

**PT Bank Nusantara Parahyangan Tbk.
PIAGAM KOMITE AUDIT**

I. PIAGAM

Dewan Komisaris memastikan bahwa Komite Audit dapat menjalankan tugasnya secara efektif.

Dalam rangka meningkatkan efektivitas tugas dan tanggung jawab Komite Audit, maka dilengkapi dengan Piagam Komite Audit yang merupakan "Pedoman dan Tata Tertib Kerja Komite Audit", Piagam Komite Audit ini diperlukan sebagai landasan kerja dari Komite Audit dan untuk kejelasan bagi semua pihak yang berkaitan dengan tugas dan tanggung jawab Komite Audit, yaitu Dewan Komisaris, Manajemen, Satuan Kerja Audit Internal (SKAI), serta unit-unit kerja dan komite-komite lain yang berkaitan dengan penerapan *Good Corporate Governance (GCG)*. Sehubungan dengan hal tersebut maka disusunlah Piagam Komite Audit.

A. LATAR BELAKANG

1. PT Bank Nusantara Parahyangan Tbk (Selanjutnya disebut Bank BNP) sebagai Bank Umum di Indonesia wajib untuk memenuhi setiap Peraturan dan Ketentuan yang ditetapkan oleh Regulator dan Ketentuan Perundang-Undangan lainnya yang berlaku, diantaranya Undang-Undang Nomor 7 Tahun 1992 tentang Perbankan sebagaimana diubah dengan Undang-Undang Nomor 10 Tahun 1998.
2. Dengan semakin kompleksnya tugas dan fungsi Dewan Komisaris dalam melakukan pengawasan terhadap Bank maka diperlukan Komite Audit yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan tugas dan fungsinya secara efektif dan efisien.
3. Komite Audit dibentuk dalam rangka membantu Dewan Komisaris dalam melaksanakan kewenangannya untuk mengawasi pengelolaan Bank dan memastikan bahwa pengelolaan Bank dilakukan sesuai dengan prinsip-prinsip *Good Corporate Governance (GCG)* yaitu *transparency, accountability, responsibility, independency* dan *fairness*, dalam rangka pencapaian nilai perusahaan dan nilai kepentingan *stakeholders* yang optimal.
4. Dalam rangka meningkatkan efektivitas kerja Komite Audit, maka diperlukan Piagam Komite Audit (*Audit Committee Charter*) yang merupakan Pedoman dan Tata Tertib Kerja Komite Audit, yang diatur pada ketentuan Otoritas Jasa Keuangan terkait penerapan tata kelola bagi bank umum serta ketentuan OJK terkait pembentukan dan pelaksanaan kerja Komite Audit.
5. Piagam Komite Audit diperlukan sebagai pedoman kerja Komite Audit untuk kejelasan bagi semua pihak yang berkaitan dengan tugas Komite

**PT Bank Nusantara Parahyangan Tbk.
AUDIT COMMITTEE CHARTER**

I. CHARTER

The Board of Commissioners shall ensure that the Audit Committee can carry out their duties effectively.

In order to streamline the task of the Audit Committee, the Audit Committee required "Guidelines and procedures for Audit Committee", the Audit Committee Charter is necessary as the foundation work of the Audit Committee and for clarity for all parties related to the Audit Committee, ie BOC, Management, Internal Audit, as well as other work unit and other committee relating to the implementation of Good Corporate Governance (GCG).

A. BACKGROUND

1. PT Bank Nusantara Parahyangan Tbk (hereinafter called as Bank BNP) as a commercial bank in Indonesia is required to meet any Rule and Regulation set by the regulator and the other provision of Laws, including Act No. 7 of 1992 as amended by Act No. 10 of 1998.
2. With the increasing complexity of the task and function of the Board of Commissioners in supervising the Bank, the Audit Committee formed and responsible to the Board of Commissioners to help carry out its duty and function effectively and efficiently.
3. The Audit Committee was established in order to assist the Board in carrying out its authority to oversee the management of the Bank and ensure that the management of the Bank carried out in accordance with the principle of Good Corporate Governance (GCG), namely transparency, accountability, responsibility, independence and fairness, in order to achieve the company's value and the optimal value of the interest of stakeholder.
4. In order to improve the effectiveness of the Audit Committee, the Charter is prepared based on Bank Indonesia Regulation No.8/4/PBI/2006 dated 30 January 2006 which has been amended by Regulation No.8/14/PBI/2006 dated 5 October 2006 on the implementation of Good Corporate Governance (GCG) for Commercial Bank and refer to provisions of the Financial Services Authority related to the implementation of Good Corporate Governance for commercial banks and the provisions of the Financial Services Authority concerning the establishment and guidelines for the Audit Committee.
5. The Audit Committee Charter is needed to guide the work of the Audit Committee and make it clear for all parties related to the duty of the Audit

Audit, yaitu Dewan Komisaris, Manajemen, Satuan Kerja Audit Internal (SKAI), setiap unit kerja dan komite-komite lain yang berkaitan dengan *Good Corporate Governance (GCG)*.

6. Piagam Komite Audit disusun dan ditetapkan melalui Surat Keputusan Dewan Komisaris yang ditandatangani oleh seluruh anggota Dewan Komisaris, agar Komite Audit memiliki panduan kerja yang jelas dan dapat bekerja dan bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya sesuai dengan ketentuan yang berlaku.
7. Piagam Komite Audit wajib dimuat dalam situs web Bank BNP.

B. REFERENSI

1. Peraturan Bank Indonesia No. 1/6/PBI/1999 tanggal 20 September 1999 tentang Penugasan Direktur kepatuhan dan Penerapan Standar Pelaksanaan Fungsi Audit Intern Bank Umum.
2. Anggaran Dasar Perseroan tentang Tugas dan Wewenang Dewan Komisaris.
3. Peraturan Otoritas Jasa Keuangan (POJK) No. 13/POJK.03/2017 tanggal 27 Maret 2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik Dalam Kegiatan Jasa Keuangan.
4. Surat Edaran Otoritas Jasa Keuangan No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum.
5. Peraturan Otoritas Jasa Keuangan (POJK) No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum.
6. Peraturan Otoritas Jasa Keuangan (POJK) No. 55/POJK.04/2015 tentang Pembentukan dan Pelaksanaan Kerja Komite Audit.
7. Peraturan Otoritas Jasa Keuangan (POJK) No. 33/POJK.04/2014 tentang Direksi dan dan Dewan Komisaris Emiten atau Perusahaan Publik.
8. Peraturan Bank Indonesia No. 13/2/PBI/2011 tentang Pelaksanaan Fungsi Kepatuhan Bank Umum.

C. PENGERTIAN

1. **Komite Audit** adalah Komite yang dibentuk oleh Dewan Komisaris untuk bekerja secara kolektif dan berfungsi untuk menjaga efektivitas tugas dan tanggungjawabnya, khususnya dari segi pemantauan dan evaluasi atas perencanaan dan pelaksanaan audit internal serta pemantauan atas tindak lanjut hasil pemeriksaan audit (eksternal /internal) dalam rangka menilai kecukupan pengendalian internal termasuk kecukupan proses pelaporan keuangan.
2. **Komisaris Independen** adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, hubungan kepengurusan, hubungan kepemilikan saham, dan/atau hubungan keluarga

Committee, the Board of Commissioners, Management, Internal Audit work Unit (SKAI), each work unit and other committees related to Good Corporate Governance (GCG).

6. The Charter has been established and defined by the Decree of the Board of Commissioners, signed by all members of the Board of Commissioners, that the Audit Committee has a clear working guidelines and can work and act independently in carrying out their duty and responsibility in accordance with applicable regulation.
7. The Charter shall be published through the website of Bank BNP.

B. REFERENCE

1. Bank Indonesia Regulation No.1/6/PBI/1999 dated 20 September 1999 on the Assignment Director of compliance and Application of Standard implementation for Commercial Bank Internal Audit Function.
2. Articles of Association of Duty and Authority of the Board of Commissioners.
3. The Financial Services Authority (OJK) Regulation (POJK) No. 13/POJK.03/2017 dated 27 March 2017 concerning on the Use of Public Accountant Services and Public Accountant Firm in Financial Services Activities.
4. The Financial Services Authority (OJK) Circular letter No. 13/SEOJK.03/2017 concerning on The Implementation of Good Corporate Governance for Commercial Banks.
5. The Financial Services Authority (OJK) Regulation (POJK) No. 55/POJK.03/2016 concerning on The Implementation of Good Corporate Governance for Commercial Banks.
6. The Financial Services Authority (OJK) Regulation (POJK) No. 55/POJK.04/2015 concerning on the Establishment & Guidelines for Audit Committee.
7. The Financial Services Authority (OJK) Regulation (POJK) No. 33/POJK.04/2014 concerning on Directors and Board of Commissioners of Issuers or Public Companies.
8. Bank Indonesia Regulation No. 13/2/PBI/2011 on the Implementation of Compliance Function in Commercial Banks.

C. INTRODUCTION

1. **Audit Committee** is a committee established by the Board of Commissioners to work collectively and serve to maintain the effectiveness of its duty and responsibility, particularly in terms of monitoring and evaluation of the planning and implementation of internal audit and monitoring of follow-up result of the audit (external/internal) in order to assess the adequacy of control including the adequacy of internal financial reporting process.
2. **Independent Commissioner** is a member of the Board of Commissioners who do not have a financial relationship, management relationship, stock ownership relation, and/or family

dengan Anggota Dewan Komisaris lainnya, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.

3. **Pihak Independen** adalah pihak diluar Bank yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham, dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.
4. **Emiten** adalah perusahaan yang mengeluarkan/menerbitkan saham atau biasanya juga disebut pihak yang melakukan penawaran umum, yang selanjutnya saham tersebut akan diperjualbelikan melalui bursa efek (pasar sekunder).

D. VISI DAN MISI KOMITE AUDIT

1. **Visi**
Menjadi Komite Audit yang memiliki kompetensi tinggi, bekerja secara profesional dan Independen.
2. **Misi**
Untuk membantu dan memfasilitasi Dewan Komisaris dalam menjalankan tugas dan fungsi pengawasan berdasarkan prinsip *Good Corporate Governance*, atas hal-hal yang terkait dengan informasi keuangan, sistem pengendalian internal, efektivitas pemeriksaan auditor eksternal dan internal, efektivitas pelaksanaan manajemen risiko (bersama-sama dengan Komite Pemantau Risiko), serta kepatuhan terhadap Ketentuan dan atau Peraturan Perundang-undangan yang berlaku.

E. KODE ETIK

Komite Audit Bank BNP taat dan tunduk pada kode etik :

1. Menjunjung tinggi integritas, profesionalisme dan standar profesi dalam melaksanakan tugas sebagai Komite Audit.
2. Melaksanakan setiap tugas dan tanggung jawab secara jujur, obyektif dan independen semata-mata untuk kepentingan Bank BNP
3. Melaksanakan tugas berdasarkan wewenang, tugas dan tanggung jawab sesuai dengan ketentuan yang berlaku.
4. Menghindari kegiatan yang bertentangan dengan hukum, etika, dan norma-norma yang berlaku di masyarakat serta kegiatan yang bertentangan dengan kepentingan dan tujuan Bank.
5. Memberikan pendapat dan rekomendasi dengan memberikan bukti yang cukup dan kompeten untuk mendukung pendapat dan rekomendasi tersebut serta tidak menggunakan informasi yang berkaitan dengan Bank untuk kepentingan pribadi.
6. Wajib menjaga dan meningkatkan pengetahuan dan keahlian secara berkelanjutan.

relationship with member of the Board of Commissioners, Board of Directors and/or controlling shareholder or the relationship with the Bank, which could affect its ability to act independently.

3. **Independent Party** is outside party who do not have the financial, management, ownership, and/or family relationship with the Board of Commissioners, Directors and/or controlling shareholder or the relationship with the Bank, which could affect its ability to act independently.
4. **Issuer** is the company that issued/published stock or usually called public offering party, which then shares will be traded through the stock exchange (secondary market).

D. VISION & MISSION OF THE AUDIT COMMITTEE

1. Vision
Become Audit Committee which has high competence, working in a professional and independent.
2. Mision
Assist the Board in carrying out the functions of supervision, to encourage and direct that the Bank is managed on the basis of the principles of Good Corporate Governance (GCG), related to financial information, internal control system, external and internal audit control system, effective risk management implementation (together with Risk Oversight Committee), and the compliance to and or Regulation applied.

E. CODE OF CONDUCT

Bank BNP Audit Committee is follow and subject to the code of conduct:

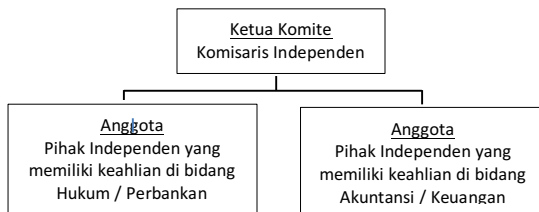
1. Uphold the integrity, professionalism and professional standard in carrying out duties as the Audit Committee.
2. Carry out any duty and responsibility, honestly, objectively and independently solely for the benefit of Bank BNP
3. Carry out the assignment based on authority, duty and responsibility according to the regulation applied.
4. Avoid activities that are contrary to law, ethic, and norm prevailing in society as well as activities that are contrary to the interest and objective of the Bank.
5. Provide advice and recommendation to provide sufficient and competent evidence to support the opinion and recommendation, and does not use information relating to the bank for personal gain.
6. Mandatory maintain and improve the knowledge and skill on an ongoing basis.
7. Maintain confidentiality of information and will not disclose such information unless justified by the

7. Menjaga kerahasiaan informasi dan tidak akan mengungkapkan informasi tersebut kecuali dibenarkan oleh Ketentuan dan atau Peraturan Perundang-undangan yang berlaku.
8. Pelanggaran terhadap pelaksanaan etika dapat dikenakan sanksi sesuai dengan Ketentuan dan atau Peraturan Perundang-undangan yang berlaku.

II. PEDOMAN KOMITE AUDIT

A. KOMPOSISI KEANGGOTAAN

1. Anggota Komite Audit sekurang-kurangnya berjumlah 3 (tiga) orang yang terdiri dari :
 - a. 1 (satu) orang Komisaris Independen (anggota merangkap Ketua).
 - b. 1 (satu) orang Pihak Independen yang memiliki keahlian di Bidang Keuangan atau Akuntansi
 - c. 1 (satu) orang Pihak Independen yang memiliki keahlian di Bidang Hukum atau Perbankan
2. Struktur Organisasi



3. Komite Audit diketuai oleh Komisaris Independen.
4. Anggota yang bersifat Independen yakni Komisaris dan Pihak Independen paling kurang berjumlah 51% (lima puluh satu per seratus) dari jumlah keanggotaan Komite Audit.
5. Ketua Komite Audit hanya dapat merangkap jabatan sebagai Ketua Komite paling banyak hanya pada 1 (satu) komite lainnya.

B. PERSYARATAN ANGGOTA KOMITE AUDIT

1. Persyaratan Independensi
 - a. Anggota Komite Audit bukan merupakan staff dari Kantor Akuntan Publik (KAP) yang menjadi Auditor Eksternal Bank, Kantor Konsultan Hukum, atau pihak-pihak yang memberi Jasa Audit, Jasa Non-Audit dan atau Jasa Konsultasi lain kepada Bank dalam waktu 6 (enam) bulan terakhir sebelum diangkat menjadi anggota Komite Audit oleh Dewan Komisaris.
 - b. Anggota Komite Audit bukan merupakan orang yang mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, atau mengendalikan kegiatan Bank dalam waktu 6 (enam) bulan terakhir sebelum diangkat menjadi anggota Komite Audit oleh Dewan Komisaris.
 - c. Anggota Direksi tidak diperbolehkan menjadi anggota Komite Audit.
 - d. Anggota Komite Audit tidak mempunyai

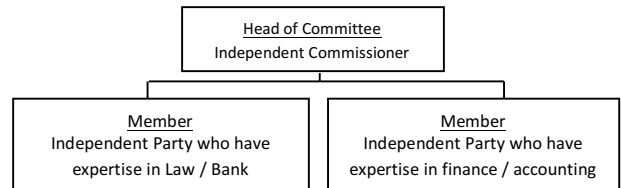
term and or legislation applicable.

8. Violation in the implementation of code of conduct will be impose a sanction based on the regulation and or Law applied.

II. AUDIT COMMITTEE GUIDELINE

A. MEMBERSHIP COMPOSITION

1. The members of the Audit Committee totaling at least 3 (three) members consisting of:
 - a.1 (one) Independent Commissioner (as member and Chairman).
 - b.1 (one) independent party who has expertise in Finance or Accounting
 - c.1 (one) independent party who has expertise in the field of Banking or Law
2. Organizational Structure



3. The Audit Committee is chaired by an Independent Commissioner.
4. The number of member who are Independent Commissioner and the Independent Party at least 51% (fifty one percent) of the total membership of the Audit Committee.
5. The Chairman of the Audit Committee may only hold the position as Chairman of the Committee at most only 1 (one) other committee.

B. AUDIT COMMITTEE MEMBER REQUIREMENT

1. Independence Requirement
 - a. Audit Committee member are not staff of the Public Accounting Firm (KAP) which became External Auditor Bank, law firm, or parties that provide Audit Services, Non-Audit Services and or other consulting services to the Bank within the last six (6) months before being appointed as a member of the Audit Committee by the Board of Commissioners.
 - b. Audit Committee member are not having authority and responsibility for planning, directing, or controlling the activities of the Bank within six (6) months prior to the appointed member of the Audit Committee by the Board of Commissioners.
 - c. Member of the Board of Directors are not allowed to become member of the Audit Committee.
 - d. Audit Committee member has no relation by marriage and descent to the second degree,

hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan Komisaris, Direksi, dan atau Pemegang Saham Bank BNP.

- e. Anggota Komite Audit tidak memiliki hubungan bisnis langsung maupun tidak langsung dengan kegiatan usaha Bank BNP.
2. Persyaratan Kompetensi
 - a. Memiliki integritas, ahlak dan moral yang baik didukung dengan dedikasi yang tinggi.
 - b. Memiliki pemahaman yang baik tentang Sistem Pengendalian Risiko (*Risk Control System*) dan Sistem Pengendalian Internal (*Internal Control System*).
 - c. Memiliki kemampuan berkomunikasi yang baik.
 - d. Memiliki pengetahuan dan pengalaman serta pendidikan yang memadai terkait tugas dan tanggungjawabnya, sesuai dengan latar belakang pendidikannya.
 - e. Salah seorang dari anggota komite memiliki pengetahuan dan pengalaman yang baik mengenai proses dan operasional perbankan.
 - f. Memiliki pengetahuan dan pemahaman yang baik tentang Laporan Keuangan Perbankan
 - g. Memiliki pengetahuan yang memadai mengenai Ketentuan dan atau Peraturan Perundang-undangan yang terkait dengan perbankan.

C. PENGANGKATAN KEANGGOTAAN

1. Ketua dan anggota Komite Audit :
 - a. Direkomendasikan oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris.
 - b. Diangkat dan diberhentikan oleh Dewan Komisaris.
 - c. Dilaporkan pengangkatan dan penetapannya kepada.
2. Ketua Komite Audit berhak mengusulkan penggantian anggota Komite Audit apabila masa tugas anggota Komite Audit berakhir atau apabila yang bersangkutan mengundurkan diri atau diberhentikan.
3. Komite Audit bertanggung jawab langsung kepada Dewan Komisaris.

D. MASA TUGAS ANGGOTA

1. Masa tugas Komite Audit tidak melebihi masa jabatan Dewan Komisaris sebagaimana di atur dalam Anggaran Dasar dan dapat dipilih kembali hanya untuk 1 (satu) periode berikutnya.
2. Apabila Komisaris Independen yang menjadi Ketua Komite Audit berhalangan tetap sebelum masa tugasnya sebagai Komisaris berakhir maka Ketua Komite Audit dapat diganti oleh Komisaris lainnya.
3. Penggantian anggota Komite Audit yang bukan berasal dari Dewan Komisaris dilakukan selambatnya 60 (enam puluh) hari sejak anggota

both horizontally and vertically with the Commissioners, Directors and Shareholders of the Bank or BNP.

- e. Audit Committee member have no business relationship, directly or indirectly with the business activities of the Bank BNP.
2. Competencies requirement
 - a. Have integrity, moral and well supported with high dedication.
 - b. Having a good understanding of Risk Control System and Internal Control System.
 - c. Have good communication skills.
 - d. Having knowledge and experience as well as adequate education related to duty and responsibility, in accordance with the educational background.
 - e. One of the committee members have a good knowledge and experience of the process and banking operation.
 - f. Having a good knowledge and understanding of the Banking Financial Statement
 - g. Have sufficient knowledge of the Law and other provision related to banking.

C. MEMBERSHIP APPOINTMENT

1. The Chairman and member of the Audit Committee:
 - a. Recommended by the Remuneration & Nomination Committee to the Board of Commissioners.
 - b. Appointed and dismissed by the Board of Commissioners.
 - c. Reported the appointment and establishment to Bapepam LK.
2. The Chairman of the Audit Committee is entitled to propose the replacement of member of the Audit Committee when the service of the Audit Committee member is expires or if such person resign or is dismissed.
3. The Audit Committee is directly responsible to the Board of Commissioners.

D. MEMBER TERM OF OFFICE

1. The term of the Audit Committee does not exceed the term of office of the Board of Commissioners based on the Articles of Association and may be reelected only for 1 (one) next period.
2. If the Independent Commissioner, Chairman of the Audit Committee remain incapacitated before ending his term as Commissioner of the Chairman of the Audit Committee may be replaced by another Commissioner.
3. Replacement of member of the Audit Committee are not derived from the Board of Commissioners made no later than 60 (sixty) days from the

Komite Audit dimaksud berhalangan tetap dan tidak dapat menjalankan fungsinya

E. TATA CARA DAN PROSEDUR KERJA

1. Tugas dan Tanggung Jawab Komite Audit
 - a. Tugas dan tanggung jawab Ketua Komite Audit adalah melakukan koordinasi atas seluruh kegiatan Komite Audit untuk memenuhi tujuan Komite sesuai dengan pembentukannya, diantaranya bertanggung jawab untuk hal-hal sebagai berikut :
 - 1). Menentukan Rencana Kerja Tahunan (RKT).
 - 2). Menentukan jadwal Rapat Tahunan.
 - 3). Membuat laporan berkala mengenai kegiatan Komite Audit serta hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris.
 - 4). Melakukan Penilaian Mandiri (*Self Assessment*) tentang efektivitas kegiatan Komite Audit.
 - b. Tugas dan Tanggung Jawab Anggota Komite Audit adalah sebagai berikut :
 - 1). Menyelenggarakan rapat secara berkala dengan melakukan pengaturan mengenai waktu, tempat, pemberitahuan / undangan rapat.
 - 2). Mempelajari dan mempersiapkan materi rapat dan menghadiri rapat.
 - 3). Berperan aktif dan memberikan kontribusinya dalam setiap kegiatan Komite.
 - 4). Membuat risalah rapat dan mendokumentasikannya sesuai dengan ketentuan yang berlaku.
 - c. Ketua dan anggota Komite Audit bertanggung jawab untuk melaksanakan tugas dan fungsi pengawasan serta pemantauan terhadap kecukupan pengendalian intern, kecukupan dan kebenaran atas proses pembuatan Laporan Keuangan, efektivitas Laporan Hasil Pemeriksaan (LHP) Auditor Eksternal dan Internal, melakukan identifikasi terhadap hal-hal yang memerlukan perhatian Dewan Komisaris, melakukan penyusunan konsep dan analisa yang berhubungan dengan fungsi Komite Audit dan melaksanakan tugas – tugas lain yang diberikan oleh Dewan Komisaris, yang meliputi hal-hal sebagai berikut :
 - 1) Laporan Keuangan

Melakukan pemantauan dan evaluasi terhadap Informasi Keuangan yang akan diterbitkan oleh Bank BNP, seperti Laporan Keuangan, Proyeksi dan Informasi Keuangan lainnya, dengan melakukan hal-hal sebagai berikut :

 - a) Meningkatkan kualitas keterbukaan Laporan Keuangan dan/atau Non Keuangan.
 - b) Review dan evaluasi terhadap pengaduan yang berkaitan dengan proses Akuntansi dan Laporan

member of the Audit Committee is permanently indisposed and unable to perform it function

E. WORKING PROCEDURE

1. Duties and Responsibilities of the Audit Committee
 - a. Duties and responsibilities of the Head of the Audit Committee is coordinating all activities of the Audit Committee to fulfill the purpose of the Committee in accordance with its establishment, among others responsible for the following matters:
 - 1). Determining the Annual Work Plan (RKT).
 - 2). Determining the Annual Meeting schedule.
 - 3). Make periodic reports on the activities of the Audit Committee as well as the things as a subject of review by the BOC.
 - 4). Conducting Self Assessments on the effectiveness of the activities of the Audit Committee.
 - b. Duties and Responsibilities of Audit Committee members are as follows:
 - 1). Held regular meetings to make arrangements regarding the time, place, notice/ invitation meeting.
 - 2). Studying and preparing meeting materials and attend meetings.
 - 3). Play an active role and contribute in any activities of the Committee.
 - 4). Make the minutes of meetings and documented in accordance with applicable regulations.
 - c. The head and member of the Audit Committee is responsible for carrying out the duties and functions of supervision and monitoring of the adequacy of internal controls, adequacy and correctness of the process of making financial statements, the effectiveness of the Audit Reports (LHP) External Auditor and Internal, identifying the matters that need BOC attention, do the drafting and analysis related to the functions and duties of the Audit Committee - other tasks given by the Board of Commissioners, which includes such things as the following:
 - 1) Financial Statements

Monitoring and evaluating the financial information that will be issued by Bank BNP, such as financial statements, projections and other financial information, by doing the following:

 - a). Improving the quality of disclosure of financial statements and/or non-financial report.
 - b). Review and evaluate the complaints related to Bank BNP Accounting and Financial Statements
 - c). Reviewing the Report/ Financial Information published by Bank BNP to

<p>Keuangan Bank BNP</p> <ul style="list-style-type: none"> c) Penelaahan terhadap Laporan / Informasi Keuangan yang akan dipublikasikan oleh Bank BNP kepada publik dan/atau Pihak Otoritas yang berwenang atas Laporan Keuangan, Proyeksi, dan laporan lainnya terkait dengan Informasi Keuangan Bank BNP, dan Laporan Keuangan yang mengacu pada Standar Akuntansi yang berlaku. d) Review dan evaluasi secara mendalam terhadap Rencana Kerja dan Anggaran Perusahaan serta Rencana Jangka Panjang Bank BNP. e) Review dan evaluasi secara mendalam terhadap Laporan Keuangan Interim dan Tahunan baik yang <i>Audited</i> maupun <i>Unaudited</i>. f) Analisa dan review secara lebih mendalam terhadap perubahan angka / nilai yang signifikan pada pos-pos Neraca dan Rugi Laba. g) Review dan evaluasi secara lebih mendalam terhadap Laporan Realisasi Rencana Kerja dan Anggaran serta meneliti pos-pos yang diketahui terdapat perbedaan yang signifikan. h) Menyelenggarakan pertemuan secara berkala dengan unit kerja terkait dan Auditor Eksternal yang melakukan pemeriksaan pada Bank BNP untuk meminta tambahan informasi dan klarifikasi dalam bidang akuntansi keuangan. i) Melaporkan secara berkala atas hasil pemantauan yang dilakukan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris. <p>2) Sistem Pengawasan Internal Melakukan review dan evaluasi terhadap efektivitas pelaksanaan dan Laporan Hasil Pemeriksaan (LHP) Satuan Kerja Audit Internal (SKAI) atau Auditor Eksternal atas pelaksanaan pengawasan internal melakukan hal-hal sebagai berikut :</p> <ul style="list-style-type: none"> a). Mendorong tetap terselenggaranya Sistem Pengawasan Internal (<i>Internal Control System</i>) secara memadai dan melakukan penelaahan atas fungsi dan kegiatan Pengawasan Internal. b). Review dan evaluasi untuk memastikan bahwa Bank BNP telah memiliki Sistem Pengendalian Internal (<i>Internal Control System</i>) yang baku sesuai dengan ketentuan yang berlaku. c). Review dan evaluasi terhadap Laporan Hasil Pemeriksaan (LHP) Satuan Kerja Audit Internal (SKAI) dan Auditor 	<p>the public and/ or the competent Parties that authorize to the financial statements, projections, and other reports related to Bank BNP Financial Information and Financial Statements refer to the accounting standards.</p> <ul style="list-style-type: none"> d). In-depth review and evaluation of Bank BNP Work Plan and Budget and the Long Term Plan. e). In-depth review and evaluation of the Interim Financial Statements and the Audited Annual and Unaudited reports. f). In depth analysis and review to change the number/ value of significant posts and Income Balance Sheet. g). In depth review and evaluate the Report of the Work Plan and Budget Realization and researching items that have significant differences. h). Organizing regular meetings with relevant work units and the External Auditor that audit Bank BNP and request additional information and clarification in the field of financial accounting. i). Periodically report on the results of monitoring conducted and provide input on matters that need to be known as the subject of review by the BOC. <p>2) Internal Control System Review and evaluate the effectiveness of the implementation and Audit Reports (LHP) by Internal Audit Work Unit (SKAI) or the External Auditor on the implementation of internal control by doing the following:</p> <ul style="list-style-type: none"> a).Encourage the implementation of the Internal Control System be adequately and conducted a review of the functions and activities of Internal Oversight. b).Review and evaluation to ensure that the Bank BNP has had Internal Control System in accordance with applicable regulations. c).Review and evaluate the Report of Examination (LHP) Internal Audit Work Unit (SKAI) and external auditors, to ensure that the internal control system
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<p>eksternal, untuk memastikan bahwa Sistem Pengendalian Internal telah dilaksanakan sesuai dengan ketentuan yang berlaku.</p> <p>d). Menyelenggarakan pertemuan secara berkala dengan unit-unit kerja yang terkait dengan Sistem Pengendalian Internal dan pelaksanaannya.</p> <p>e). Review dan evaluasi terhadap pelaksanaan tindak lanjut oleh Direksi atas Laporan Hasil Pemeriksaan Satuan Kerja Audit Internal, atau Auditor Eksternal serta Laporan Hasil Pemeriksaan dari Bank Indonesia dan/atau Otoritas yang berwenang lainnya.</p> <p>f). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris.</p> <p>3) Kepatuhan (<i>Compliance</i>) Melakukan review dan evaluasi terhadap kepatuhan Bank BNP terhadap Peraturan Otoritas Jasa Keuangan serta Ketentuan atau Perundang-undangan lain yang berlaku terkait dengan kegiatan / usaha perbankan, berkoordinasi dengan Komite Pemantau Risiko dan Komite Kepatuhan, dengan melakukan hal-hal sebagai berikut:</p> <p>a). Review dan evaluasi terhadap laporan berkala yang dikeluarkan oleh Komite Kepatuhan.</p> <p>b). Review dan evaluasi terhadap Laporan Hasil Pemeriksaan (LHP) yang terkait dengan kepatuhan terhadap Kebijakan Internal dan/atau Ketentuan atau Perundang-undangan lain yang berlaku.</p> <p>c). Menyelenggarakan pertemuan secara berkala dengan Komite Kepatuhan untuk membahas hal-hal yang terkait dengan Kepatuhan Bank.</p> <p>d). Review dan evaluasi terhadap kesesuaian pelaksanaan audit oleh Kantor Akuntan Publik dengan Standar Audit yang berlaku.</p> <p>e). Review dan evaluasi terhadap kesesuaian Laporan Keuangan dengan Standar Akuntansi yang berlaku.</p> <p>f). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris.</p> <p>4) Internal Audit Melakukan review dan evaluasi terhadap pelaksanaan tugas Satuan Kerja Audit Internal (SKAI), dengan melakukan hal-hal sebagai berikut :</p> <p>a). Review dan evaluasi terhadap Rencana Kerja Tahunan (RKT) dari Satuan Kerja</p>	<p>has been implemented in accordance with applicable regulations.</p> <p>d).Organizing regular meetings with work units associated with internal control system and its implementation.</p> <p>e).Review and evaluation of the implementation of the follow-up by the Board of Directors on Audit Reports Internal Audit Unit, or the External Auditor and Audit Reports of Bank Indonesia and / or other competent authority.</p> <p>f).Delivering regularly the monitoring report results and provide input on matters as the subject of review by the BOC.</p> <p>3) Compliance Review and evaluate the compliance of Bank BNP to the Financial Services Authority Regulation as well as provisions or other Law related to activities/ business in banking, with coordination with the Risk Oversight Committee and the Compliance Committee, by doing the following:</p> <p>a). Review and evaluate of the periodic reports issued by the Compliance Committee.</p> <p>b). Review and evaluate of the Report of Examination (LHP), which related to compliance with internal policies and/or provision or other legislation applicable.</p> <p>c). Organizing regular meetings with the Compliance Committee to discuss matters related to the compliance of the Bank.</p> <p>d). Review and evaluate of the suitability of the audit by the Office of the Public Accountant Auditing Standards applicable.</p> <p>e). Review and evaluate of the conformity of financial statements with the applicable accounting standards.</p> <p>f). Delivering regularly report monitoring results and provide input on matters as the subject of review by the BOC.</p> <p>4) Internal Audit Review and evaluation of the implementation of Internal Audit Work Unit (SKAI) duties, by doing the following:</p> <p>a). Review and evaluate the Annual Work Plan (RKT) of the Internal Audit Unit.</p>
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<p>Audit Internal.</p> <p>b). Review dan evaluasi secara mendalam terhadap setiap hasil temuan yang signifikan berdasarkan Laporan Hasil Pemeriksaan (LHP) Satuan Kerja Audit Internal.</p> <p>c). Review dan evaluasi terhadap program dan cakupan kegiatan audit terkait pelaksanaan Rencana Kerja Tahunan Satuan Kerja Audit Internal.</p> <p>d). Review dan evaluasi terhadap pelaksanaan audit oleh Satuan Kerja Audit Internal untuk memastikan bahwa Program Kerja Audit telah dilaksanakan sesuai dengan cakupan yang benar.</p> <p>e). Menyelenggarakan pertemuan berkala dengan Satuan Kerja Audit Internal guna membahas temuan Audit yang signifikan serta memberikan masukan yang dianggap perlu terkait dengan pelaksanaan pemeriksaan oleh Satuan Kerja Audit Internal.</p> <p>f). Meminta bantuan Satuan Kerja Audit Internal untuk melakukan pemeriksaan / investigasi khusus apabila terdapat temuan audit atau adanya informasi yang terkait dengan perbuatan pelanggaran hukum dan Peraturan Perundang-undangan yang berlaku.</p> <p>g). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberi masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris.</p> <p>5) Audit Eksternal (<i>External Audit</i>) Melakukan review dan evaluasi terhadap tindak lanjut yang dilakukan oleh auditee atas hasil pemeriksaan yang dilakukan oleh auditor eksternal. Dalam hal penggunaan jasa audit atas informasi keuangan historis tahunan dari Akuntan Publik yang sama, dibatasi paling lama untuk periode audit selama 3 (tiga) tahun buku pelaporan secara berturut-turut. Perusahaan dapat menggunakan kembali jasa audit yang sama setelah 2 (dua) tahun buku pelaporan secara berturut-turut tidak menggunakan jasa audit yang dimaksud (<i>cooling-off period</i>). Dalam hal Bank BNP menunjuk Kantor Akuntan Publik maka Komite Audit akan melakukan penelaahan terhadap independensi dan objektivitas Kantor Akuntan Publik yang dipilih berdasarkan tender. Atas hasil penelaahan tersebut, Komite Audit akan memberikan rekomendasi mengenai penunjukkan Akuntan Publik dan/atau Kantor Akuntan Publik kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS), dengan melakukan hal-hal sebagai berikut :</p> <p>a). Mengkaji ulang ruang lingkup kerja Audit Eksternal dalam rangka</p>	<p>b). In-depth review and evaluation of any significant findings based Audit Reports (LHP) Internal Audit Work Unit.</p> <p>c). Review and evaluation of the program and the scope of audit activities related to the implementation of the Annual Work Plan of the Internal Audit Work Unit.</p> <p>d). Review and evaluation of the audit by the Internal Audit Unit to ensure that the Audit Work Program has been implemented in accordance with the correct scope.</p> <p>e). Organizing regular meetings with the Internal Audit Work Unit to discuss significant audit findings and provide necessary input related to the implementation of the examination by the Internal Audit Unit.</p> <p>f). Ask for help to Internal Audit to have special audit/ investigations when there are findings of the audit or the information associated with the act a violation of law and legislation in force.</p> <p>g). Delivering regularly report monitoring results and provide input on matters that need to be known as the subject of review by the BOC.</p> <p>5) External Audit Review and evaluate on the actions taken by the auditee on the results of the examination by external auditor. For the use of audit services on annual historical financial information from the same Public Accountant, it shall be limited maximum of 3 (three) consecutive reporting periods for a period of 3 (three) consecutive years. The Company may reuse the same audit services after 2 (two) consecutive reporting years of the year have not used the same audit service (<i>cooling-off period</i>). In the case of Bank BNP pointed public accounting firm, the Audit Committee will conduct a review of the independence and objectivity Publlik accounting firm chosen by tender. On this audit, the Audit Committee will make recommendations on appointment of Public Accountant and/ or public accounting firm to the Board of Commissioners to be submitted to the General Meeting of Shareholders (GMS), by doing the following:</p> <p>a). Review the scope of the external audit work in order to maintain independence</p>
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mempertahankan kemandirian dan objektivitasnya.

- b). Review dan evaluasi secara mendalam terhadap seluruh hasil temuan yang signifikan berdasarkan Laporan Hasil Pemeriksaan Audit Eksternal serta institusi terkait lainnya.
- c). Mempelajari tentang nama dan/atau reputasi Kantor Akuntan Publik (KAP) yang akan diundang untuk mengikuti tender.
- d). Mempelajari kemungkinan adanya benturan kepentingan (Conflict of Interest) atau keterkaitan KAP yang akan diundang mengikuti tender, termasuk para pejabat dan staff Kantor Akuntan Publik tersebut dengan Bank BNP yang antara lain meliputi :
 - i. Adanya hubungan sebagai rekanan jasa non audit bagi Bank BNP
 - ii. Adanya hubungan sebagai Pemegang Saham Bank BNP dalam jumlah material atau menentukan.
 - iii. Adanya hubungan keluarga dekat dengan Karyawan kunci dalam bidang akuntansi dan keuangan Bank BNP.
 - iv. Salah seorang Pejabat dan/atau violauditor Kantor Akuntan Publik yang diundang mengikuti tender adalah mantan karyawan kunci dalam bidang akuntansi dan keuangan di Bank BNP yang berhenti kurang dari 1 (satu) tahun.
 - v. Salah seorang Karyawan kunci dalam bidang akuntansi dan keuangan di Bank BNP adalah mantan Pejabat / Auditor Kantor Akuntan Publik yang diundang mengikuti tender yang berhenti kurang dari 1 (satu) tahun.
- e). Review dan evaluasi untuk memastikan bahwa Bank BNP telah memiliki ketentuan internal sesuai dengan Peraturan / Ketentuan Perundang-undangan yang berlaku dalam pelaksanaan pemilihan Kantor Akuntan Publik.
- f). Review dan evaluasi untuk memastikan bahwa proses pelaksanaan pemilihan Kantor Akuntan Publik telah sesuai dengan ketentuan yang berlaku.
- g). Review dan evaluasi terhadap *Request for Proposal* dan *Terms of Reference* yang dikirimkan kepada Kantor Akuntan Publik yang telah ditetapkan sebagai calon Auditor Eksternal Bank BNP.
- h). Review dan evaluasi terhadap perencanaan dan cakupan audit yang disampaikan oleh Kantor Akuntan

and objectivity.

- b). In-depth review and evaluation of all significant findings based on audit from External Audit Reports and other relevant institutions.
- c). Learn about the name and/ or reputation of the Public Accounting Firm (KAP) that will be invited to participate in the tender.
- d). Studying the possibility of conflict of interest or the relation of KAP that will be invited to participate in the tender, including the officials and staff of the Public Accounting Firm with Bank BNP, including:
 - i. Relations as partner's non-audit services for the Bank BNP
 - ii. Relations as shareholders of Bank BNP amount of material or determine.
 - iii. The presence of close family relations with Bank BNP key employees in accounting and finance.
 - iv. One of the officials and/ or auditor public accounting firm invited to bid are former key employees in accounting and finance at Bank BNP who resign less than 1 (one) year.
 - v. One of the key employees in accounting and finance at Bank BNP is a former Officer/ Auditor's Office Public Accountant who was invited to bid less than 1 (one) year.
- e). Review and evaluation to ensure that the Bank BNP has had internal regulations in accordance with Rules/ Regulations provisions in the implementation of election of public accounting firm.
- f). Review and evaluation to ensure that the implementation process of selecting public accounting firm in accordance with applicable regulations.
- g). Review and evaluation of the Request for Proposal and Terms of Reference sent to the Public Accountant who has been designated as candidates for External Auditor Bank BNP.
- h). Review and evaluation of audit planning and coverage delivered by a public accounting firm that has been selected/ appointed to ensure that the planning and audit coverage has been in accordance with the Request for Proposal and Terms of Reference and to account for any risks that are considered important.
- i). Communicating regularly with the public accounting firm examiner to discuss the things that need to be

<p>Publik yang telah dipilih / ditunjuk untuk memastikan bahwa perencanaan dan cakupan audit tersebut telah sesuai dengan <i>Request for Proposal</i> dan <i>Terms of Reference</i> dan telah mempertimbangkan setiap risiko yang dianggap penting.</p> <ul style="list-style-type: none"> i). Melakukan komunikasi secara berkala dengan Kantor Akuntan Publik pemeriksa untuk membahas hal-hal yang perlu untuk dikomunikasikan antara lain sebagai berikut : <ul style="list-style-type: none"> i. Progres pelaksanaan pemeriksaan ii. Temuan – temuan penting iii. Perubahan peraturan / ketentuan dalam pencatatan akuntansi dan keuangan dari institusi yang berwenang. iv. Penyesuaian – penyesuaian yang terjadi berdasarkan hasil pemeriksaan. v. Kendala – kendala / hambatan yang dijumpai dalam proses pelaksanaan pemeriksaan. j). Memberikan pendapat yang bersifat independen dalam hal terjadi perbedaan pendapat antara Manajemen dan Akuntan Publik. k). Memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukan Akuntan Publik / Kantor Akuntan Publik berdasarkan independensi, ruang lingkup penugasan, imbalan jasa (<i>fee</i>), pelaporan dan evaluasi untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS). l). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris. <p>6) <i>Good Corporate Governance (GCG)</i> Mendorong secara berkelanjutan penerapan prinsip-prinsip <i>Good Corporate Governance (GCG)</i> dalam pengelolaan Bank yang meliputi transparansi (<i>transparency</i>), akuntabilitas (<i>accountability</i>), pertanggungjawaban (<i>responsibility</i>), Independensi (<i>independency</i>) dan kewajaran (<i>fairness</i>), dengan melakukan hal-hal sebagai berikut:</p> <ul style="list-style-type: none"> a). Review dan evaluasi serta melaporkan informasi dan pengaduan negatif yang berkaitan dengan Bank BNP melalui koordinasi dengan Komite Pemantau Risiko. b). Mempelajari setiap informai dan pengaduan negatif yang diterima, baik dari sumber dengan identitas yang jelas / asli maupun identitas yang diragukan / palsu atau tidak jelas (surat 	<p>communicated as follows:</p> <ul style="list-style-type: none"> i. Progress on the audit implementation ii. Findings - The important findings iii. Changes in regulations/ provisions in the accounting records and financial competent institution. iv. Adjustments - adjustments that occur based on the results of the examination. v. Constraints - constraints/ obstacles encountered in the implementation process of the examination. <ul style="list-style-type: none"> j). Given an opinion that is independent in the event of disagreements between Management and Public Accountant. k). Provide recommendations to the Board on the appointment of public accounting / public accounting firm based on independence, the scope of the assignment, services fee, reporting and evaluation to be submitted to the General Meeting of Shareholders (GMS). l). Delivering regularly report monitoring results and provide input on matters that need to be known as the subject of study by the BOC. <p>6) <i>Good Corporate Governance (GCG)</i> Encouraging sustainable manner the application of the principles of <i>Good Corporate Governance (GCG)</i> in the management of the Bank which includes Transparency (<i>transparency</i>), accountability (<i>accountability</i>), liability (<i>responsibility</i>), Independence (<i>independency</i>) and fairness (<i>fairness</i>), by doing the following:</p> <ul style="list-style-type: none"> a). Review and evaluation and reporting of negative information and complaints related to Bank BNP in coordination with the Risk Oversight Committee. b). Studying every information and negative complaints received, either from a source with a clear identity or doubtful identity and or anonymous letter. c). Asked for clarification of the unit,
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<p>kaleng).</p> <ul style="list-style-type: none"> c). Meminta klarifikasi dari unit kerja, terkait dengan informasi dan pengaduan negatif tersebut. d). Meminta Satuan Kerja Audit Internal untuk melakukan investigasi khusus apabila informasi dan pengaduan negatif tersebut menyangkut tindakan manipulasi dan atau pelanggaran terhadap ketentuan atau peraturan perundang-perundangan yang berlaku. e). Dengan persetujuan dan atau melalui Dewan Komisaris meminta bantuan pihak luar yang berkompeten untuk melakukan pemeriksaan apabila informasi dan pengaduan negatif tersebut menyangkut hal – hal yang sangat khusus dan teknis. f). Review dan evaluasi untuk memastikan Bank telah dikelola dengan sehat sesuai dengan prinsip kehati-hatian Bank. g). Review dan evaluasi untuk memastikan bahwa kaidah-kaidah <i>Good Corporate Governance (GCG)</i> telah dilaksanakan dengan baik dalam visi, misi, struktur organisasi, Kebijakan dan Prosedur serta pelaksanaan kegiatan usaha Bank BNP. h). Review dan evaluasi untuk memastikan bahwa setiap penyimpangan dan kesalahan segera dilakukan koreksi yang sesuai oleh unit-unit kerja yang terkait. i). Review dan evaluasi untuk memastikan bahwa Peraturan Perusahaan, Kode Etik Insan BNP dan tata tertib yang berlaku telah ditaati oleh seluruh jajaran organisasi Bank BNP. j). Memberikan rekomendasi mengenai penyempurnaan Sistem Pengendalian Internal serta pelaksanaannya, termasuk memastikan penerapan <i>Good Corporate Governance (GCG)</i> dan Kode Etik Insan BNP. k). Review dan evaluasi serta memberikan saran kepada Dewan Komisaris terkait adanya potensi benturan kepentingan (<i>Conflict of Interest</i>) di Bank BNP l). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris. <p>7) Manajemen Risiko Melakukan review dan evaluasi serta melaporkan berbagai risiko yang potensial akan terjadi dari pengelolaan manajemen risiko yang dilaksanakan oleh Direksi melalui koordinasi dengan Komite</p>	<p>associated with the negative information and complaints.</p> <ul style="list-style-type: none"> d). Ask the Internal Audit Work Unit to conduct a special investigation if the negative information and complaints regarding the manipulation or violation of laws and regulations. e). With the approval and or through BOC ask for external parties help who are competent to check the negative information and complaints regarding things that are very specific and technical. f). Review and evaluation to ensure a healthy bank has managed in accordance with the Bank prudential principal. g). Review and evaluation to ensure that the principles of Good Corporate Governance (GCG) has been implemented well in the vision, mission, organizational structure, policies and procedures as well as the implementation of the Bank's business activities BNP. h). Review and evaluation to ensure that any deviations and errors immediately made the appropriate corrections by related work unit. i). Review and evaluation to ensure that the Company Regulations, BNP Code of Conduct and the applicable rules have been adhered to throughout the Bank BNP organization. j). Provide recommendations regarding the improvement of internal control system and its implementation, including ensuring the implementation of Good Corporate Governance (GCG) and BNP Code of Conduct. k). Review and evaluation as well as providing advice to the Board in relation to the potential Conflict of Interest at Bank BNP l). Delivering regularly report monitoring results and provide input on matters that need to be known as the subject of study by the BOC. <p>7) Risk Management Conduct a review and evaluation and report from the entire potential risks that will occur on risk management by the Board of Directors in coordination with the Risk Oversight Committee, by doing the</p>
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Pemantau Risiko, dengan melakukan hal-hal sebagai berikut :

- a). Mempelajari secara mendalam Kebijakan Manajemen Risiko (*Risk Management Policy*) yang dibuat oleh Direksi.
- b). Review dan evaluasi secara mendalam laporan yang dibuat oleh *Credit Risk Management Department* terkait dengan Risiko Portofolio.
- c). Review dan evaluasi terhadap Laporan Hasil Pemeriksaan (LHP) yang dibuat oleh Satuan Kerja Audit Internal dan Auditor Eksternal, khususnya temuan – temuan yang berkaitan dengan risiko yang signifikan terjadi dan tindak lanjut yang diambil untuk memitigasi risiko.
- d). Menyelenggarakan pertemuan secara berkala dengan unit – unit kerja pelaksana dari Kebijakan dan Prosedur (Perkreditan / Operasional atau lainnya) guna membahas kemungkinan timbulnya risiko dan upaya penanganan dan mitigasinya.
- e). Review dan evaluasi terhadap setiap informasi yang diterima yang berkaitan dengan potensi risiko dan apabila diperlukan dapat meminta bantuan Satuan Kerja Audit Internal untuk melakukan investigasi atas informasi tersebut.
- f). Menyampaikan secara berkala Laporan Hasil Pemantauan dan memberikan masukan atas hal-hal yang perlu diketahui sebagai bahan kajian oleh Dewan Komisaris

2. Wewenang Komite Audit

Dalam melaksanakan tugasnya Komite Audit memiliki wewenang sebagai berikut:

- a. Memberikan pendapat kepada Dewan Komisaris mengenai Laporan Keuangan dan/atau hal – hal lain yang disampaikan oleh Direksi.
- b. Melakukan komunikasi dengan Unit kerja terkait dan pihak – pihak lain di Bank BNP serta Kantor Akuntan Publik yang memeriksa Bank BNP untuk memperoleh informasi dan klarifikasi serta meminta dokumen dan laporan yang diperlukan terkait dengan pelaksanaan tugas Komite Audit.
- c. Meminta Laporan Hasil Pemeriksaan (LHP) Satuan Kerja Audit internal (SKAI) dan Auditor Eksternal, serta institusi pengawas / pemeriksa lainnya.
- d. Meminta Satuan Kerja Audit internal dan/atau Auditor Eksternal untuk melakukan pemeriksaan / investigasi khusus, apabila terdapat dugaan kuat telah terjadi kecurangan, pelanggaran hukum dan pelanggaran terhadap Ketentuan / Peraturan Perundang-undangan yang berlaku.
- e. Mengakses data / informasi tentang

following:

- a). In depth review on the Risk Management Policy made by the Board of Directors.
- b). In-depth review and evaluation on the reports prepared by the Credit Risk Management Department related with the Portfolio Risk.
- c). Review and evaluation of the Report of Examination (LHP) made by the Internal Audit Work Unit and the External Auditor, in particular the findings related to significant risks occur and follow-up the risk mitigation.
- d). Organize regular meeting with work unit that implement the Policies and Procedures (Credit/ Operational or other) to discuss the possibility of risk and the effort or the mitigation.
- e). Review and evaluation of all information received relating to the potential risks and, if necessary, may request assistance from the Internal Audit Unit to conduct investigations on such information.
- f). Delivering regularly monitoring report results and provide input on matters that need to be known as review subject by BOC

2. Audit Committee Authority

In performing their duty, the Audit Committee has the authority as follow:

- a. Advising the Commissioner of the Financial Statements and/or other things that submitted by the Board of Directors.
- b. Communication with related work units and other parties at Bank BNP as well as public accounting firm that conducted audit in Bank BNP to obtain information and clarification and requested the necessary documents and reports related to the implementation of the tasks of the Audit Committee.
- c. Ask Report of Examination (LHP) from the Internal Audit Work Unit (SKAI) and the External Auditor, as well as institutional supervisor/ others.
- d. Ask the Internal Audit Work Unit and/or the External Auditor to have special audit/investigations, if there is a strong suspicion there has been fraud, violation of law and breach of the Terms / Laws and Regulations in force.
- e. Accessing data/ information about the employee, the fund assets, as well as other resources related to the performance of its

<p>Karyawan, dana asset, serta sumber daya perusahaan lainnya yang terkait dengan pelaksanaan tugasnya.</p> <p>f. Meminta bantuan pihak luar untuk melakukan pemeriksaan yang bersifat khusus dan sangat teknis dengan persetujuan dari Dewan Komisaris.</p> <p>3. Kehadiran dan Waktu Kerja Komite Audit Sekurang-kurangnya 6 (enam) kali dalam setahun anggota Komite Audit wajib hadir di Kantor Bank BNP, dan dengan syarat bahwa yang bersangkutan bersedia untuk hadir pada hari lain apabila sewaktu-waktu diperlukan dengan pemberitahuan terlebih dahulu (melalui email, telepon, atau SMS yang mudah dihubungi).</p> <p>4. Rapat Komite Audit</p> <p>a. Komite Audit mengadakan rapat sekurang-kurangnya sama dengan ketentuan minimal Rapat Dewan Komisaris yang ditetapkan dalam Anggaran Dasar Perseroan atau sekurang-kurangnya 4 (empat) kali dalam setahun dan atau paling sedikit 1 (satu) kali dalam 3 (tiga) bulan.</p> <p>b. Rapat hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu perseratus) dari jumlah anggota termasuk seorang Komisaris Independen dan Pihak Independen.</p> <p>c. Rapat dipimpin oleh Ketua Komite Audit, dan apabila Ketua Komite berhalangan hadir, maka akan dipimpin oleh salah satu anggota Komisaris Independen lain yang ditunjuk oleh rapat.</p> <p>d. Rapat diselenggarakan sesuai dengan agenda yang telah disepakati, keputusan menjadi efektif apabila disetujui oleh lebih dari ½ (satu perdua) jumlah anggota yang hadir.</p> <p>e. Apabila diperlukan Komite Audit dapat mengundang pihak Manajemen yang terkait dengan materi rapat untuk hadir dalam Rapat Komite Audit.</p> <p>f. Keputusan Rapat Komite Audit dilakukan berdasarkan musyawarah dan mufakat, dalam hal tidak terjadi musyawarah dan mufakat maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.</p> <p>g. Hasil Rapat Komite Audit wajib dituangkan dalam Risalah Rapat yang memuat mengenai agenda rapat, tanggal, waktu pelaksanaan rapat, hasil pembahasan agenda rapat, daftar anggota rapat yang hadir.</p> <p>h. Setiap Risalah Rapat harus ditandatangani oleh seluruh anggota Komite Audit yang hadir, diedarkan kepada Dewan Komisaris dan didokumentasikan dengan baik sesuai dengan ketentuan yang berlaku.</p> <p>i. Apabila terjadi perbedaan pendapat (<i>dissenting opinion</i>) dalam Rapat Komite Audit wajib dicantumkan secara jelas dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut.</p> <p>j. Risalah Rapat harus didokumentasikan</p>	<p>duties.</p> <p>f. Ask for external help to do a specific and very technical with the approval of the Board of Commissioners.</p> <p>3. Audit Committee Attendance and Working Time At least 6 (six) times in a year members of the Audit Committee shall be present at the office of Bank BNP, and on condition that the person concerned is willing to attend on another day at any time if necessary with prior notification (via email, phone, or SMS easily accessible).</p> <p>4. Audit Committee Meeting</p> <p>a. The Audit Committee meet at least equal to the minimum requirement established by the Board of Commissioners in the Articles of Association of the Company or at least 4 (four) times a year and/or at least 1 (one) time in 3 (three) month.</p> <p>b. Meeting can only be held if attended by at least 51% (fifty one percent) of the total member including an Independent Commissioner and Independent Party.</p> <p>c. The meeting was chaired by the Head of the Audit Committee, and if the head of the Committee is absent, then it will be chaired by one of the member of the Audit Committee appointed by the meeting.</p> <p>d. The Meeting are held in accordance with the agreed agenda, the decision becomes effective when approved by more than ½ (one half) of the members present.</p> <p>e. If necessary the Audit Committee may invite the Management closely associated with the material to be present in the meeting of the Audit Committee.</p> <p>f. The decision made by the committee meeting discussion and consensus, in the case of discussion and consensus do not happen then the decision is made by majority vote.</p> <p>g. The result of the committee's meeting shall be included in the Minutes of the Meeting.</p> <p>h. Each Meeting must be signed by all committee members present, distributed to the Board of Commissioners and well documented in accordance with applicable regulation.</p> <p>i. When there is a difference of opinion (dissenting opinion) in committee meeting, it shall be clearly stated in the Minutes of the Meeting and the reason for such dissent.</p> <p>j. Minutes of Meeting should be well documented, for reporting to the Board of Commissioners at the end of which is part of the Annual Report and Report on Implementation of Good Corporate Governance (GCG).</p>
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dengan baik, untuk dilaporkan kepada Dewan Komisaris pada akhir tahun yang merupakan bagian dari Laporan Tahunan dan Laporan Pelaksanaan *Good Corporate Governance* (GCG).

5. Sekretaris Komite Audit
Sekretaris Komite Audit bertanggungjawab untuk:
 - a. Mempersiapkan dan menyelenggarakan Rapat Komite Audit.
 - b. Membuat Risalah Rapat Komite Audit.
 - c. Mendistribusikan Risalah Rapat Komite Audit kepada Dewan Komisaris, Direksi, dan unit kerja terkait.
 - d. Melakukan surat menyurat yang berkaitan dengan tugas Komite Audit.
 - e. Melakukan penyusunan dan penyimpanan semua dokumentasi yang terkait dengan Komite Audit.
6. Sistem Pelaporan Kegiatan
 - a. Komite Audit wajib membuat laporan kepada Dewan Komisaris atas setiap penugasan yang diberikan.
 - b. Komite Audit wajib membuat laporan tahunan pelaksanaan kegiatan Komite Audit yang diungkapkan dalam Laporan Tahunan Bank BNP.
 - c. Bank BNP wajib menyampaikan kepada Otoritas Jasa Keuangan (OJK) atau otoritas berwenang lainnya tentang informasi mengenai pengangkatan dan pemberhentian Komite Audit dalam jangka waktu selambat-lambatnya 2 (dua) hari kerja setelah pengangkatan atau pemberhentian.
 - d. Informasi mengenai pengangkatan dan pemberhentian wajib dipublikasikan melalui *website*, bursa dan/atau *website* Bank BNP
 - e. Komite Audit wajib menyampaikan laporan berkala setiap tahun kepada OJK mengenai hasil evaluasi Komite Audit terhadap pelaksanaan pemberian jasa audit atas informasi keuangan historis tahunan oleh Akuntan Publik dan/atau Kantor Akuntan Publik paling lama 6 (enam) bulan setelah tahun buku berakhir. Hasil evaluasi paling sedikit mencakup :
 - Kesesuaian pelaksanaan audit oleh Akuntan Publik dan/atau Kantor Akuntan Publik dengan standar audit yang berlaku.
 - Kecukupan waktu pekerjaan lapangan.
 - Pengkajian cakupan jasa yang diberikan dan kecukupan uji petik.
 - Rekomendasi perbaikan yang diberikan oleh Akuntan Publik dan/atau Kantor Akuntan Publik.

F. KERAHASIAAN

Anggota Komite wajib menjalankan tugas dan tanggung jawabnya serta menjaga kerahasiaan atas seluruh dokumen dan Informasi, serta segala sesuatu yang berhubungan dengan pelaksanaan tugas komite sesuai dengan ketentuan yang berlaku.

5. Audit Committee Secretary
Secretary of the Audit Committee is responsible for:
 - a. Prepare and organize meeting of the Audit Committee.
 - b. Making Minute of Meeting of the Audit Committee.
 - c. Distribute minute of meeting of the Audit Committee to the Board of Commissioners, Directors, and related work unit.
 - d. Doing correspondence relating to the duty of the Audit Committee.
 - e. Perform the preparation and storage of all documentation related to the Audit Committee.
6. Activity Reporting System
 - a. The Audit Committee shall make a report to the Board on any assignment given.
 - b. The Audit Committee shall make an annual report the activities of the Audit Committee are disclosed in the Annual Report of Bank BNP.
 - c. Bank BNP shall submit to the Financial Services Authority (OJK) or other competent authorities information regarding the appointment and dismissal of the Audit Committee within a period not later than 2 (two) working days after the appointment or dismissal.
 - d. Information regarding the appointment and dismissal shall be published through the website, exchanges and/or the website of Bank BNP.
 - e. The Audit Committee shall submit annual reports to OJK on the results of the evaluation of Public Accountant and / or Public Accountant Office no later than 6 (six) months after the end of the financial year. The evaluation results at least include:
 - Conformity of audit conducted by Public Accountant and / or Public Accountant Office with applicable audit standard.
 - Adequacy of fieldwork time.
 - Assessment of the cost of services provided and the adequacy of the quotation test.
 - Recommendations for improvements provided by Public Accountant and / or Public Accountant Office.

F. CONFIDENTIALITY

The Committee member should conducted their duty and responsibility to keep the confidentiality for the entire document and information, and everything related to the implementation of Committee responsibilities based on the regulation applied.

G. PENUTUP

1. Piagam Komite Audit ini tunduk kepada peraturan perundang-undangan yang berlaku.
2. Piagam Komite Audit ini mulai berlaku pada tanggal ditetapkan dengan ketentuan bahwa setiap saat dapat ditinjau kembali sesuai dengan keadaan berdasarkan persetujuan dan atau permintaan Dewan Komisaris dan apabila dikemudian hari terdapat kekeliruan didalamnya akan dilakukan perbaikan.

G. CLOSING

1. The Audit Committee Charter is subject to the applicable laws and regulations.
2. The Audit Committee Charter comes into force on the date specified by the provisions that can be reviewed at any time in accordance with a state based on the consent or request of the Board of Commissioners and in the future if there is a mistake in it will be review.

**PT Bank Nusantara Parahyangan Tbk.
PIAGAM KOMITE PEMANTAU RISIKO**

I. PIAGAM

Dewan Komisaris memastikan bahwa Komite Pemantau Risiko dapat menjalankan tugasnya secara efektif dan efisien.

Dalam rangka mengefektifkan tugas Komite Pemantau Risiko, maka diperlukan Piagam Komite Pemantau Risiko yang merupakan "Pedoman dan Tata Tertib Kerja Komite Pemantau Risiko", Piagam Komite Pemantau Risiko ini diperlukan sebagai landasan kerja dari Komite Pemantau Risiko dan untuk kejelasan bagi semua pihak yang berkaitan dengan tugas Komite Pemantau Risiko, yaitu Dewan Komisaris, Manajemen, Satuan Kerja Manajemen Risiko (SKMR), Divisi Kepatuhan serta unit-unit kerja dan komite-komite lain yang berkaitan dengan *Good Corporate Governance* (GCG). Sehubungan dengan hal tersebut maka disusunlah Piagam Komite Pemantau Risiko.

H. LATAR BELAKANG

1. PT Bank Nusantara Parahyangan Tbk. (Selanjutnya disebut Bank BNP) sebagai Bank Umum di Indonesia wajib memenuhi semua peraturan dan ketentuan yang ditetapkan oleh Bank Indonesia dan Ketentuan Perundang-Undangan lainnya yang berlaku, termasuk Undang-Undang Nomor 7 Tahun 1992 tentang Perbankan sebagaimana diubah dengan Undang-Undang Nomor 10 Tahun 1998.
2. Komite Pemantau Risikodi Bank BNP, dibentuk dalam rangka meningkatkan kualitas penerapan *Good Corporate Governance* (GCG), antara lain dengan mendukung peran Komisaris dalam menjalankan fungsi pengawasannya agar dapat lebih terstruktur dan seimbang dalam mencapai tujuan Bank BNP.
3. Untuk menjamin kepastian tugas Komite Pemantau Risiko, diperlukan Tata Tertib, Standar dan Prosedur Operasional yang mengikat seluruh anggota Komite Pemantau Risiko dalam melaksanakan tugasnya sebagaimana dituangkan dalam Piagam Komite Pemantau Risiko yang disusun dan disetujui bersama oleh Dewan Komisaris.
4. Penyusunan Piagam Komite Pemantau Risiko mengacu pada ketentuan / peraturan yang berlaku yaitu:
 - a. Pedoman Good Corporate Governance (GCG) Maret 2001 yang menganjurkan semua perusahaan di Indonesia memiliki Komite Pemantau Risiko.
 - b. Peraturan Bank Indonesia Nomor 8/4/PBI/2006 tanggal 30 Januari 2006 tentang Pelaksanaan Good Corporate Governance (GCG) bagi Bank Umum.
5. Pelaksanaan Good Corporate Governance (GCG) sangat diperlukan untuk membangun

**PT Bank Nusantara Parahyangan Tbk.
RISK MONITORING COMMITTEE CHARTER**

I. CHARTER

The Board of Commissioners shall ensure that the Risk Monitoring Committee can carry out their duties effectively.

In order the Risk Monitoring Committee become effective, Risk Monitoring Committee provide a Charter as the Policy & Procedure for Risk Monitoring Committee. Risk Monitoring Committee Charter is necessary as the work foundation of the Risk Monitoring Committee and for clarity for all parties associated with the task of Risk Monitoring Committee, the Board of Commissioners, management, Risk Management work unit (SKMR), Compliance Division and other work unit and committee related to Good Corporate Governance (GCG). The Charter then drafted by the Risk Monitoring Committee.

A. BACKGROUND

1. PT Bank Nusantara Parahyangan Tbk.(Hereinafter referred to as Bank BNP) as a commercial bank in Indonesia must meet all rule and regulation set by Bank Indonesia and other Law Provision applied, including Act No. 7 of 1992 as amended by Act No. 10 of 1998.
2. Risk Monitoring Committee at Bank BNP, was formed in order to improve the quality of Good Corporate Governance (GCG), to support the Commissioner's role in carrying out its oversight function to be more structured and balanced in achieving the objectives of Bank BNP.
3. To ensure certainty task of Risk Monitoring Committee, the Regulation, Operational Standard and Procedure that apply for all member of the Risk Monitoring Committee in carrying out it duty included in the Charter of the Risk Monitoring Committee, and prepared and agreed upon the Board of Commissioners.
4. The charter of Risk Monitoring Committee refers to the provision/regulation, namely:
 - a. Guidelines for Good Corporate Governance (GCG) in March 2001 which encourages all companies in Indonesia to have the Risk Monitoring Committee.
 - b. Bank Indonesia Regulation No. 8/4/PBI/2006 dated 30 January 2006 on the Implementation of Good Corporate Governance (GCG) for Commercial Bank.
5. Implementation of Good Corporate Governance (GCG) is needed to build the confidence of all stakeholders and the mean necessary to enable Bank BNP to grow well and healthy.

kepercayaan seluruh pemangku kepentingan (stakeholders) dan merupakan sarana yang diperlukan agar Bank BNP dapat berkembang dengan baik dan sehat.

B. REFERENSI

1. Undang-Undang No. 10 Tahun 1998 tanggal 10 November 1998 tentang Perubahan Atas Undang-Undang No. 7 Tahun 1992 tentang Perbankan
2. Peraturan Bank Indonesia No 8/4/PBI/2006 tanggal 30 Januari 2006 tentang Pelaksanaan *Good Corporate Governance* Bagi Bank Umum
3. Peraturan Bank Indonesia No. 8/14/PBI/2006 tanggal 5 Oktober 2006 tentang Perubahan atas Peraturan Bank Indonesia No. 8/4/PBI/2006 tentang Pelaksanaan *Good Corporate Governance* Bagi Bank Umum
4. Peraturan Bank Indonesia No.11/25/PBI/2009 tanggal 1 Juli 2009 tentang Perubahan atas Peraturan Bank Indonesia No.5/8/PBI/2003 tentang Penerapan Manajemen Risiko Bagi Bank Umum.
5. Peraturan Bank Indonesia No. 5/8/PBI/2003 tanggal 19 Mei 2003 tentang Penerapan Manajemen Risiko Bagi Bank Umum
6. Surat Edaran Bank Indonesia No. 15/15/DPNP tanggal 29 April 2013 perihal Pelaksanaan *Good Corporate Governance* bagi Bank Umum.
7. Surat Edaran Bank Indonesia No.5/21/DPNP tanggal 29 September 2003 perihal Penerapan Manajemen Risiko bagi Bank Umum.
8. Surat Edaran Bank Indonesia No.13/23/DPNP tanggal 25 Oktober 2011 perihal Perubahan atas Surat Edaran No. 5/21/DPNP perihal Penerapan Manajemen Risiko bagi Bank Umum.
9. Peraturan Bank Indonesia No. 13/1/PBI/2011 tentang Penilaian Tingkat Kesehatan Bank Umum.
10. Surat Edaran Bank Indonesia No. 13/24/DPNP tentang Penilaian Tingkat Kesehatan Bank Umum.
11. Peraturan Bapepam No. X.K.6 Lampiran Surat Keputusan Ketua Badan Pengawas Pasar Modal No. KEP-431/BL/2012 tanggal 1 Agustus 2012 tentang Penyampaian Laporan Tahunan Emiten atau Perusahaan Publik.
12. Surat Edaran Bank Indonesia No. 14/37/DPNP tentang Kewajiban Penyediaan Modal Minimum sesuai Profil Risiko dan Pemenuhan Capital Equivalency Maintained Assets (CEMA).
13. Anggaran Dasar Perseroan tentang Tugas dan Wewenang Dewan Komisaris.

C. PENGERTIAN

1. **Komite Pemantau Risiko** adalah Komite yang dibentuk oleh Dewan Komisaris untuk bekerja secara kolektif dan berfungsi mendukung efektivitas pelaksanaan tugas dan tanggungjawab Dewan Komisaris.
2. **Komisaris Independen** adalah anggota Dewan Komisaris yang tidak memiliki hubungan

B. REFERENCE

1. Law No. 10 of 1998 on 10 November 1998 on the Amendment of Act No. 7 of 1992 concerning Banking.
2. Bank Indonesia Regulation No. 8/4/PBI/2006 dated 30 January 2006 on the Implementation of Good Corporate Governance for Commercial Bank.
3. Bank Indonesia Regulation No.8/14/PBI/2006 dated 5 October 2006 on the Amendment to Bank Indonesia Regulation No.8/4/PBI/2006 on the Implementation of Good Corporate Governance for Commercial Bank.
4. Bank Indonesia Regulation No.11/25/PBI/2009 dated 1 July 2009 on the Amendment to Bank Indonesia Regulation No.5/8/PBI/2003 concerning Application of Risk Management for Commercial Bank.
5. Bank Indonesia Regulation No.5/8/PBI/2003 dated 19 May 2003 concerning Application of Risk Management for Commercial Bank.
6. Bank Indonesia Circular Letter No.15/15/DPNP dated 29 April 2013 regarding the implementation of Good Corporate Governance for Bank.
7. Bank Indonesia Circular No.5/21/DPNP dated 29 September 2003 concerning Implementation of Risk Management for Commercial Bank.
8. Bank Indonesia Circular Letter No.13/23/DPNP dated 25 October 2011 regarding amendment to Circular Letter No.5/21/DPNP concerning Implementation of Risk Management for Commercial Bank.
9. Bank Indonesia Regulation No.13/1/PBI/2011 on Assessment for Commercial Banks.
10. Bank Indonesia Circular Letter No.13/24/DPNP on Assessment for Commercial Banks.
11. Bapepam Regulation No. X.K.6 Attachment Decree of the Capital Market Supervisory Board No. KEP-431/BL/2012 dated 1 August 2012 on the Annual Report of Public Company.
12. Bank Indonesia Circular Letter No. 14/37/DPNP concerning the Minimum Capital Requirement in accordance Risk Profile and Compliance Equivalency Maintained Capital Assets (CEMA).
13. Articles of Association concerning the Duties and Powers of the Board of Commissioners.

C. DEFINITION

1. **Risk Monitoring Committee** is a committee established by the Board of Commissioners to work collectively and serves to support the effectiveness of the duty and responsibility of the Board of Commissioners.
2. **Independent Commissioner** is a member of the Board of Commissioners who do not have a

keuangan, hubungan kepengurusan, hubungan kepemilikan saham, dan/atau hubungan keluarga dengan Anggota Dewan Komisaris lainnya, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.

3. **Pihak Independen** adalah pihak diluar Bank yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham, dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.
4. **Emiten** adalah perusahaan yang mengeluarkan/menerbitkan saham atau biasanya juga disebut pihak yang melakukan penawaran umum, yang selanjutnya saham tersebut akan diperjualbelikan melalui bursa efek (pasar sekunder).

D. VISI DAN MISI KOMITE PEMANTAU RISIKO

1. Visi

Menjadi Komite Pemantau Risiko yang memiliki kompetensi tinggi, bekerja secara profesional dan Independen.

2. Misi

Membantu Komisaris dalam menjalankan fungsi pengawasan, dan memastikan Bank BNP dikelola dengan berlandaskan prinsip-prinsip *Good Corporate Governance (GCG)*.

E. KODE ETIK

Komite Pemantau Risiko Bank BNP taat dan tunduk pada kode etik sebagai berikut:

1. Menjunjung tinggi Integritas, profesionalisme dan standar profesi yang tinggi dalam melaksanakan tugas sebagai Komite Pemantau Risiko.
2. Melaksanakan setiap tugas dan tanggungjawab secara jujur objektif dan independen semata-mata untuk kepentingan Bank BNP.
3. Menghindari kegiatan yang bertentangan dengan hukum, etika dan norma-norma yang berlaku di masyarakat serta kegiatan yang bertentangan dengan kepentingan dan tujuan Bank.
4. Memberikan pendapat dan rekomendasi dengan memberikan bukti yang cukup dan kompeten untuk mendukung pendapat dan rekomendasi tersebut serta tidak menggunakan informasi yang berkaitan dengan Bank untuk keuntungan pribadi.
5. Wajib menjaga dan meningkatkan pengetahuan dan keahlian secara berkelanjutan.
6. Menjaga kerahasiaan informasi dan tidak akan mengungkapkan informasi tersebut kecuali dibenarkan oleh ketentuan dan atau peraturan perundang-undangan terkait yang berlaku.

financial relationship, management relationship, stock ownership relation, and/or family relationship with member of the Board of Commissioners, Board of Directors and/or controlling shareholder or the relationship with the Bank, which could affect its ability to act independently.

3. **Independent Party** is external party of the Bank who do not have the financial, management, ownership, and/or family relationship with the Board of Commissioners, Directors and/or controlling shareholder or the relationship with the Bank, which could affect its ability to act independently.
4. **Issuer** is the company that issued/ published stock or usually called as the party who conducted public offering, which then shares will be traded through the stock exchange (secondary market).

D. RISK MONITORING COMMITTEE VISION&MISION

1. Vision

Become the Risk Monitoring Committee with high competence, work professionally and independent.

2. Mision

Assist the Board in carrying out the function of supervision, and ensuring Bank BNP managed based on the principles of Good Corporate Governance (GCG).

E. CODE OF CONDUCT

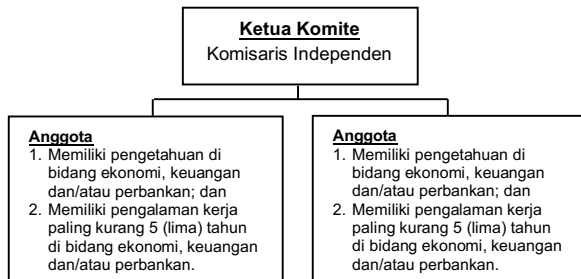
Risk Monitoring Committee BNP obedient and subject to a code of conduct as follows:

1. Has integrity, professionalism and high standard in carrying out duty as a Risk Monitoring Committee.
2. Carry out any duty and responsibility objectively and independently for the benefit of Bank BNP.
3. Avoid activities that are contrary to law, ethic and norm prevailing in society as well as activities that are contrary to the interest and objective of the Bank.
4. Provide advice and recommendation to provide sufficient and competent evidence to support the opinion and recommendation, and does not use information relating to the Bank for personal gain.
5. Should maintain and improve the knowledge and skill continuously.
6. Maintain the confidentiality of the information and will not disclose such information unless justified by the provisions and related regulation applied.

II. PEDOMAN KOMITE PEMANTAU RISIKO

A. KOMPOSISI KEANGGOTAAN

1. Anggota Komite Pemantau Risiko sekurang-kurangnya berjumlah 3 (tiga) orang yang terdiri dari :
 - a. 1(satu) orang Komisaris Independen (anggota merangkap ketua).
 - b. 1(satu) orang Pihak Independen yang memiliki keahlian di Bidang Keuangan, dan
 - c. 1(satu) orang Pihak Independen yang memiliki keahlian di Bidang Manajemen Risiko.
2. Struktur Organisasi



3. Komite Pemantau Risiko diketuai Komisaris Independen.
4. Komisaris Independen dan Pihak Independen yang menjadi anggota Komite Pemantau Risiko paling kurang berjumlah 51% (lima puluh satu per seratus) dari jumlah anggota.
5. Ketua atau anggota Komite hanya dapat merangkap jabatan sebagai Ketua atau anggota Komite hanya pada 1 (satu) Komite lainnya.

B. Persyaratan Keanggotaan

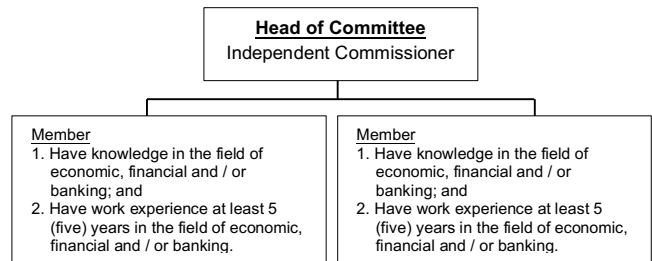
1. Persyaratan Independensi:
 - a. Anggota Komite Pemantau Risiko bukan merupakan Staff dari Kantor Akuntan Publik (KAP) yang menjadi Auditor Eksternal Bank, Kantor Konsultan Hukum, atau pihak-pihak yang memberi Jasa Konsultasi kepada Bank dalam waktu 6 (enam) bulan terakhir sebelum diangkat sebagai anggota Komite Pemantau Risiko oleh Dewan Komisaris.
 - b. Anggota Komite Pemantau Risiko bukan merupakan orang yang mempunyai wewenang dan tanggungjawab untuk merencanakan, memimpin, atau mengendalikan kegiatan Bank dalam waktu 6 (enam) bulan terakhir sebelum diangkat menjadi anggota Komite Pemantau Risiko oleh Dewan Komisaris.
 - c. Anggota Direksi tidak diperbolehkan menjadi anggota Komite Pemantau Risiko.
 - d. Anggota Komite Pemantau Risiko tidak memiliki hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan Komisaris, Direksi, dan atau Pemegang Saham Bank.
 - e. Anggota Komite Pemantau Risiko tidak

II. RISK MONITORING COMMITTEE GUIDELINE

A. MEMBERSHIP COMPOSITION

1. The member of the Risk Monitoring Committee is at least 3 (three) member consisting of :
 - a. 1(one) Independent Commissioner.
 - b. 1(one) independent party who has expertise in Finance, and
 - c. 1(one) independent party who has expertise in the field of Risk Management.

2. Organizational Structure



3. Risk Monitoring Committee chaired by an Independent Commissioner
4. Independent Commissioner and Independent parties that are member of the Risk Monitoring Committee is at least 51% (fifty one percent) of the number of member.
5. The head or the member of the committee can only have double position as the head or member from 1 (one) other committee.

B. Membership Requirement

1. Independency requirement:
 - a. Risk Monitoring Committee is not the staff of the Public Accounting Firm (KAP) which became Bank External Auditor, law firm, or parties who provide consulting services to the Bank within 6 (six) months prior to the appointed of the Risk Monitoring Committee by the Board of Commissioners.
 - b. Risk Monitoring Committee is not a person who has the authority and responsibility for planning, directing, or controlling the activities of the Bank within 6 (six) months prior appointed as the member of the Risk Monitoring Committee by the Board of Commissioners.
 - c. Members of the Board of Directors are not allowed to be a member of the Risk Monitoring Committee.
 - d. Risk Monitoring Committee has no family relationship by marriage and descent to the second degree, both horizontally and vertically with the Commissioners, Directors and Shareholder or the Bank.
 - e. Risk Monitoring Committee does not have a business relationship, directly or indirectly with the business activities of the Bank BNP.

memiliki hubungan bisnis langsung maupun tidak langsung dengan kegiatan usaha Bank BNP.

2. Persyaratan Kompetensi:

- a. Memiliki integritas, ahlak dan moral yang baik didukung dengan dedikasi yang tinggi.
- b. Memiliki pemahaman yang baik tentang sistem pengendalian risiko (*risk control system*) dan sistem pengendalian internal (*internal control system*).
- c. Memiliki kemampuan berkomunikasi yang baik.
- d. Memiliki pengetahuan dan pengalaman serta pendidikan yang memadai terkait tugas dan tanggungjawabnya, sesuai dengan latar belakang pendidikannya.
- e. Sekurang-kurangnya salah seorang dari anggota Komite Pemantau Risiko harus memiliki latar belakang pendidikan dan pengalaman dalam Bidang Keuangan.
- f. Salah seorang dari Anggota Komite Pemantau Risiko memiliki keahlian di Bidang Manajemen Risiko.
- g. Memiliki pengetahuan yang memadai mengenai Peraturan Perundang-undangan dan Ketentuan lainnya yang terkait dengan perbankan.

3. Pengangkatan Keanggotaan

- a. Ketua dan Anggota Komite Pemantau Risiko:
 - 1). Direkomendasikan oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris
 - 2). Diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris dan ditetapkan oleh Direksi
- b. Ketua Komite Pemantau Risiko berhak mengusulkan penggantian anggota Komite Pemantau Risiko apabila masa tugas anggota Komite Pemantau Risiko berakhir atau apabila yang bersangkutan mengundurkan diri atau diberhentikan.
- c. Komite Pemantau Risiko bertanggung jawab langsung kepada Dewan Komisaris.

4. Masa Tugas Anggota

- a. Masa tugas Komite Pemantau Risiko tidak melebihi masa jabatan Dewan Komisaris.
- b. Apabila Komisaris Independen yang menjadi Ketua Komite Pemantau Risiko berhalangan tetap sebagai Komisaris Independen maka Ketua Komite Pemantau Risiko dapat digantikan oleh Komisaris lain.
- c. Penggantian anggota Komite Pemantau Risiko yang bukan berasal dari Dewan Komisaris dilakukan selambatnya 60 (enam puluh) hari sejak anggota Komite Pemantau Risiko dimaksud tidak dapat lagi menjalankan fungsinya.

C. TATA CARA DAN PROSEDUR KERJA

2. Competencies Requirement:

- a. Have integrity, moral and high dedication.
- b. Having a good understanding of the risk control system and internal control system.
- c. Have good communication skills. d. Having knowledge and experience as well as adequate education-related duty and responsibility, in accordance with the educational background.
- e. At least one member of the Risk Monitoring Committee must have the educational background and experience in the field of finance.
- f. One of the members of the Risk Monitoring Committee has expertise in the field of Risk Management.
- g. Have sufficient knowledge of the law and other regulation related to banking.

3. Membership Appointment

- a. The Head and Member of Risk Monitoring Committee:
 - 1). Recommended by the Remuneration and Nomination Committee to the Board of Commissioners
 - 2). Appointed and terminated based on the Board of Commissioners Meeting Decision and stipulated by the Directors

- b. The Head of Risk Monitoring Committee has the right to propose the replacement of member of the Risk Monitoring Committee if the work period of the Risk Monitoring Committee member expire or if such person resign or is dismissed.

- c. Risk Monitoring Committee is responsible directly to the Board of Commissioners.

4. The member Term of Office

- a. The Risk Monitoring Committee term of office does not exceed the term of office of the Board of Commissioners.

- b. If the Independent Commissioner that become the Head of Risk Monitoring Committee) was unable to remain as the Head of Risk Monitoring Committee, is replaced by another Commissioner.

- c. Replacement Risk Monitoring Committee member, which is not derived from the BoC member made no later than 60 (sixty) days since the member of the Risk Monitoring Committee is no longer able to perform its function.

C. WORKING PROCEDURE

<p>1. Tugas dan Tanggung Jawab Komite Pemantau Risiko, mencakup :</p> <ol style="list-style-type: none"> a. Melakukan evaluasi dan review tentang kesesuaian antara Kebijakan Manajemen Risiko dengan pelaksanaan kebijakan tersebut. b. Melakukan pemantauan dan evaluasi tentang pelaksanaan tugas Komite Manajemen Risiko (<i>Risk Management Committee</i>) dan Satuan Kerja Manajemen Risiko (SKMR), guna memberikan gambaran tentang risiko kepada Dewan Komisaris. c. Melakukan review pelaksanaan Manajemen Risiko, meliputi : <ol style="list-style-type: none"> 1). Laporan Profil Risiko Bank BNP 2). Laporan Tingkat Kesehatan Bank BNP. d. Melakukan pemantauan kecukupan proses identifikasi, pengukuran, pemantauan, pengendalian dan sistem informasi Manajemen Risiko. e. Melakukan evaluasi kepatuhan Bank terhadap Anggaran Dasar, Peraturan Otoritas Jasa Keuangan dan Pasar Modal, serta Peraturan Perundang-undangan lainnya yang terkait dengan Manajemen Risiko. f. Menyusun Pedoman Kerja Komite serta melakukan review sesuai dengan kebutuhan dan perkembangan bisnis bank. g. Membuat laporan kepada Dewan Komisaris tentang pelaksanaan tugas dan tanggungjawabnya termasuk memberikan saran dan rekomendasi terkait dengan peningkatan pengendalian risiko. h. Melakukan kaji ulang terhadap Pedoman Kerja Komite Pemantau Risiko termasuk pengkinian Pedoman Kerja Komite Pemantau Risiko. i. Menentukan Rencana Kerja Tahunan (RKT) dan menentukan jadwal rapat tahunan. j. Membuat laporan berkala mengenai kegiatan Komite Pemantau Risiko serta hal-hal yang memerlukan perhatian dari Dewan Komisaris. k. Melakukan Penilaian Mandiri (<i>Self Assessment</i>) mengenai efektivitas kegiatan Komite Pemantau Risiko. l. Mengatur penyelenggaraan rapat yang mencakup hal-hal sebagai berikut : <ol style="list-style-type: none"> 1). Menyelenggarakan rapat sesuai dengan jadwal rapat yang telah ditetapkan. 2). Mempelajari materi rapat sebelum penyelenggaraan rapat. 3). Berperan aktif dan memberikan kontribusinya dalam setiap rapat Komite 4). Membuat dan mendokumentasikan Risalah Rapat sesuai dengan ketentuan yang berlaku. <p>2. Tugas Khusus dari Dewan Komisaris</p> <ol style="list-style-type: none"> a. Pemberian tugas khusus kepada Komite Pemantau Risiko oleh Dewan Komisaris dapat dilakukan sepanjang tidak bertentangan dengan Ketentuan dan/atau Peraturan 	<p>1. Duty and Responsibility of Risk Monitoring Committee, include:</p> <ol style="list-style-type: none"> a. Conduct evaluation between Risk Management Policy with the implementation of the policy. b. Monitoring and evaluation of the implementation of the Risk Management Committee and Risk Management Work Unit (SKMR), in order to give an idea of the risk to the Board of Commissioners. c. Review the implementation of Risk Management, including: <ol style="list-style-type: none"> 1). Bank BNP Risk Profile 2). Bank BNP Rating d. To monitor the adequacy of the process of identification, measurement, monitoring, control and information systems risk management. e. To evaluate the compliance of the Bank's Articles of Association, Regulation of Financial Services Authority and Capital Markets, as well as other legislation related to Risk Management. f. Develop Guidelines for the Committee and review in accordance with the needs and the bank business development. g. Make a report to the Board on the implementation of tasks and responsibilities include providing advice and recommendations relating to the improvement of risk control. h. Conduct a review of the Working Guidelines for Risk Monitoring Committee, including updating of the Working Guidelines for Risk Monitoring Committee. i. Determining the Annual Work Plan (RKT) and determines the annual meeting schedule. j. Make periodic reports on the activities of the Risk Monitoring Committee and matters that require the attention of the Board of Commissioners. k. Conducting Self Assessments regarding the effectiveness of the Risk Monitoring Committee. l. Arranging the meeting include the following: <ol style="list-style-type: none"> 1). Hold meetings in accordance with a predetermined meeting schedule. 2). Studying the meeting materials prior to the meeting. 3). Play an active role and provide kontribusinya in every Committee meeting 4). Creating and documenting the Minutes of the Meeting in accordance with applicable regulations. <p>2. Special Duties of the Board of Commissioners</p> <ol style="list-style-type: none"> a. Giving a special duty to the Risk Monitoring Committee by the Board of Commissioners can be done as long as not contrary to the provisions and/or legislation in force and done
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<p>Perundang-undangan yang berlaku dan dilakukan dengan dilengkapi dengan perintah tertulis yang memuat hal-hal sebagai berikut :</p> <ol style="list-style-type: none"> 1) Nama yang diberi tugas. 2) Sifat penugasan. 3) Lingkup pekerjaan. 4) Tujuan dan sasaran pekerjaan. 5) Jangka waktu penugasan. <p>b. Komite Pemantau Risiko harus menyampaikan laporan kepada Dewan Komisaris untuk setiap tugas khusus yang diberikan.</p> <p>c. Dalam melaksanakan tugas khusus Komite Pemantau Risiko dapat melakukan <i>review</i> terhadap semua catatan, dokumen dan informasi lainnya yang diperlukan termasuk Risalah Rapat Direksi dan Rapat Dewan Komisaris, bekerjasama dengan Satuan Kerja Manajemen Risiko (SKMR).</p> <p>d. Apabila diperlukan, dengan persetujuan tertulis dari Dewan Komisaris, Komite Pemantau Risiko dapat meminta bantuan tenaga ahli, dan atau Konsultan Independen.</p> <p>3. Dalam rangka penerapan <i>Good Corporate Governance (GCG)</i>, Komite Pemantau Risiko bertanggung jawab untuk memastikan :</p> <ol style="list-style-type: none"> a. Bank telah dikelola dengan sehat sesuai dengan Prinsip Kehati-hatian Bank. b. Kaidah-kaidah <i>Good Corporate Governance (GCG)</i> dilaksanakan dengan baik dalam visi, misi, struktur organisasi, Kebijakan dan Prosedur serta pelaksanaan kegiatan usaha Bank BNP. c. Dilakukan koreksi yang sesuai oleh unit-unit kerja yang terkait atas setiap penyimpangan dan kesalahan. d. Seluruh jajaran organisasi Bank BNP mentaati Peraturan Perusahaan, Kode Etik Insan BNP dan tata tertib yang berlaku. e. Memberikan rekomendasi mengenai penyempurnaan Sistem Pengendalian Manajemen serta pelaksanaannya, termasuk memastikan penerapan <i>Good Corporate Governance (GCG)</i> dan Kode Etik Insan BNP. <p>4. Kewenangan</p> <p>Untuk melaksanakan tugasnya, anggota Komite Pemantau Risiko sesuai dengan Pedoman Kerja yang berlaku memiliki wewenang sebagai berikut:</p> <ol style="list-style-type: none"> a. Melakukan penelaahan terhadap masalah yang timbul. b. Memperoleh informasi secara menyeluruh tentang <i>asset, liabilities</i>, serta sumber daya Bank lainnya terkait dengan pelaksanaan tugasnya. c. Melakukan komunikasi langsung dengan karyawan, termasuk Direksi dan pejabat eksternal dalam melaksanakan fungsi pemantauan risiko dan kegiatan lainnya (apabila ada). d. Apabila diperlukan, dengan persetujuan 	<p>comes with a written order containing the following matters:</p> <ol style="list-style-type: none"> 1). The name that was given the task. 2). The nature of the assignment. 3). Scope of work. 4). Goals and objectives of the work. 5). Duration of assignment. <p>b. Risk Monitoring Committee shall submit a report to the Board of Commissioners for each particular task given.</p> <p>c. In carrying out the specific tasks of the Risk Monitoring Committee may conduct a review of all records, documents and other information required includes Minutes of Meeting of Directors and Board of Commissioners, in collaboration with the Risk Management Unit (SKMR).</p> <p>d. If necessary, with the written approval of the Board of Commissioners, the Risk Monitoring Committee may request assistance from experts, or Independent Consultants.</p> <p>3. In the application of Good Corporate Governance (GCG), Risk Monitoring Committee is responsible for ensuring:</p> <ol style="list-style-type: none"> a. Healthy banks in accordance with the Bank Prudential Principle. b. The regulation of Good Corporate Governance (GCG) performed well in the BNP vision, mission, organizational structure, policies and procedures as well as the implementation of the Bank's business activities. c. Appropriate correction by units of work involved for any irregularities and mistake. d. Bank BNP throughout the organization comply with BNP Company Rules, the Code of Conduct and regulation that apply. e. Provide recommendations regarding the improvement of management control systems and their implementation, including ensuring the implementation of Good Corporate Governance (GCG) and BNP Code of Conduct. <p>4. Authority</p> <p>To carry out their duties, members of the Risk Oversight Committee (Risk Monitoring Committee) in accordance with the applicable procedures have the authority, as follows:</p> <ol style="list-style-type: none"> a. Review the problem that arises, in accordance with applied regulation. b. Obtain comprehensive information about the asset, liabilities, and other resource related to the Bank's performance of its duty. c. Communicate directly with employees, including Directors and external officials in carrying out the functions of risk monitoring and other activities (if any). d. If needed, with the written approval from the Board of Commissioners, Risk Monitoring
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<p>tertulis dari Dewan Komisaris, Komite Pemantau Risiko dapat meminta bantuan tenaga ahli, dan atau Konsultan Independen.</p> <p>e. Melakukan pertemuan dengan pihak eksternal, termasuk menghadiri pertemuan anggota Komite Eksekutif apabila diperlukan.</p> <p>f. Dalam melaksanakan kewenangannya sebagaimana tersebut di atas, Komite Pemantau Risiko dapat bekerja sama dengan Satuan Kerja Manajemen Risiko (SKMR), serta komite-komite lain yang berada dibawah komisaris.</p> <p>5. Kehadiran&Waktu Kerja Komite Pemantau Risiko. Sekurang-kurangnya 6 (enam) kali dalam 1 (satu) tahun anggota Komite hadir di kantor Bank, dan yang bersangkutan bersedia hadir pada hari lain apabila sewaktu-waktu diperlukan dengan pemberitahuan terlebih dahulu (melalui email, telepon, atau SMS) yang mudah dihubungi.</p> <p>6. Rapat Komite Pemantau Risiko</p> <p>a. Komite Pemantau Risiko mengadakan rapat sekurang-kurangnya sama dengan ketentuan minimal Rapat Dewan Komisaris yang ditetapkan dalam Anggaran Dasar Perseroan atau sekurang-kurangnya 4 (empat) kali dalam 1 (satu) tahun.</p> <p>b. Rapat hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu perseratus) dari jumlah anggota termasuk seorang Komisaris Independen dan Pihak Independen.</p> <p>c. Rapat dipimpin oleh Ketua Komite Pemantau Risiko, dan apabila Ketua Komite berhalangan hadir, maka akan dipimpin oleh Komisaris Independen lain yang ditunjuk oleh rapat.</p> <p>d. Rapat diselenggarakan sesuai dengan agenda yang telah disepakati, keputusan menjadi efektif apabila disetujui oleh lebih dari ½ (satu perdua) jumlah anggota yang hadir.</p> <p>e. Komite Pemantau Risiko dapat berkomunikasi dengan unit kerja lain dalam rangka untuk memperoleh informasi, klarifikasi dan memperoleh dokumen / laporan yang diperlukan, atau mengundang Kepala Divisi terkait sesuai dengan materi rapat untuk hadir dalam Rapat Komite Pemantau Risiko</p> <p>f. Komite Pemantau Risiko dapat berkoordinasi dengan Komite lain yang berada dibawah Dewan Komisaris.</p> <p>g. Keputusan Rapat Komite Pemantau Risiko dilakukan berdasarkan musyawarah dan mufakat, dalam hal tidak terjadi musyawarah dan mufakat maka pengambilan keputusan dilakukan berdasarkan suara terbanyak.</p> <p>h. Hasil Rapat Komite Pemantau Risiko wajib dituangkan dalam Risalah Rapat.</p> <p>i. Setiap Risalah Rapat harus ditandatangani oleh seluruh anggota Komite Pemantau Risiko yang hadir, diedarkan kepada Dewan</p>	<p>Committee may request the assistance of expert, and or Independent Consultant.</p> <p>e. Conducting meeting with external parties, including attending meeting of the Executive Committee member, if needed.</p> <p>f. The Risk Monitoring Committee is working together with the Risk Management Work Unit (SKMR).</p> <p>5. Attendance & Work Time Risk Monitoring Committee. At least 6 (six) times a year member of the Committee come to the Bank (office), with note he/she will come any time when necessary with prior notification (via email, phone, or text) and can easily be reached.</p> <p>6. Risk Monitoring Committee Meeting</p> <p>a. Risk Monitoring Committee meeting held at least equal to the minimum provision of the Board of Commissioners in the Articles of Association of the Company or at least 4 (four) times a year.</p> <p>b. Meeting can only be held if attended by at least 51% of the number of members including an Independent Commissioner and the Independent Party.</p> <p>c. The meeting was chaired by the Head of the Risk Monitoring Committee, and if the Head of the Committee was unable to attend, it will be chaired by a member of the Risk Monitoring Committee the most senior.</p> <p>d. The meeting was held in accordance with the agenda, the decision become effective if approved by more than half of the member present.</p> <p>e. Risk Monitoring Committee may invite the Head of the Division related with the meeting to attend the meeting.</p> <p>f. The Risk Monitoring committee can have coordination with other committee under Board of Commissioners.</p> <p>g. Decision of the committee meeting conducted by deliberation and consensus, in terms of deliberation and consensus does not happen then the decision made by a majority vote.</p> <p>h. The result of the committee meeting shall be set out in the minutes meeting.</p> <p>i. Each minutes meeting shall be signed by all member of the Risk Monitoring Committee that are present, circulated to the Board of Commissioners and well documented in accordance with applied regulation.</p> <p>j. If there is a difference of opinion (dissenting opinion) it shall be clearly stated in the minutes of the meeting and the reason for such dissent.</p> <p>k. The minutes of meeting should be well</p>
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<p>Komisaris dan didokumentasikan dengan baik sesuai dengan ketentuan yang berlaku.</p> <p>j. Apabila terjadi perbedaan pendapat (<i>dissenting opinion</i>) dalam rapat komite wajib dicantumkan secara jelas dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut.</p> <p>k. Risalah Rapat harus didokumentasikan dengan baik, untuk dilaporkan kepada Dewan Komisaris dan pada akhir tahun yang merupakan bagian dari Laporan Tahunan dan Laporan Pelaksanaan <i>Good Corporate Governance (GCG)</i>.</p> <p>7. Sekretaris Komite Pemantau Risiko Sekretaris Komite Pemantau Risiko bertanggungjawab untuk:</p> <p>a. Mempersiapkan dan menyelenggarakan Rapat Komite Pemantau Risiko.</p> <p>b. Membuat Risalah Rapat Komite Pemantau Risiko</p> <p>c. Mendistribusikan Risalah Rapat Komite Pemantau Risiko kepada Komisaris, Direksi, dan unit-unit kerja terkait.</p> <p>d. Melakukan surat menyurat yang berkaitan dengan tugas Komite Pemantau Risiko.</p> <p>e. Mendokumentasikan setiap dokumen yang terkait dengan Komite Pemantau Risiko.</p> <p>8. Sistem Pelaporan Kegiatan Komite Pemantau Risiko bertanggung jawab kepada Dewan Komisaris dan wajib untuk melaporkan tentang pelaksanaan tugas termasuk laporan pelaksanaan tugas khusus sekurang-kurangnya 1 (satu) kali setiap 6 (enam) bulan. Laporan meliputi hal-hal sebagai berikut</p> <p>a. Susunan keanggotaan Komite Pemantau Risiko yang memuat nama dan jabatan (Ketua dan Anggota), serta penjelasan latar belakang masing-masing Ketua / Anggota apakah Pihak Independen atau bukan.</p> <p>b. Tugas dan fungsi Komite Pemantau Risiko.</p> <p>c. Penyelenggaraan Rapat Komite Pemantau Risiko yang dilaksanakan selama jangka waktu pelaporan dan rincian kehadiran dari tiap anggota Komite Pemantau Risiko.</p> <p>d. Ringkasan kegiatan fungsi dan tugas Komite Pemantau Risiko pada tahun pelaporan.</p> <p>e. Hasil evaluasi terhadap konsistensi antara Kebijakan Manajemen Risiko dan pelaksanaannya.</p> <p>f. Hasil pemantauan dan evaluasi pelaksanaan tugas Komite Manajemen Risiko dan Satuan Kerja Manajemen Risiko (SKMR).</p> <p>g. Hasil identifikasi terhadap setiap masalah-masalah yang memerlukan perhatian dari Dewan Komisaris.</p>	<p>documented, to be reported to Board of Commissioners and by the end of the year will be included on the Annual Report and Good Corporate Governance (GCG) Report.</p> <p>7. The Secretary of the Risk Monitoring Committee Risk Monitoring Committee Secretary is responsible for:</p> <p>a. Preparing and conducting Risk Monitoring Committee meeting.</p> <p>b. Making the Risk Monitoring Committee Minutes of Meeting.</p> <p>c. Distributing Risk Monitoring Committee Minutes of Meeting to the Commissioner, the Board of Directors, and related work unit.</p> <p>d. Doing correspondence relating to the duty of the Risk Monitoring Committee.</p> <p>e. Perform the preparation and all documentation related to the Risk Monitoring Committee.</p> <p>8. Reporting System The Risk Monitoring Committee responsibility to the Board of Commissioners delivers in the form of annual report that includes the implementation of task including a special report. The report should be published in the Annual Report of Bank BNP which includes the following:</p> <p>a. The composition of the Risk Monitoring Committee member, which contains the names and positions (chairman and member). Whether the relevant explanation derived from independent parties or not (Independent Commissioner/ Independent Party)</p> <p>b. Duty and function of the Risk Monitoring Committee.</p> <p>c. Total Risk Monitoring Committee meeting carried out during the reporting period and details of attendance of each member of the Risk Monitoring Committee</p> <p>d. Summary of activities of the function and duty of the Risk Monitoring Committee in the reporting year.</p> <p>e. The result of an evaluation of the consistency between the Risk Management Policy with the implementation of the policy.</p> <p>f. The result of the monitoring and evaluation of the implementation of the Risk Management Committee and Risk Management Work Unit (SKMR).</p> <p>g. The identification result on each matter that needs more attention from Board of Commissioners.</p>
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D. KERAHASIAAN BANK

Anggota Komite Pemantau Risiko wajib untuk melaksanakan tugas dengan baik dan menjaga kerahasiaan atas seluruh dokumen dan informasi serta segala sesuatu yang berhubungan dengan pelaksanaan tugas Komite Pemantau Risiko.

E. PENUTUP

1. Piagam Komite Pemantau Risiko ini taat dan tunduk pada Ketentuan dan Peraturan Perundang-undangan yang berlaku.
2. Piagam Komite Pemantau Risiko ini berlaku pada tanggal ditetapkan dan dapat ditinjau kembali setiap saat sesuai dengan kondisi serta perkembangan usaha, struktur organisasi dan tingkat risiko Bank berdasarkan persetujuan Dewan Komisaris.

D. BANK CONFIDENTIALITY

Risk Monitoring Committee members are required to perform the task well and maintain the confidentiality of all documents and information, and everything that is related to the implementation of the tasks of the Risk Monitoring Committee.

E. CLOSING

1. Risk Monitoring Committee Charter is according and subject to the terms and the applicable Laws and Regulations.
2. Risk Monitoring Committee Charter is effective on the date specified and may be reviewed at any time in accordance with the Bank conditions and business development, organizational structure and the level of risk based on Bank approval by Board of Commissioners.

**PIAGAM KOMITE REMUNERASI DAN NOMINASI
PT BANK NUSANTARA PARAHYANGAN Tbk.**

I. PIAGAM

A. LATAR BELAKANG

1. PT Bank Nusantara Parahyangan Tbk (Selanjutnya disebut Bank BNP) sebagai Bank Umum di Indonesia wajib untuk memenuhi setiap Peraturan dan Ketentuan yang ditetapkan oleh Bank Indonesia dan Ketentuan Perundang-Undangan lainnya yang berlaku, diantaranya Undang-Undang Nomor 7 Tahun 1992 tentang Perbankan sebagaimana diubah dengan Undang-Undang Nomor 10 Tahun 1998.
2. Komite Remunerasi dan Nominasi di Bank BNP, dibentuk dalam rangka meningkatkan kualitas penerapan Good Corporate Governance (GCG), yang antara lain mendukung peran Dewan Komisaris untuk melakukan evaluasi terhadap Kebijakan Remunerasi dan Nominasi sehingga dapat berjalan dengan baik, wajar dan menunjukkan asas keadilan, untuk meningkatkan kualitas, kompetensi dan tanggung jawab Dewan Komisaris dan Direksi.
3. Dalam rangka meningkatkan efektivitas kerja Komite Remunerasi dan Nominasi, maka diperlukan Piagam Komite Remunerasi dan Nominasi yang merupakan Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi, yang diatur pada Peraturan Bank Indonesia No 8/4/PBI/2006 tanggal 30 Januari 2006 yang telah diubah dengan PBI no 8/14/PBI/2006 dan Peraturan Otoritas Jasa Keuangan no 34/POJK.04/ 2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
4. Piagam Komite Remunerasi dan Nominasi diperlukan sebagai panduan kerja Komite Remunerasi dan Nominasi untuk kejelasan bagi semua pihak yang berkaitan dengan tugas Komite Remunerasi dan Nominasi, yaitu Dewan Komisaris, Manajemen, Sumber Daya Manusia (SDM), dan Komite-Komite lain yang berkaitan dengan Good Corporate Governance (GCG).
5. Piagam Komite Remunerasi dan Nominasi disusun dan ditetapkan melalui Surat Keputusan Dewan Komisaris, agar Komite Remunerasi dan Nominasi memiliki panduan kerja yang jelas serta dapat bekerja dan bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya sesuai dengan ketentuan yang berlaku.

B. REFERENSI

Penyusunan Piagam Komite Remunerasi dan Nominasi mengacu pada ketentuan yang berlaku, sebagai berikut :

1. Pedoman Good Corporate Governance (GCG) yang diterbitkan oleh Komite Nasional Kebijakan Governance (KNKG) pada bulan Maret 2001 dan perubahannya yang diterbitkan pada 17 Oktober 2006 yang menganjurkan semua perusahaan di Indonesia memiliki Komite Remunerasi dan Nominasi.
2. Peraturan Bank Indonesia Nomor 8/4/PBI/2006 tanggal 30 Januari 2006 dan perubahannya yaitu Peraturan Bank Indonesia Nomor 8/14/2006 tanggal 5 Oktober 2006 tentang pelaksanaan Good Corporate Governance (GCG) bagi Bank

**REMUNERATION AND NOMINATION COMMITTEE
CHARTER PT BANK NUSANTARA PARAHYANGAN Tbk.**

I. CHARTER

A. BACKGROUND

1. PT Bank Nusantara Parahyangan Tbk (hereinafter called Bank BNP) as a commercial bank in Indonesia is required to meet any Rules and Regulations set by Bank Indonesia and other provisions in force, including Law No. 7 of 1992 concerning Banking as amended by Act No.10 of 1998.
2. The Remuneration and Nomination Committee at Bank BNP, was formed in order to improve the quality of the implementation of Good Corporate Governance (GCG), which among other things supports the role of the Board of Commissioners to evaluate the Remuneration and Nomination Policy so that it can run well, reasonable and demonstrate fairness, to improve the quality, competence and responsibility of the Board of Commissioners and Board of Directors.
3. In order to enhance the effectiveness of the Remuneration and Nomination Committee, it is necessary Remuneration and Nomination Committee Charter as the guidelines for Remuneration and Nomination Committee, which is set on Bank Indonesia Regulation No.8/4/PBI/2006 dated 30 January 2006 amended by PBI No.8/14/PBI/2006 and Regulation of the Financial Services Authority No.34/POJK.04/2014 of the Nomination and Remuneration Committee of Public Company.
4. The Remuneration and Nomination Committee Charter is needed as a working guide for Remuneration and Nomination Committee for information to all parties related to the duties of the Remuneration and Nomination Committee, the Board of Commissioners, Management, Human Resources (HR), and other Committees related to Good Corporate Governance (GCG).
5. Remuneration and Nomination Committee Charter is formulated and established by the Decree of the Board of Commissioners, in order to support Remuneration and Nomination Committee has a clear working guidelines and can work and act independently in carrying out its duties and responsibilities in accordance with applicable regulations.

B. REFERENCE

Preparation of the Remuneration and Nomination Committee Charter refers to the applicable provisions, as follows:

1. Code of Good Corporate Governance (GCG), published by the National Committee on Governance (NCG) in March 2001 and amendments were published on October 17, 2006 which encourages all companies in Indonesia has a Remuneration and Nomination Committee.
2. Bank Indonesia Regulation No. 8/4 / PBI / 2006 dated January 30, 2006 and its amendments, namely Bank Indonesia Regulation No. 08/14/2006 dated October 5, 2006 on the implementation of Good Corporate Governance (GCG) for Commercial Banks.

<p>Umum.</p> <ol style="list-style-type: none"> 3. Surat Edaran Bank Indonesia Nomor 15/15/DPNP tanggal 29 April 2013 tentang Pelaksanaan Good Corporate Governance bagi Bank Umum 4. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Remunerasi dan Nominasi Emiten atau Perusahaan Publik. 5. Anggaran Dasar Perseroan tentang Tugas dan Wewenang Dewan Komisaris. 	<ol style="list-style-type: none"> 3. Bank Indonesia Circular Letter No. 15/15 / DPNP dated 29 April 2013 regarding the implementation of Good Corporate Governance for Banks 4. The Financial Services Authority Regulation No. 34 / POJK.04 / 2014 of the Remuneration and Nomination Committee of Public Company. 5. Articles of Association on the Duties and Authorities of the Board of Commissioners.
<p>C. PENGERTIAN</p> <ol style="list-style-type: none"> 1. Komite Remunerasi dan Nominasi adalah Komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam membantu melaksanakan fungsi dan tugas Dewan Komisaris terkait Remunerasi dan Nominasi terhadap anggota Direksi dan anggota Dewan Komisaris serta memberikan rekomendasi kepada Dewan Komisaris terkait dengan Kebijakan Remunerasi bagi Pejabat Eksekutif dan Karyawan secara keseluruhan untuk disampaikan kepada Direksi. 2. Remunerasi adalah imbalan yang ditetapkan dan diberikan kepada Anggota Direksi dan Anggota Dewan Komisaris karena kedudukan dan peran yang diberikan sesuai dengan tugas, tanggung jawab, dan wewenang Anggota Direksi dan Anggota Dewan Komisaris. 3. Nominasi adalah pengusulan seseorang untuk diangkat kedalam jabatan sebagai Anggota Direksi atau Anggota Dewan Komisaris. 4. Direksi adalah organ Bank yang berwenang dan bertanggung jawab penuh atas pengurusan Bank, sesuai dengan maksud dan tujuan Bank BNP serta mewakili Bank BNP, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar. 5. Dewan Komisaris adalah organ Bank yang bertugas untuk melakukan pengawasan secara umum dan/atau khusus sesuai dengan Anggaran Dasar serta memberi nasihat kepada Direksi. 6. Emiten adalah perusahaan yang mengeluarkan/menerbitkan saham atau biasanya juga disebut pihak yang melakukan penawaran umum, yang selanjutnya saham tersebut akan diperjualbelikan melalui bursa efek (pasar sekunder). 7. Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, hubungan kepengurusan, hubungan kepemilikan saham, dan/atau hubungan keluarga dengan Anggota Dewan Komisaris lainnya, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen. 8. Pihak Independen adalah pihak diluar Bank yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham, dan/atau hubungan keluarga dengan Dewan Komisaris, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen. 9. Pejabat Eksekutif adalah pejabat yang bertanggung jawab langsung kepada Direksi atau mempunyai pengaruh yang 	<p>C. DESCRIPTION</p> <ol style="list-style-type: none"> 1. The Remuneration and Nomination Committee is a committee formed and responsible to the Board of Commissioners in helping carry out the functions and duties of the Board in relation to Remuneration and Nomination of the members of the Board of Directors and the Board of Commissioners and provide recommendations to the Board based on the Remuneration Policy for Executive Officers and Employees as a whole to be submitted to the Board of Directors. 2. Remuneration is the reward that is defined and given to the Board of Directors and Member of the Board of Commissioners for the position and role that is given in accordance with the duties, responsibilities, and authority of the Board of Directors and Member of the Board of Commissioners. 3. Nominations are proposing the candidate to be appointed in the position as Member of the Board of Directors or Board of Commissioners. 4. Board of Directors is authorized organ and have full responsibility for the management of the Bank, in accordance with the intent and purpose as well as represent Bank BNP, both inside and outside the court in accordance with the provisions of the Articles of Association. 5. The Board of Commissioners is authorized organ in charge of supervising the Bank in general and/or specifically accordance with the Articles of Association as well as giving advice to the Board of Directors. 6. Issuers is the company that issued/ published shares or usually also called the public offering parties, which then shares will be traded through the stock exchange (secondary market). 7. Independent Commissioner is a member of the Board of Commissioners who do not have a financial relationship, relationship management, stock ownership relations, and/ or family relationship with the other Members of the Board of Commissioners, Board of Directors and/ or Controlling Shareholders or relationship with the Bank, which could affect its ability to act independently. 8. Independent Party are parties outside the Bank who do not have the financial, management, ownership, and/ or family relationship with the Board of Commissioners, Directors and/ or Controlling Shareholders or relationship with the Bank, which could affect its ability to act independently. 9. Executive Officer officials who are directly responsible to the Board of Directors or has a significant influence on policy and/ or operations of the Bank, such as the Head of Division, Head of Regional Office, Head of Branch Office, Head of Functional

signifikan terhadap kebijakan dan/atau operasional Bank, antara lain Kepala Divisi, Kepala Kantor Wilayah, Kepala Kantor Cabang, Kepala Kantor Fungsional yang kedudukannya paling kurang setara dengan Kepala Kantor Cabang, Kepala Satuan Kerja Manajemen Risiko, Kepala Satuan Kerja Kepatuhan, dan Kepala Satuan Kerja Audit Internal dan/atau pejabat lainnya yang setara.

D. VISI DAN MISI KOMITE REMUNERASI DAN NOMINASI

1. Visi
- a. Melakukan evaluasi terhadap
 - 1). Kebijakan Remunerasi, dan memberikan rekomendasi kepada Dewan Komisaris mengenai Kebijakan Remunerasi bagi Dewan Komisaris dan Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS) melalui Dewan Komisaris.
 - 2). Kebijakan Remunerasi bagi Pejabat Eksekutif dan Karyawan secara keseluruhan untuk disampaikan kepada Direksi melalui Dewan Komisaris.
 - 3). Menyusun dan memberikan rekomendasi mengenai Nominasi anggota Dewan Komisaris dan Direksi dan Pihak Independen yang akan menjadi Anggota Komite di bawah Dewan Komisaris.
2. Misi
Menciptakan Sistem Remunerasi dan Nominasi agar dapat berjalan dengan baik, wajar dan mencerminkan asas keadilan serta dapat meningkatkan kualitas, kompetensi dan tanggung jawab Dewan Komisaris dan Direksi.

E. KODE ETIK

Komite Remunerasi dan Nominasi Bank BNP menjunjung tinggi kode etik sebagai berikut :

1. Menjunjung tinggi Integritas, profesionalisme dan standar profesi yang tinggi dalam melaksanakan tugas sebagai Komite Remunerasi dan Nominasi.
2. Melaksanakan setiap tugas dan tanggung jawab secara jujur objektif dan Independen semata-mata untuk kepentingan Bank BNP.
3. Menghindari kegiatan yang bertentangan dengan hukum, etika, dan norma-norma yang berlaku di masyarakat serta kegiatan yang bertentangan dengan kepentingan dan tujuan Bank BNP.
4. Memberikan pendapat dan rekomendasi dengan memberikan bukti yang cukup dan kompeten untuk mendukung pendapat dan rekomendasi tersebut serta tidak menggunakan informasi yang berkaitan dengan Bank BNP untuk keuntungan pribadi.
5. Menjaga kerahasiaan informasi dan tidak mengungkapkan informasi tersebut kecuali dibenarkan oleh Ketentuan atau Peraturan Perundang-undangan yang berlaku.

II. PEDOMAN KOMITE REMUNERASI DAN NOMINASI

A. Komposisi Keanggotaan

1. Komite Remunerasi dan Nominasi dibentuk oleh Dewan Komisaris, yang para anggotanya diangkat dan diberhentikan berdasarkan keputusan rapat Dewan Komisaris.
2. Anggota Komite Remunerasi dan Nominasi sekurang -

Office whose position is at least equal to the Head Office Branch, Head of Risk Management Unit, Head of Compliance Unit, and Head of the Internal Audit Unit and/ or other equivalent officials.

D. VISION & MISION OF REMUNERATION & NOMINATION COMMITTEE

1. Vision
- a. Evaluate :
 - 1). Remuneration Policy, and give recommendation to Board of Commissioners on the Remuneration Policy for BOC and BOD to delivered in the General Meeting Shareholder (RUPS).
 - 2). Remuneration Policy for executive officer and employee will be deliver to BOD by BOC.
 - 3). Arrange and give recommendation on the BOC and BOD nomination, the independent party that going to be Committe member under the BOC.
2. Mision
Create the system for nomination and remuneration so it can run well, appropriate and shows principle of fairness so it can improve the quality, competencies, and responsibility of BOC and BOD.

E. CODE OF CONDUCT

Bank BNP Nomination and Remuneration Committee uphold the code of conduct as follows:

1. Uphold the integrity, professionalism and high professional standards in carrying out duties as a Nomination and Remuneration Committee.
2. Carry out any duties and responsibilities objectively and Independently for the benefit of the Bank BNP.
3. Avoid activities that are contrary to law, ethics, and norms prevailing in society as well as activities that are contrary to the interests and objectives of Bank BNP.
4. Provide advice and recommendations with sufficient and competent evidence to support the opinion and recommendation, and does not use information relating to Bank BNP for personal advantage.
5. Maintain confidentiality and not disclose such information unless justified by the provisions of legislation or regulations.

II. REMUNERATION AND NOMINATION COMMITTEE GUIDELINES

A. Membership Composition

1. The Remuneration and Nomination Committee established by the Board of Commissioners, and the members are appointed and dismissed by the Board of Commissioners meeting

kurangnya terdiri dari 3 (tiga) orang anggota, dengan ketentuan sebagai berikut :

- a. 1 (satu) orang Ketua merangkap Anggota yang merupakan Komisaris Independen.
- b. Anggota lainnya yang dapat berasal dari:
 - 1). Anggota Dewan Komisaris.
 - 2). Anggota Independen atau berasal dari luar Bank BNP.
 - 3). Pejabat Eksekutif yang membidangi Sumber Daya Manusia (SDM).
3. Anggota Komite Remunerasi dan Nominasi yang berasal dari luar Bank BNP wajib untuk memenuhi persyaratan sebagai berikut :
 - a. Tidak memiliki hubungan afiliasi dengan Bank BNP, Anggota Direksi, Anggota Dewan Komisaris, atau Pemegang Saham Utama Bank BNP.
 - b. Memiliki pengalaman terkait dengan bidang Remunerasi dan/atau Nominasi.
 - c. Tidak merangkap jabatan sebagai anggota Komite lainnya yang dimiliki oleh Bank BNP
4. Anggota Direksi dilarang menjadi anggota Komite Remunerasi dan Nominasi.
5. Dalam hal anggota Komite Remunerasi dan Nominasi ditetapkan lebih dari 3 (tiga) orang maka anggota Komisaris Independen paling kurang berjumlah 2 (dua) orang.
6. Ketua atau Anggota Komite hanya dapat merangkap jabatan sebagai Ketua atau anggota Komite hanya pada 1 (satu) Komite lainnya.

B. Pengangkatan Keanggotaan

1. Ketua dan Anggota Komite Remunerasi dan Nominasi :
 - a. Direkomendasikan oleh Komite Remunerasi dan Nominasi kepada Dewan Komisaris.
 - b. Diangkat dan diberhentikan berdasarkan Keputusan Rapat Dewan Komisaris dan ditetapkan oleh Direksi.
2. Ketua Komite Remunerasi dan Nominasi berhak mengusulkan penggantian Anggota Komite Remunerasi dan Nominasi apabila masa tugas anggota Komite Remunerasi dan Nominasi berakhir atau apabila yang bersangkutan mengundurkan diri atau diberhentikan.
3. Anggota Komite Remunerasi dan Nominasi tidak dapat lagi melaksanakan fungsinya apabila Anggota Komite Remunerasi dan Nominasi diberhentikan berdasarkan Keputusan Rapat Dewan Komisaris dengan alasan antara lain :
 - a. Meninggal dunia.
 - b. Mengundurkan diri.
 - c. Berhalangan tetap sehingga tidak dapat melaksanakan tugas atau diperkirakan secara medis tidak dapat melaksanakan tugas lebih dari 6 (enam) bulan berturut-turut.

C. Persyaratan Keanggotaan

1. Persyaratan Independensi
 - a. Ketua Komite Remunerasi dan Nominasi adalah seorang Komisaris Independen.
 - b. Anggota Komite Remunerasi dan Nominasi bukan merupakan staff dari Kantor Akuntan Publik (KAP) yang menjadi Auditor Eksternal Bank, Kantor Konsultan Hukum, atau pihak-pihak

decision.

2. The members of the Remuneration and Nomination Committee at least consist of 3 (three) members, with the following conditions:
 - a. 1 (one) Chairman and member who is an Independent Commissioner.
 - b. Other members can come from:
 - 1). Member of the Board of Commissioners.
 - 2). Independent members come from outside the Bank or BNP.
 - 3). Executive Officer in charge of Human Resources (HR).
 3. The Remuneration and Nomination Committee members who come from outside Bank BNP is obliged to fulfill the following requirements:
 - a. Does not have any affiliation with Bank BNP, Member of the Board of Directors, Member of the Board of Commissioners, or majority shareholder of Bank BNP.
 - b. Have experience related to remuneration and/ or Nomination.
 - c. Not holding concurrent positions as members of another committee which is owned by Bank BNP
4. Members of the Board of Directors are prohibited from becoming members of the Remuneration and Nomination Committee.
5. In the case of members of the Remuneration and Nomination Committee be set more than 3 (three) persons, members of the Independent Commissioner at least has 2 (two) members.
6. Chairman or member of the Committee may only hold only 1 (one) positions as chairman or member of other Committee.

B. Membership Appointment

1. Chairman and Member of the Remuneration and Nomination Committee:
 - a). Recommended by the Remuneration and Nomination Committee to the Board of Commissioners.
 - b). Appointed and dismissed by the BOC meeting decision and stipulated by the Board of Directors.
2. The Chairman of the Remuneration and Nomination Committee is entitled to propose the replacement of the Remuneration and Nomination Committee members when the term of office for the Remuneration and Nomination Committee members expire or if the person resign or be dismissed.
3. The members of the Remuneration and Nomination Committee can no longer perform its function when the Remuneration and Nomination Committee members dismissed by Resolutions of the Board of Commissioners on the grounds, such as:
 - a. Passed away
 - b. Resign.
 - c. Absent so can not be expected to carry out a task or medically unable to carry out the task more than 6 (six) consecutive months.

C. Membership Requirement

1. Independency Requirement
 - a. Chairman of the Remuneration and Nomination Committee is an Independent Commissioner.
 - b. Members of Remuneration and Nomination Committee is not the staff of the Public Accounting Office (KAP), which became the Bank External Auditor, the Office of Legal Counsel, or

<p>yang memberikan jasa konsultasi kepada Bank dalam kurun waktu 6 (enam) bulan terakhir sebelum diangkat menjadi Anggota Komite Remunerasi dan Nominasi oleh Dewan Komisaris.</p> <p>c. Anggota Komite Remunerasi dan Nominasi bukan merupakan orang yang memiliki wewenang dan tanggung jawab untuk merencanakan, memimpin, atau mengendalikan kegiatan Bank dalam kurun waktu 6 (enam) bulan terakhir sebelum diangkat menjadi Anggota Komite Remunerasi dan Nominasi oleh Dewan Komisaris.</p> <p>d. Anggota Direksi tidak diperkenankan menjadi Anggota Komite Remunerasi dan Nominasi.</p> <p>e. Anggota Komite Remunerasi dan Nominasi tidak diperkenankan memiliki hubungan keluarga karena perkawinan dan keturunan sampai derajat kedua, baik secara horizontal maupun vertikal dengan Dewan Komisaris, Direksi, dan/atau Pemegang Saham Bank.</p> <p>f. Anggota Komite Remunerasi dan Nominasi tidak memiliki hubungan bisnis langsung maupun tidak langsung dengan kegiatan usaha Bank BNP.</p> <p>2. Persyaratan Kompetensi</p> <p>a. Memiliki integritas, ahlak dan moral yang baik, didukung dengan dedikasi yang tinggi.</p> <p>b. Memiliki pemahaman tentang Sistem Pengendalian Risiko (Risk Control System) dan Sistem Pengendalian Internal (Internal Control System).</p> <p>c. Memiliki kemampuan berkomunikasi yang baik.</p> <p>d. Memiliki pengetahuan, dan pengalaman yang memadai terkait tugas dan tanggung jawabnya, sesuai dengan latar belakang pendidikannya.</p> <p>e. Anggota Komite Remunerasi dan Nominasi yang berasal dari Pejabat Eksekutif atau Perwakilan Karyawan harus memiliki pengetahuan dan memahami ketentuan tentang Sistem Nominasi dan/atau Remunerasi serta Succession Planning.</p> <p>f. Apabila Bank BNP membentuk Komite Remunerasi dan Nominasi secara terpisah, maka:</p> <p>1). Pejabat Eksekutif atau perwakilan Karyawan yang menjadi Anggota Komite Remunerasi harus memiliki pengetahuan mengenai Sistem Remunerasi Bank.</p> <p>2). Pejabat Eksekutif yang menjadi Anggota Komite Nominasi harus memiliki pengetahuan tentang Sistem Nominasi dan Succession Planning.</p> <p>3). Memiliki pengetahuan yang memadai mengenai Peraturan Perundang-undangan dan Ketentuan lainnya yang terkait dengan Perbankan.</p> <p>3. Masa Tugas dan/atau Penggantian Anggota Komite Remunerasi dan Nominasi</p> <p>a. Anggota Komite Remunerasi dan Nominasi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali.</p> <p>b. Masa tugas Komite Remunerasi dan Nominasi tidak melebihi masa jabatan Dewan Komisaris.</p> <p>c. Apabila Komisaris Independen yang menjadi Ketua Komite Remunerasi dan Nominasi berhenti sebelum masa tugasnya sebagai Komisaris berakhir maka Ketua Komite Remunerasi dan Nominasi diganti oleh Komisaris lain.</p> <p>d. Penggantian anggota Komite Remunerasi dan Nominasi yang</p>	<p>parties that provide consulting services to the Bank within a period of 6 (six) months prior to the appointed as members of the Remuneration Committee and Nominated by the BOC.</p> <p>c. Member of the Remuneration and Nomination Committee is not the person who has the authority and responsibility for planning, directing, or controlling activities of the Bank within a period of 6 (six) months prior to the appointed members of the Remuneration and Nomination Committee by the Board of Commissioners.</p> <p>d. Member of the Board of Directors are not allowed to be members of the Remuneration and Nomination Committee.</p> <p>e. Remuneration and Nomination Committee members are not allowed to have a family relationship by marriage and descent to the second degree, both horizontally and vertically with the Board of Commissioners, Directors and/ or shareholders of the Bank.</p> <p>f. Remuneration and Nomination Committee members have no business relationship, directly or indirectly to the business activities of Bank BNP.</p> <p>2. Competencies Requirement</p> <p>a. Have integrity, character and good morals, supported with high dedication.</p> <p>b. Having an understanding of Risk Control System (and Internal Control System).</p> <p>c. Have a good communication skills.</p> <p>d. Having knowledge and adequate experience related to the duties and responsibilities, in accordance with the educational background.</p> <p>e. Remuneration and Nomination Committee members who came from the Executive Officer or Employee representatives should be knowledgeable and understand the provisions of the System of Nomination and/ or Remuneration and Succession Planning.</p> <p>f. If Bank BNP formed a Remuneration and Nomination Committee separately, then:</p> <p>1) Executive Officer or Employee representative of the Remuneration Committee members must have knowledge regarding the remuneration system of the Bank.</p> <p>2) Executive Officers that are Members of the Nomination Committee shall have knowledge of the Nomination and Succession Planning System.</p> <p>g. Have sufficient knowledge of the legislation and other provisions related to Banking.</p> <p>3. Work Period and/ or replacement of the Nomination and Remuneration Committee Member</p> <p>a. The Nomination and Remuneration Committee members shall be appointed for a specific period of time and may be reappointed.</p> <p>b. The future tasks of the Nomination and Remuneration does not exceed the term of office of the Board of Commissioners.</p> <p>c. If the Independent Commissioner, Chairman of the Nomination and Remuneration resign before his tenure as Commissioner, then the Chairman of the Nomination and Remuneration Committee is replaced by another Commissioner.</p> <p>d. Replacement of members of the Nomination and Remuneration Committee are not derived from the Board of Commissioners</p>
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bukan berasal dari Dewan Komisaris dilakukan selambatnya 60 (enam puluh) hari sejak anggota Komite Remunerasi dan Nominasi dimaksud tidak dapat lagi menjalankan fungsinya.

D. Tata Cara dan Prosedur Kerja

1. Tugas dan Tanggung Jawab
 - a. Mendorong secara berkelanjutan diterapkannya prinsip-prinsip Good Corporate Governance (GCG) dalam pengelolaan Bank yang meliputi transparansi, akuntabilitas pertanggung jawaban, Independensi dan kewajaran
 - b. Melakukan evaluasi terhadap Kebijakan Remunerasi bagi Dewan Komisaris, Direksi, Pejabat Eksekutif dan Karyawan.
 - c. Dalam menentukan Kebijakan Remunerasi, Komite Remunerasi dan Nominasi wajib mempertimbangkan tentang hal-hal sebagai berikut :
 - 1). Kondisi kinerja keuangan Bank dan kewajiban pemenuhan cadangan sebagaimana diatur dalam Ketentuan atau Peraturan Perundang-Undangan yang berlaku.
 - 2). Prestasi kerja individual.
 - 3). Kewajaran dengan peer group.
 - 4). Sasaran dan strategi jangka panjang Bank.
 - d. Menyusun Kebijakan dan Prosedur Pemilihan dan/atau Penggantian Anggota Dewan Komisaris dan/atau Direksi untuk disampaikan kepada RUPS.
 - e. Memberikan rekomendasi tentang Calon Anggota Dewan Komisaris dan/atau Direksi untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS) melalui Dewan Komisaris.
 - f. Memberikan rekomendasi tentang Calon Pihak Independen yang dapat menjadi Anggota Komite Remunerasi dan Nominasi kepada Dewan Komisaris.
2. Prosedur Kerja
 - a. Terkait Fungsi Remunerasi:
 - 1). Membantu Dewan Komisaris melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima oleh masing-masing Anggota Direksi dan/atau Anggota Dewan Komisaris.
 - 2). Memberikan rekomendasi kepada Dewan Komisaris dan melaksanakan penyusunan tentang :
 - a). Struktur Remunerasi bagi Anggota Dewan Komisaris dan/atau Anggota Direksi.
 - b). Kebijakan Remunerasi bagi Anggota Direksi dan/atau Anggota Dewan Komisaris.
 - c). Besaran Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
 - 3). Struktur Remunerasi diantaranya berupa :
 - a). Gaji.
 - b). Honorarium.
 - c). Insentif.
 - d). Tunjangan yang bersifat tetap dan/atau variabel.
 - 4). Penyusunan Struktur, Kebijakan, dan Besaran Remunerasi harus memperhatikan hal-hal sebagai berikut :
 - a). Remunerasi yang berlaku umum pada industri sesuai dengan kegiatan usaha dan skala usaha Bank BNP.
 - b). Tugas, tanggung jawab, dan wewenang Anggota Direksi dan/atau Anggota Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Bank BNP.
 - c). Target kinerja atau kinerja masing-masing anggota Direksi

made no later than 60 (sixty) days since the members of the Nomination and Remuneration Committee is no longer able to perform its functions.

D. Working Procedure

1. Duties and Responsibilities
 - a. Encouraging continuously the implementation of the principles of Good Corporate Governance (GCG) in the management of the Bank which includes Transparency, accountability, liability, independency and fairness.
 - b. To evaluate the Remuneration Policy for the Board of Commissioners, Directors, Executive Officers and Employees.
 - c. In determining the remuneration policy, the Remuneration and Nomination Committee shall consider on matters as follows:
 - 1). Bank's financial performance conditions and obligations as set forth in the Regulation or Laws applied.
 - 2). Individual job performance.
 - 3). The fairness of the peer group.
 - 4). Bank Long-term goals and strategies.
 - d. Develop Policies and Procedures of the election and/or replacement of Commissioners and/or Board of Directors to be submitted to the General Meeting Shareholders (RUPS).
 - e. Provide recommendations on the Candidate Member of the Board of Commissioners and/ or Board of Directors to be submitted to the General Meeting of Shareholders (RUPS) by BOC.
 - f. Provide recommendations on the Independent Party candidate who can become a Member of the Remuneration and Nomination Committee to the Board of Commissioners.
2. Working Procedure
 - a. Remuneration Function:
 - 1). Assist the Board of Commissioners to assess the working performance accordance to remuneration received by each Member of the Board of Directors and/or members of the Board of Commissioners.
 - 2). Provide recommendation to the Board of Commissioners and implement the preparation of:
 - a. Remuneration Structure for Members of the Board of Commissioners and/or members of the Board of Directors.
 - b. Remuneration Policy for the Board of Directors members and/or the Board of Commissioners members ; and
 - c. The amount of remuneration for the Board of Directors members and/or the Board of Commissioners members.
 - 3). Remuneration Structure on
 - a. Salary.
 - b. Honorarium.
 - c. Incentives.
 - d. Allowances which are fixed and/or variable.
 - 4). Preparation of Structure, Policy, and Remuneration amount should consider the following matters:
 - a. Remuneration applied to the industry in accordance with Bank BNP business activities and scale of business.
 - b. Duties, responsibilities, and authority of the Board of Directors members and/or the Board of Commissioners members, associated with the achievement of objectives and the performance of Bank BNP.

<p>dan/atau anggota Dewan Komisaris.</p> <p>d). Keseimbangan tunjangan antara Tunjangan yang Bersifat Tetap dan Tunjangan yang Bersifat Variabel.</p> <p>e). Struktur, Kebijakan, dan besaran Remunerasi harus dievaluasi oleh Komite Remunerasi dan Nominasi sekurangnya 1 (satu) kali dalam 1 (satu) tahun.</p> <p>b. Terkait Fungsi Nominasi</p> <p>1). Memberikan rekomendasi kepada Dewan Komisaris dan melaksanakan penyusunan tentang :</p> <p>a). Kebijakan Komposisi dan Proses Nominasi Anggota Direksi dan/atau Anggota Dewan Komisaris.</p> <p>b). Kebijakan dan Kriteria yang dibutuhkan dalam Proses Nominasi calon Anggota Direksi dan/atau Anggota Dewan Komisaris.</p> <p>c). Kebijakan evaluasi kinerja bagi Anggota Direksi dan/atau Anggota Dewan Komisaris.</p> <p>2). Membantu Dewan Komisaris dalam pelaksanaan Evaluasi Kinerja Anggota Direksi dan/atau Anggota Dewan Komisaris berdasarkan kriteria penilaian yang telah disusun sebagai bahan evaluasi.</p> <p>3). Program Pengembangan Kemampuan Anggota Direksi dan/atau Anggota Dewan Komisaris.</p> <p>4). Menelaah dan mengusulkan calon yang memenuhi syarat sebagai Anggota Direksi dan/atau Anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada Rapat Umum Pemegang Saham (RUPS).</p> <p>c. Kewenangan</p> <p>Dalam rangka pelaksanaan tugasnya, Anggota Komite Remunerasi dan Nominasi sesuai dengan prosedur yang berlaku memiliki wewenang untuk membuat Sistem Remunerasi dan Nominasi Perusahaan.</p> <p>d. Tugas Khusus dari Dewan Komisaris</p> <p>1). Pemberian tugas khusus kepada Komite Remunerasi dan Nominasi oleh Komisaris dapat dilakukan sepanjang tidak bertentangan dengan Ketentuan atau Peraturan Perundang-Undangan yang berlaku dan dilaksanakan melalui perintah tertulis yang memuat nama Anggota Komite yang diberi tugas, sifat penugasan, lingkup pekerjaan, tujuan dan sasaran pekerjaan, dan jangka waktu penugasan.</p> <p>2). Komite Remunerasi dan Nominasi akan menyerahkan Laporan Hasil Pekerjaan kepada Dewan Komisaris untuk setiap tugas khusus yang diberikan.</p> <p>3). Dalam melaksanakan tugas khusus Komite Remunerasi dan Nominasi dapat melakukan review terhadap semua catatan, dokumen, dan informasi lainnya yang diperlukan termasuk Notulen Rapat Direksi dan Rapat Komisaris, bekerjasama dengan Human Capital & Corporate Services Division atau meminta bantuan tenaga ahli atau konsultan.</p> <p>3. Penyelenggaraan Rapat</p> <p>a. Komite Remunerasi dan Nominasi mengatur tentang tata cara penyelenggaraan Rapat yang mencakup :</p> <p>1). Waktu dan tempat rapat.</p> <p>2). Pemberitahuan / undangan rapat.</p> <p>3). Pelaksanaan Pemungutan Suara (voting) dalam rapat.</p> <p>4). Pembuatan Risalah Rapat.</p> <p>5). Penyimpanan dan kustodi Risalah Rapat.</p>	<p>c. Performance target or performance of each member of the Board of Directors and/or members of the Board of Commissioners.</p> <p>d. Fair allowance between Fixed allowance and Variable allowance.</p> <p>e. Structure, Policy, and the amount of remuneration should be evaluated by the Nomination and Remuneration Committee at least 1 (one) time in 1 (one) year.</p> <p>b. Nomination Function</p> <p>1. Provide Recommendations to the Board of Commissioners and implement the preparation of:</p> <p>a) Composition and Nomination Process Policy Board of Directors and / or members of the Board of Commissioners.</p> <p>b) Policies and criteria required in the process of nomination of candidates Board of Directors and / or members of the Board of Commissioners.</p> <p>c) Members performance evaluation policy for the Board of Directors and / or members of the Board of Commissioners.</p> <p>2. Assist the Board in the implementation of the Performance Evaluation of the Board of Directors members and/ or members of the Board of Commissioners based on the criteria that have been developed as an evaluation.</p> <p>3. Members Capability Development Programme Directors and / or members of the Board of Commissioners.</p> <p>4. Reviewing and proposed candidates who qualified as a Member of the Board of Directors and/ or members of the Board of Commissioners to the Board of Commissioners to be submitted to the General Meeting of Shareholders (RUPS).</p> <p>c. Authority</p> <p>In order to execute its duties, Member of Nomination and Remuneration Committee in accordance with the applicable procedures have the authority to make the Company's Nomination and Remuneration System.</p> <p>d. Special Assignment from BOC</p> <p>1). Giving special assignment to the Nomination and Remuneration Committee by the Commissioner can be done as long as not contrary to the provision or regulation applied and conducted through a written order including the name of the Committee Member that are assign, the nature of the assignment, the scope of work, goal and objective of the work, and the time period of the assignment.</p> <p>2). Nomination and Remuneration Committee will submit a report to the Board of Commissioner for each specific task given.</p> <p>3). In carrying out specific duties, the Nomination and Remuneration Committee may conduct a review of all records, document, and other information required including Minutes of Meeting of the Board of Directors and the Board of Commissioners, in collaboration with the Human Capital & Corporate Services Division or request the assistance of expert or consultant.</p> <p>3. Meeting</p> <p>a. The Nomination and Remuneration Committee regulates the procedure for the meeting, which include:</p> <p>1). The time and place of the meeting.</p> <p>2). Meeting notification/ invitation.</p> <p>3). Voting procedure in the meeting.</p>
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<p>b. Rapat Komite Remunerasi dan Nominasi diselenggarakan secara berkala sekurangnya 4 (empat) kali dalam 1 (satu) tahun atau sewaktu-waktu di luar jadwal yang telah ditetapkan apabila diperlukan.</p> <p>c. Rapat Komite Remunerasi dan Nominasi hanya dapat diselenggarakan apabila :</p> <ol style="list-style-type: none"> 1). Dihadiri oleh mayoritas atau 51% (lima puluh satu perseratus) dari jumlah Anggota Komite Remunerasi dan Nominasi. 2). Termasuk dalam mayoritas jumlah Anggota Komite Remunerasi dan Nominasi sebagaimana dimaksud pada angka 1) tersebut di atas adalah merupakan Ketua Komite Remunerasi dan Nominasi yang merupakan seorang Komisaris Independen dan Pejabat Eksekutif yang membidangi SDM. <p>d. Apabila diperlukan Komite Remunerasi dan Nominasi dapat mengundang pihak Manajemen yang terkait dengan materi rapat untuk hadir dalam Rapat Komite Remunerasi dan Nominasi.</p> <p>4. Keputusan Rapat</p> <ol style="list-style-type: none"> a. Keputusan Rapat Komite Remunerasi dan Nominasi dilakukan berdasarkan musyawarah dan mufakat. b. Dalam hal keputusan berdasarkan musyawarah dan mufakat sebagaimana dimaksud pada huruf a tersebut di atas tidak tercapai, maka pengambilan keputusan dilakukan berdasarkan pemungutan suara terbanyak (voting). Yang dimaksud dengan suara terbanyak adalah apabila disetujui lebih dari ½ (satu perdua) dari seluruh jumlah Anggota Dewan Komisaris yang hadir. c. Apabila dalam pengambilan keputusan yang dilakukan dengan cara pemungutan suara terjadi suara yang sama banyaknya, maka suara yang diambil adalah suara dimana terdapat suara dari Ketua Komite Remunerasi dan Nominasi. d. Dalam hal poses pengambilan keputusan terdapat perbedaan pendapat, maka perbedaan pendapat tersebut wajib untuk dimuat dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut. <p>5. Risalah Rapat dan Dokumentasi</p> <ol style="list-style-type: none"> a. Hasil rapat Komite Remunerasi dan Nominasi wajib untuk dituangkan dalam Risalah Rapat dan didokumentasikan sesuai dengan ketentuan yang berlaku. b. Risalah Rapat Komite Remunerasi dan Nominasi wajib disampaikan secara tertulis kepada Dewan Komisaris. <p>6. Sistem Pelaporan Kegiatan</p> <ol style="list-style-type: none"> a. Komite Remunerasi dan Nominasi harus melaporkan pelaksanaan tugas, tanggung jawab serta prosedur Remunerasi dan Nominasi yang dilaksanakan. b. Komite Remunerasi dan Nominasi bertanggungjawab kepada Dewan Komisaris yang disampaikan dalam bentuk Laporan Tahunan yang mencakup : <ol style="list-style-type: none"> 1). Pelaksanaan tugas rutin. 2). Pelaksanaan tugas khusus. c. Laporan Komite Remunerasi dan Nominasi merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris yang disampaikan dalam Rapat Umum Pemegang Saham (RUPS). d. Laporan Pelaksanaan Tugas Komite Remunerasi dan Nominasi diungkapkan melalui : 	<ol style="list-style-type: none"> 4). Making the minutes of meeting. 5). Custodial and storage minutes of meetings. <p>b. Nomination and Remuneration Committee Meetings held regularly at least 4 (four) times in 1 (one) year or at any time outside of the arranged schedule if necessary.</p> <p>c. Nomination and Remuneration Committee meeting may be held only if:</p> <ol style="list-style-type: none"> 1). Attended by a majority or 51% (fifty-one percent) of the Member of the Nomination and Remuneration Committee. 2). One of the majority of the Member of the Nomination and Remuneration Committee as referred to in paragraph one is the Chairman of the Nomination and Remuneration Committee that also independent commissioner and Executive Officer of Human Resources. <p>d. If necessary, the Nomination and Remuneration Committee may invite the Management to attend the committee meeting, relate to the meeting agenda.</p> <p>4. Meeting Decision</p> <ol style="list-style-type: none"> a. The Nomination and Remuneration Committee meeting is done by consensus. b. In the case of a decision based on consensus referred to in paragraph a above is not reached, then the decision made by majority vote (voting). Majority vote is the condition if approved by more than ½ (one half) of all the Member of the Board of Commissioners. c. If the voting decision is reach equality of votes, then the vote taken is where the Chairman of the Nomination and Remuneration Committee vote. d. In terms of decision-making poses have differences of opinion, the dissent is required to be published in the minutes of the meeting with the reasons for the dissent. <p>5. Documentation and Minutes of Meeting</p> <ol style="list-style-type: none"> a. The results of the Nomination and Remuneration Committee meeting are required to include in the minutes of meeting and documented in accordance with applied regulation. b. Minutes of the Nomination and Remuneration Committee meeting shall be submitted in writing to the Board of Commissioners. <p>6. Activity Reporting System</p> <ol style="list-style-type: none"> a. The Nomination and Remuneration Committee shall report the implementation of the tasks, responsibilities and procedures that conducted by the Nomination and Remuneration Committee. b. The Nomination and Remuneration Committee is responsible to the Board of Commissioners. Presented in the form of the Annual Report include: <ol style="list-style-type: none"> 1) Implementation of routine tasks 2) Implementation of specific tasks. c. Report of the Nomination and Remuneration Committee is part of the report of the Board of Commissioners that submitted to the General Meeting of Shareholders (RUPS). d. The Nomination and Remuneration Committee report include in: <ol style="list-style-type: none"> 1) Annual report 2) Bank BNP website e. The report should be published in the Annual Report of Bank BNP which include the following:
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<p>1). Laporan Tahunan Bank BNP. 2). Website Bank BNP. e. Laporan harus dimuat dalam Laporan Tahunan Bank BNP yang mencakup hal-hal sebagai berikut :</p> <ol style="list-style-type: none"> 1). Kebijakan Nominasi dan Remunerasi. 2). Pelaksanaan tugas-tugas Komite. 3). Saran-saran untuk perbaikan sistem Remunerasi dan Nominasi. <p>III. LARANGAN DAN SANKSI</p> <p>A. Larangan</p> <ol style="list-style-type: none"> 1. Setiap Anggota Komite Remunerasi dan Nominasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Bank selain penghasilan yang sah. 2. Anggota Dewan Komisaris yang menjadi Ketua atau Anggota Komite Remunerasi dan Nominasi tidak diberikan penghasilan tambahan selain penghasilan sebagai Anggota. <p>B. Sanksi</p> <ol style="list-style-type: none"> 1. Selain Ketentuan Pidana di bidang Pasar Modal, Otoritas Jasa Keuangan (OJK) berwenang mengenakan sanksi administratif terhadap setiap pihak yang melakukan pelanggaran ketentuan Peraturan Otoritas Jasa Keuangan (OJK) termasuk pihak-pihak yang menyebabkan terjadinya pelanggaran tersebut berupa : <ol style="list-style-type: none"> a. Peringatan Tertulis. b. Denda atau kewajiban untuk membayar sejumlah uang tertentu. c. Pembatasan kegiatan usaha. d. Pembekuan kegiatan usaha. e. Pencabutan ijin usaha. f. Pembatalan persetujuan. g. Pembatalan pendaftaran. 2. Sanksi administratif sebagaimana tersebut pada angka 1 huruf b - g dapat dikenakan dengan atau tanpa didahului pengenaan sanksi administratif berupa peringatan tertulis. 3. Sanksi administratif berupa denda dapat dikenakan secara tersendiri atau secara bersama-sama dengan pengenaan sanksi administratif lainnya. 4. Selain sanksi administratif sebagaimana disebut pada angka 1 (satu) di atas Otoritas Jasa Keuangan (OJK) dapat melakukan tindakan tertentu terhadap setiap pihak yang melakukan pelanggaran Peraturan Otoritas Jasa Keuangan (OJK), yang berupa : <ol style="list-style-type: none"> a. Penundaan pemberian pernyataan efektif, misalnya pernyataan efektif untuk penggabungan usaha, peleburan usaha, dan b. Penundaan pemberian pernyataan Otoritas Jasa Keuangan (OJK) bahwa tidak ada tanggapan lebih lanjut atas dokumen yang disampaikan kepada Otoritas Jasa Keuangan (OJK) dalam rangka penambahan modal dengan Hak Memesan Efek Terlebih Dahulu Perusahaan Terbuka. 5. Otoritas Jasa Keuangan (OJK) dapat mengumumkan pengenaan sanksi seperti tersebut pada angka 1 (satu) dan tindakan tertentu seperti tersebut pada angka 4 (empat) di atas kepada masyarakat. 	<ol style="list-style-type: none"> 1) Nomination and Remuneration Policies 2) Implementation of the duties of the Committee 3) Suggestion for improvement of the Nomination and Remuneration system <p>III. PROHIBITION AND SANCTIONS</p> <p>A. Prohibition</p> <ol style="list-style-type: none"> 1. Every Member of the Nomination and Remuneration Committee are prohibited from taking personal advantage, either directly or indirectly from the activities of the Bank other than a legitimate income 2. The member of the Board of Commissioners that the Chairman or Member of the Nomination and Remuneration Committee is not given additional income other than income as a member. <p>B. Sanction</p> <ol style="list-style-type: none"> 1. In addition to criminal provision in capital market, the Financial Services Authority (OJK) authorized to impose administrative sanctions against any person who violates the provisions of Regulation of the Financial Services Authority (OJK), including those that lead to violation of the form: <ol style="list-style-type: none"> a). Warning Letter. b). Fines or obligation to pay certain amount of money. c). Restrictions on business activities. d). Suspension of business activity. e). Revocation of business licenses. f). Cancellation of approval. g). Cancellation of registration. 2. The administrative sanction as mentioned in item 1 letter b until g can be penalized with or without prior imposition of administrative sanctions in the form of a warning letter. 3. The administrative sanction such as fines can be imposed independently or jointly with other administrative sanction. 4. In addition to the administrative sanction referred to in point 1 (a) above, the Financial Services Authority (OJK) can perform a specific action against any person who violates the Regulation of Financial Services Authority (OJK), in the form of: <ol style="list-style-type: none"> a). Withholding an effective statement, for example, the effective statement for business integration, consolidation, and b). Withholding Financial Services Authority (OJK) statement that has no further response on the documents submitted to the Financial Services Authority (OJK) in the framework of the capital increase with Rights issue of public company. 5. Financial Services Authority (OJK) may announce the imposition of sanctions as mentioned in item 1 (one) and the specific action in item 4 (four) above to the public.
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