilakukan oleh | Case Committed by					
	Dewan Komisaris/Direksi Board of Commissioners/ Board of Director		Pegawai Tetap Permanent Employee		Pegawai Tidak Tetap Non-permanent Employee	
	Tahun sebelumnya Previous Year	Tahun berjalan Current Year	Orang Person	Tahun sebelumnya Previous Year	Tahun berjalan Current Year	Tahun berjalan Current Year
Telah ditindaklanjuti melalui proses hukum Followed-up Under Legal Process	-	-	-	-	-	-

XVI. JUMLAH PERMASALAHAN HUKUM DAN UPAYA PENYELESAIAN OLEH BANK

XVI. LITIGATION AND SETTLEMENT EFFORT BY THE BANK

Jumlah permasalahan hukum selama periode tahun 2019 adalah sebagaimana tabel di bawah ini:

Total litigation occurred during 2019 period is shown on below table:

Permasalahan Hukum Litigation	Jumlah Kasus | Number of Cases	
	Perdata | Civil	Pidana | Crime
Telah selesai (telah mempunyai kekuatan hukum yang tetap) Settled (inkracht sentence)	7	2
Dalam proses penyelesaian Under settlement process	6	2
Total	13	4

Permasalahan hukum yang masih berjalan dalam penyelesaian sebagaimana tersebut pada tabel di atas adalah merupakan proses-proses litigasi yang berhubungan dengan penyelesaian nasabah pembiayaan bermasalah yang telah dihapus buku oleh Bank.

Legal issues that are still in progress as referred to in the table above are litigation processes related to the settlement of troubled financing customers whose books have been deleted by Bank.

XVII. *BUY BACK SHARES* DAN / ATAU *BUY BACK* OBLIGASI BANK

XVII. BANK'S BUY BACK SHARES AND/OR BONDS

Selama periode tahun 2019 Bank tidak melakukan buy *back shares* dan/atau *buy back* obligasi.

In 2019, Bank did not undertake buy back shares and/ or bonds.

XVIII. PENYALURAN DANA UNTUK KEGIATAN SOSIAL

Pada tahun 2019 Bank telah mengadakan program *Corporate Social Responsibility* (CSR) berupa partisipasi dalam bentuk donasi sebesar sepuluh juta rupiah dalam Program Maritime Festival 2019 yang diselenggarakan oleh Himpunan Mahasiswa Teknik Perkapalan Universitas Diponegoro.

Program tersebut merupakan rangkaian acara bertemakan sosial lingkungan dengan judul kegiatan: "Maritime Festival 2019" pada tanggal 19 – 27 Oktober 2019 di Semarang. Program Maritime Festival 2019 mengusung tema *"Be Fantastic with Less Plastic"*, yang ditujukan pada mahasiswa dan masyarakat umum.

Tema ini menitik beratkan kesadaran masyarakat tentang bahaya plastik bagi lingkungan yang mana dapat merusak ekosistem di laut. Rangkaian acara berupa Pekan Ilmiah Nasional Riset & Teknologi, *Design and Control Boat Competition*, serta puncak acaranya ialah *Beach Clean Up* yaitu melakukan pembersihan pantai bersama-sama, bekerjasama dengan komunitas-komunitas peduli lingkungan di daerah Semarang. Kegiatan ini berlangsung di Pantai Marina Semarang.

XVIII. DONATION SHARING FOR CSR

In 2019 the Bank held a Corporate Social Responsibility (CSR) program by participating in a donation of ten million rupiah, in the 2019 Maritime Festival Program organized by the Association of Diponegoro University Shipping Engineering Student.

The program was a series of social-themed events with the title of: "Maritime Festival 2019" on October 19-27 2019 in Semarang. The 2019 Maritime Festival program carried the theme of "Be Fantastic with Less Plastic", which was aimed at students and the general public.

This theme focused on public awareness concerning the dangers of plastic to the environment which could damage the sea ecosystem. The series of events were realized in the form of the National Scientific Research & Technology Week, Design and Control Boat Competition, and the highlight of the event was Beach Clean Up namely doing beach cleaning together, in collaboration with environmentally friendly communities in the Semarang area. This activity took place at Marina Beach Semarang.

XIX. PENDAPATAN NON HALAL DAN PENGGUNAANNYA

Total saldo Dana Kebajikan/Dana Non-Halal pada posisi awal Desember 2019 adalah Rp112.244.356,65 dan USD 5.343,25. Selama tahun 2019 terdapat penambahan dana kebajikan/non-halal yang berasal dari denda pembayaran angsuran nasabah sebesar Rp5.814.055,88. Kemudian reklas/konversi dari saldo dana kebajikan USD ke saldo Rupiah dilakukan total USD 1.391,84 menjadi Rp 19.703.996,04. Sedangkan penyaluran dana kebajikan selama tahun 2019 sejumlah total Rp136.000.000,00. dan USD 3.951,41, dalam bentuk Renovasi Pesantren Al-Nahdlah Pondok Petir Bojongsari yang sempat mengalami musibah kebakaran di 2018, Renovasi Ruang Rapat Komisi Fatwa MUI, serta donasi kegiatan sosial mahasiswa Teknik Perkapalan Universitas Diponegoro. Pada posisi akhir Desember 2019, total saldo Dana Kebajikan dan Dana Non Halal adalah Rp1.762.408,57.

Rinciannya saldo dan pergerakan Dana Kebajikan di 2019 sebagai berikut:

XIX. NON-HALAL INCOME AND ITS USE

The total balance of Virtue Funds / Non-Halal Funds at the beginning of December 2019 was Rp112,244,356.65 and USD 5,343.25. During 2019 there were additional Virtue Funds / Non-Halal Funds originating from customer installment payment penalties amounting to Rp 5,814,055.88. Then the conversion of the balance of Virtue Funds from USD to Rupiah balances was carried out in total of USD 1,391.84 to Rp19,703,996.04. While the distribution of Virtue Funds during 2019 in a total of Rp136,000,000.00. and USD 3,951.41, were implemented through the renovation of Al-Nahdlah Islamic Boarding School Pondok Petir Bojongsari which had experienced a fire accident in 2018, renovation of the MUI Fatwa Commission Meeting Room, as well as a donation of social activities for Diponegoro University Shipping Engineering students. At the end of December 2019, the total balance of the Virtue Fund and Non-Halal Fund was Rp1,762,408.57.

The details of the balance and movement of the Benevolent Fund in 2019 are as follows:

NO.	Deskripsi / Description	IDR	USD
A	**Saldo per 1 Januari 2019** Balance as of January 1, 2019	112.244.356,65	5.343,25
B	**Pendapatan (Penyaluran) Dana Kebajikan di 2019** Income (Distribution) of Virtue Fund in 2019		
B.1	**Denda Pembayaran Angsuran Nasabah** Customer Installment Payment Penalty	5.814.055,88	
B.2	**Reklas/Konversi USD ke IDR** Conversion from USD to IDR	19.703.996,04	(1.391,84)
B.3	**Program Penyaluran Dana Kebajikan** Virtue Fund Distribution Program - **Renovasi Pesantren Al-Nahdlah (Penyedian Ranjang dan Kasur Asrama Santri)** Renovation of Al- Nahdlah Boarding School (Provision of Beds and Mattresses for Students' Dormitory) - **Renovasi ruang rapat Komisi Fatwa MUI (pembayaran dalam Rupiah: Rp55.833.435,68)** Renovation of the meeting room of the MUI Fatwa Commission (payment in Rupiah: Rp55,833,435.68) - **Donasi Kegiatan Sosial Mahasiswa Fakultas Teknik UNDIP "Maritime Festival 2019"** Donation of Social Activities for UNDIP Engineering Faculty Students "Maritime Festival 2019"	(126.000.000,00) (10.000.000,00)	(3.951,41)
C	**Saldo Setelah Program Penyaluran Dana Kebajikan (A + B)** Balance After Virtue Fund Distribution Program (A + B)	1.762.408,57	0,00