

DEWAN KOMISARIS

Dewan Komisaris memiliki tugas dan tanggung jawab untuk melakukan pengawasan sesuai dengan Anggaran Dasar serta memastikan Bank menjalankan usahanya sesuai dengan tujuan yang ditetapkan. Dewan Komisaris wajib melaksanakan pengawasan dan memberikan saran terkait pelaksanaan tugas dan tanggung jawab Direksi serta fungsi lain yang ditetapkan Anggaran Dasar maupun peraturan perundang-undangan.

Dalam memenuhi tugas dan tanggung jawabnya, Dewan Komisaris wajib bertindak secara independen serta memastikan bahwa Bank telah melaksanakan prinsip-prinsip Tata Kelola Perusahaan yang Baik (*Good Corporate Governance/GCG*) di setiap jenjang organisasi sesuai UU No. 40 Tahun 2007 tentang Perseroan Terbatas serta Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum.

Mekanisme pengawasan yang dilakukan, antara lain, melalui pembahasan kinerja dan permasalahan secara berkala dengan Direksi dan/atau pejabat perusahaan, melakukan kunjungan kerja ke unit-unit kerja untuk memperoleh dan mengetahui secara langsung kinerja dan aktivitas usaha, pengawasan dalam hal penyempurnaan infrastruktur GCG dan manajemen risiko, kendala dan permasalahan yang dihadapi oleh unit-unit kerja di lingkungan Badan Usaha. Dalam melaksanakan tugas, Dewan Komisaris bertanggung jawab kepada RUPS. Pertanggungjawaban Dewan Komisaris kepada RUPS merupakan perwujudan akuntabilitas pengawasan atas pengelolaan Badan Usaha dalam rangka pelaksanaan prinsip-prinsip GCG.

JUMLAH, KOMPOSISI DAN SUSUNAN DEWAN KOMISARIS

Pada 2019, telah terjadi perubahan susunan Dewan Komisaris Perseroan. Berdasarkan hasil keputusan RUPS Luar Biasa tanggal 19 Juni 2019, dengan pertimbangan guna memperluas fungsi pengawasan Dewan Komisaris dengan kondisi semakin meningkatnya kompleksitas, volume dan pertumbuhan usaha. Rapat menyetujui untuk menambah jumlah Anggota Dewan Komisaris dari 4 (empat) orang menjadi 6 (enam) orang dengan komposisi sebagai berikut:

Periode 1 Januari 2019 - 19 Juni 2019

| Nama | Jabatan | Tanggal Pengangkatan RUPS | Lulus Fit and Proper Test | Periode Jabatan |
|----------------|----------------------|---------------------------|---------------------------|-----------------|
| Akhmad Sukardi | Komisaris Utama | RUPS 20 Februari 2018 | 9 Februari 2018 | 2018 - 2021 |
| Rudi Purwono | Komisaris Independen | RUPS 24 Juni 2016 | 16 September 2018 | 2018 - 2021 |

BOARD OF COMMISSIONERS

The Board of Commissioners has the duty and responsibility to conduct supervision in accordance with the Articles of Association and ensure the Bank conducts its business in accordance with the stated objectives. The Board of Commissioners must carry out supervision and provide advice regarding the implementation of the duties and responsibilities of the Board of Directors as well as other functions stipulated in the Articles of Association as well as the laws and regulations.

In fulfilling their duties and responsibilities, the Board of Commissioners must act independently and ensure that the Bank has implemented the principles of Good Corporate Governance (GCG) at every level of the organization according to Law No. 40 of 2007 concerning Limited Liability Companies and Financial Services Authority Regulation No. 55/POJK.03/2016 concerning the Implementation of Governance for Commercial Banks.

Supervision mechanism carried out, among others, through the discussion of performance and issues on a regular basis with the Directors and/or executive officials, conduct work visits to work units to obtain and know directly the performance and business activities, supervision in terms of improving GCG infrastructure and management risks, constraints and problems faced by work units within the Business Entity. In carrying out their duties, the Board of Commissioners is responsible to the GMS. The responsibility of the Board of Commissioners to the GMS is a manifestation of the accountability of supervision over the management of the Business Entity in the context of implementing GCG principles.

TOTAL MEMBERS AND COMPOSITION OF BOARD OF COMMISSIONERS

In 2019, there was a change in the composition of the Bank's Board of Commissioners. Based on the resolution of the Extraordinary General Meeting of Shareholders on June 19, 2019, with consideration to expand the supervisory function of the Board of Commissioners under conditions of increasing complexity, volume and business growth. The meeting agreed to increase the number of members of the Board of Commissioners from 4 (four) people to 6 (six) people with the following composition:

Period of January 1st, 2019 to June 19th, 2019

| Name | Position | Date of GMS Appointment | Date of Passing the Fit-and-Proper Test | Periode Jabatan |
|----------------|--------------------------|--------------------------|-----------------------------------------|-----------------|
| Akhmad Sukardi | President Commissioner | GMS on February 20, 2018 | February 9, 2018 | 2018 - 2021 |
| Rudi Purwono | Independent Commissioner | GMS on June 24, 2016 | September 16, 2018 | 2018 - 2021 |

| Nama | Jabatan | Tanggal Pengangkatan RUPS | Lulus Fit and Proper Test | Periode Jabatan | Name | Position | Date of GMS Appointment | Date of Passing the Fit-and-Proper Test | Periode Jabatan |
|---------------------|----------------------|---------------------------|---------------------------|-----------------|---------------------|--------------------------|--------------------------|-----------------------------------------|-----------------|
| Candra Fajri Ananda | Komisaris Independen | RUPS 20 Februari 2018 | 21 September 2018 | 2018 - 2022 | Candra Fajri Ananda | Independent Commissioner | GMS on February 20, 2018 | September 21, 2018 | 2018 - 2022 |
| Budi Setiawan | Komisaris | RUPS 20 Februari 2018 | 9 Agustus 2018 | 2018 - 2022 | Budi Setiawan | Commissioner | GMS on February 20, 2018 | August 9, 2018 | 2018 - 2022 |
| Heru Tjahjono | Komisaris | RUPSLB 19 Juni 2019 | 14 Oktober 2019 | 2019-2023 | Heru Tjahjono | Komisaris | GMS 19 Juni 2019 | 14 Oktober 2019 | 2019-2023 |
| Muhammad Mas'ud | Komisaris Independen | RUPSLB 19 Juni 2019 | 14 Oktober 2019 | 2019-2023 | Muhammad Mas'ud | Komisaris Independen | GMS 19 Juni 2019 | 14 Oktober 2019 | 2019-2023 |

Keterangan *)

dinyatakan efektif tanggal 14 Oktober 2019 setelah mendapat persetujuan oleh Otoritas Jasa Keuangan (OJK) atas Penilaian Uji Kemampuan dan Kepatutan (*Fit and Proper Test*).

Note *)

declared effective on October 14, 2019 after obtaining approval from the Financial Services Authority (OJK) for the result of *Fit-and-Proper Test*

KRITERIA DEWAN KOMISARIS

Pengangkatan Dewan Komisaris tersebut telah melalui proses rekomendasi dari Komite Remunerasi dan Nominasi. Jumlah dan komposisi Dewan Komisaris Bank telah memenuhi ketentuan (Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.03/2016 tanggal 7 Desember 2016) antara lain:

- Jumlah anggota Dewan Komisaris paling sedikit 3 (tiga) orang atau paling banyak sama dengan jumlah anggota Direksi dan 50% dari jumlah anggota Dewan Komisaris adalah Komisaris Independen;
- Seluruh anggota Dewan Komisaris Bank berdomisili di Indonesia;
- Dewan Komisaris dipimpin oleh Komisaris Utama;
- Anggota Dewan Komisaris membuat pernyataan sesuai dengan ketentuan Tata Kelola Perseroan yang isinya antara lain menyatakan atau mengungkapkan hal-hal sebagai berikut:
 - Tidak merangkap jabatan, kecuali terhadap hal-hal yang telah ditetapkan dalam ketentuan Otoritas Jasa Keuangan tentang Pelaksanaan Tata Kelola Perusahaan bagi Bank Umum, yakni hanya dapat merangkap jabatan sebagai anggota Dewan Komisaris, Direksi atau Pejabat Eksekutif yang melaksanakan fungsi pengawasan:
 - pada 1 (satu) perusahaan anak bukan Bank yang dikendalikan oleh Bank;
 - menjalankan tugas fungsional dari pemegang saham Bank yang berbentuk badan hukum pada kelompok usaha Bank; dan/atau
 - menduduki jabatan pada organisasi atau lembaga nirlaba
 - Tidak memiliki hubungan keuangan dan hubungan keluarga sampai dengan derajat kedua baik secara vertikal maupun horizontal dengan sesama anggota Dewan Komisaris dan/atau anggota Direksi;
 - Tidak memanfaatkan Bank untuk kepentingan pribadi, keluarga dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Bank;
 - Tidak mengambil dan/atau menerima keuntungan pribadi dari Bank selain remunerasi dan fasilitas lainnya yang ditetapkan berdasarkan RUPS; dan

BOARD OF COMMISSIONERS CRITERIA

The appointment of the Board of Commissioners has gone through a recommendation process from the Remuneration and Nomination Committee. The number and composition of the Bank's Board of Commissioners have complied with the provisions (Financial Services Authority Regulation No. 55/POJK.03/2016 dated December 7, 2016) including:

- The number of members of the Board of Commissioners is at least 3 (three) people or at most the same as the number of members of the Board of Directors and 50% of the total members of the Board of Commissioners are Independent Commissioners;
- All members of the Board of Commissioners of the Bank domiciled in Indonesia;
- The Board of Commissioners is led by the President Commissioner;
- Members of the Board of Commissioners make statements in accordance with the provisions of Corporate Governance, the contents of which include stating or disclosing the following matters:
 - Does not hold concurrent positions, except for matters that have been stipulated in the provisions of the Financial Services Authority regarding Corporate Governance Implementation for Commercial Banks, i.e. can only hold concurrent positions as members of the Board of Commissioners, Directors or Executive Officers who carry out supervisory functions:
 - in 1 (one) non-bank subsidiary company which is controlled by the Bank;
 - carry out functional tasks of the Bank's shareholders in the form of legal entity in the Bank's business group; and/or
 - hold positions in non-profit organizations or institutions
 - Does not have financial and family relations up to the second degree both vertically and horizontally with fellow members of the Board of Commissioners and/or members of the Board of Directors;
 - Not using the Bank for personal, family and/or other parties' interests that can harm or reduce the Bank's profits;
 - Not taking and/or receiving personal benefits from the Bank other than remuneration and other facilities determined based on the GMS; and

- Jumlah kepemilikan saham yang mencapai 5% (lima perseratus) atau lebih, baik pada Bank maupun pada Bank dan perusahaan lain, yang berkedudukan di dalam dan di luar negeri.

- Number of shares ownership that reaches 5% (five percent) or more, both at the Bank and at the Bank and other companies, domiciled inside and outside the country.

INDEPENDENSI ANGGOTA DEWAN KOMISARIS

Seluruh anggota Dewan Komisaris yang menjabat saat ini tidak memiliki hubungan keluarga sampai dengan derajat kedua dengan sesama anggota Dewan Komisaris, Direksi, maupun pemegang saham pengendali. Mayoritas anggota Dewan Komisaris tidak memiliki hubungan keuangan dengan Pemegang Saham Pengendali dan seluruh anggota Dewan Komisaris tidak memiliki hubungan keuangan dengan sesama anggota Dewan Komisaris dan Direksi.

Dewan Komisaris senantiasa mengedepankan serta menjunjung tinggi prinsip independensi dalam melaksanakan tugasnya, mengutamakan kepentingan Bank di atas kepentingan sendiri dan tetap menjaga agar dalam pelaksanaan tugasnya tidak dapat dipengaruhi oleh pihak manapun. Komitmen ini selaras dengan yang telah diatur di dalam Pedoman dan Tata Tertib Kerja Dewan Komisaris.

PEDOMAN DAN TATA TERTIB KERJA DEWAN KOMISARIS

Dewan Komisaris memiliki pedoman tata tertib kerja Dewan Komisaris No. 057/01/DK/KEP tanggal 31 Mei 2018 tentang Pedoman Kerja Dewan Komisaris. Pedoman tata tertib kerja dievaluasi secara berkala dan diperbaharui dengan mengacu pada peraturan dan ketentuan yang berlaku.

Pedoman dan tata tertib kerja Dewan Komisaris mengikat bagi setiap anggota Dewan Komisaris agar Dewan Komisaris dapat melaksanakan fungsi pengawasan secara efisien, efektif, transparan, independen dan akuntabel.

Dasar penyusunan Pedoman tata tertib kerja Dewan Komisaris adalah Anggaran Dasar Bank, Undang-undang No. 40 Tahun 2007 tentang Perseroan Terbatas, Peraturan Otoritas Jasa Keuangan dan Surat Edaran OJK terkait penerapan dan organ Tata Kelola Perusahaan, dan peraturan lainnya.

Pedoman tata tertib kerja Dewan Komisaris Dewan Komisaris Bank Jatim terakhir diperbaharui pada 31 Mei 2018. Adapun isi dari pedoman tata tertib kerja Dewan Komisaris mengatur hal-hal antara lain :

- *Governance Structure* :
 - Komposisi Dewan Komisaris
 - Kriteria Dewan Komisaris
 - Masa Jabatan
 - Tugas, Kewajiban, Wewenang, Tanggung Jawab, Larangan
 - Organisasi
- *Governance Process*
 - Pembagian Kerja
 - Waktu Kerja
 - Etika Kerja
 - Mekanisme Pengawasan

INDEPENDENCY OF BOARD OF COMMISSIONERS MEMBERS

All currently serving members of the Board of Commissioners do not have family relations up to the second degree with fellow members of the Board of Commissioners, Directors and controlling shareholders. The majority of the members of the Board of Commissioners do not have financial relations with the Controlling Shareholders and all members of the Board of Commissioners do not have financial relations with fellow members of the Board of Commissioners and Directors.

The Board of Commissioners always prioritizes and upholds the principle of independence in carrying out their duties, prioritizing the interests of the Bank over their own interests and maintaining that the implementation of their duties cannot be influenced by any party. This commitment is in line with those stipulated in the Board of Commissioners Charter.

BOARD OF COMMISSIONERS CHARTER

The Board of Commissioners has the Board of Commissioners No. 057/01/DK/KEP dated May 31, 2018 concerning the Board of Commissioners Charter. Work guidelines are evaluated periodically and updated with reference to applicable rules and regulations.

The Board of Commissioners Charter is binding for each member of the Board of Commissioners so that the Board of Commissioners can carry out their supervisory functions efficiently, effectively, transparently, independently, and accountably.

The basis for the preparation of the Board of Commissioners' Charter is the Bank's Articles of Association, Law No. 40 of 2007 concerning Limited Liability Companies, Financial Services Authority Regulations and OJK Circular on the application and organs of Corporate Governance, and other regulations.

The Board of Commissioners Charter of Bank Jatim were last updated on May 31, 2018. The contents of Board of Commissioners Charter regulate the following matters:

- *Governance Structure*:
 - Board of Commissioners Composition
 - Board of Commissioners Criteria
 - Term of Office
 - Duties, Obligations, Authority, Responsibilities, Prohibitions
 - Organization
- *Governance Process*
 - Division of work
 - Working time
 - Work Ethics
 - Supervision Mechanism

- Rapat Dewan Komisaris
- Alur & Mekanisme Kerja
- *Governance Outcome*
 - Laporan
 - Sarana Korespondensi
 - Distribusi Surat

- Board of Commissioners Meeting
- Workflow & Mechanism
- Governance Outcome
 - Report
 - Means of Correspondence
 - Letter Distribution

TUGAS DAN TANGGUNG JAWAB DEWAN KOMISARIS

1. Dewan Komisaris bertugas melakukan pengawasan atas kebijakan dan jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberikan nasihat kepada Direksi;
2. Anggota Dewan Komisaris wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati-hatian;
3. Melakukan tugas yang secara khusus diberikan kepadanya menurut Anggaran Dasar, perundang-undangan dan/atau keputusan RUPS antara lain :
 - Dewan Komisaris wajib memastikan penerapan Tata Kelola yang baik terselenggara dalam setiap kegiatan usaha Bank pada seluruh tingkatan atau jenjang organisasi;
 - Menyetujui dan mengevaluasi kebijakan Manajemen Risiko;
 - Mengevaluasi pertanggung jawaban Direksi atas pelaksanaan kebijakan Manajemen Risiko;
 - Mengevaluasi dan memutuskan permohonan Direksi yang berkaitan dengan transaksi yang memerlukan persetujuan Dewan Komisaris;
 - Melaksanakan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi serta memberikan nasihat kepada Direksi;
 - Melakukan pengawasan terhadap pelaksanaan Fungsi Kepatuhan Perseroan terhadap peraturan Bank Indonesia/Otoritas Jasa Keuangan dan peraturan perundang-undangan serta komitmen kepada Bank Indonesia/Otoritas Jasa Keuangan dan pihak-pihak lainnya sesuai dengan peraturan perundang-undangan dan/atau perjanjian.Menyusun pembagian tugas diantara Anggota Dewan Komisaris sesuai dengan keahlian dan pengalaman masing-masing Anggota Dewan Komisaris ;
4. Menyusun program kerja dan target kinerja Dewan Komisaris tiap tahun serta mekanisme *peer review* terhadap kinerja Dewan Komisaris;
5. Mempertanggungjawabkan pelaksanaan tugas Dewan Komisaris kepada RUPS;
6. Dewan Komisaris melakukan pengawasan secara aktif melalui Rapat Dewan Komisaris dan/atau Rapat Dewan Komisaris dengan Direksi, terkait pelaksanaan implementasi GCG;
7. Setiap anggota Dewan Komisaris bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Dewan Komisaris dalam menjalankan tugasnya, kecuali anggota Dewan Komisaris yang bersangkutan dapat membuktikan:
 - Kerugian tersebut bukan karena kesalahan atau kelalaiannya;
 - Telah melakukan pengawasan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan;

DUTIES AND RESPONSIBILITIES OF BOARD OF COMMISSIONERS

1. The Board of Commissioners is tasked with supervising the policies and processes of management in general, both regarding the Company and the Company's business, and providing advice to the Directors;
2. Members of the Board of Commissioners must carry out their duties and responsibilities in good faith, with full responsibility and prudent principle;
3. Perform tasks specifically given to them according to the Articles of Association, laws and/or resolutions of the GMS, among others:
 - The Board of Commissioners is obliged to ensure the implementation of Good Governance in every business activity of the Bank at all levels of the organization;
 - Approve and evaluate Risk Management policies;
 - Evaluate the accountability of the Board of Directors for the implementation of Risk Management policies;
 - Evaluate and decide Board of Directors' requests related to transactions that require the approval of the Board of Commissioners;
 - Supervise the implementation of the duties and responsibilities of the Board of Directors and provide advice to the Board of Directors;
 - Supervise the implementation of the Company's Compliance Function on regulations of Bank Indonesia/Financial Services Authority and statutory regulations and commitments to Bank Indonesia/Financial Services Authority and other parties in accordance with statutory regulations and/or agreements. Distributing duties among the members of Board of Commissioners in accordance with the expertise and experience of each Member of the Board of Commissioners;
4. Prepare work programs and performance targets for the Board of Commissioners each year as well as a peer review mechanism on the performance of the Board of Commissioners;
5. Be responsible for the implementation of the duties of the Board of Commissioners to the GMS;
6. Conduct active supervision through Board of Commissioners Meetings and/or Joint Meetings with Board of Directors, in relation to the implementation of GCG;
7. Each member of the Board of Commissioners is jointly and collectively liable for the Company's losses caused by errors or negligence of the members of the Board of Commissioners in carrying out their duties, unless the member of the Board of Commissioners concerned can prove:
 - The loss is not due to an error or negligence;
 - Has conducted supervision in good faith, full of responsibility, and prudently for the interests and in accordance with the aims and objectives of the Company;

- Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengawasan yang mengakibatkan kerugian; dan
 - Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.
 - Telah memberikan nasehat kepada Direksi untuk mencegah terjadinya kepailitan.
8. Dewan Komisaris secara sendiri-sendiri maupun bersama-sama setiap waktu dalam jam kerja kantor Perseroan berhak memasuki bangunan dan halaman atau tempat lain yang dipergunakan atau yang dikuasai oleh Perseroan dan berhak memeriksa semua pembukuan, surat dan alat bukti lainnya, memeriksa dan mencocokkan keadaan uang kas dan lain-lain serta berhak untuk mengetahui segala tindakan yang telah dijalankan oleh Direksi;
 9. Dewan Komisaris berhak Meminta penjelasan dari Direksi mengenai segala hal yang menyangkut pengelolaan Perseroan dan mengetahui segala kebijakan dan tindakan yang telah dan akan dijalankan oleh Direksi;
 10. Dewan Komisaris dapat memberhentikan sementara seorang atau lebih anggota Direksi, apabila anggota Direksi tersebut bertindak bertentangan dengan anggaran dasar atau peraturan perundang-undangan yang berlaku;
 11. Pemberhentian sementara itu harus diberitahukan kepada yang bersangkutan disertai alasannya;
 12. Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan dalam keadaan tertentu untuk jangka waktu tertentu sesuai dengan ketentuan Anggaran Dasar;
 13. Dewan Komisaris dapat Melaksanakan kewenangan pengawasan lainnya sepanjang tidak bertentangan dengan peraturan perundang-undangan, Anggaran Dasar dan/atau keputusan RUPS.

TUGAS DAN TANGGUNG JAWAB KOMISARIS UTAMA

Sesuai Peraturan Otoritas Jasa Keuangan (POJK 55/POJK.03/2016 Tentang Penerapan Tata Kelola Bagi Bank Umum) disebutkan bahwa Dewan Komisaris wajib dipimpin oleh Presiden Komisaris atau Komisaris Utama.

Fungsi Komisaris Utama dalam *Governance process* tidak lain sebagai koordinator atas organ Dewan Komisaris secara keseluruhan, karena pada dasarnya hubungan antar anggota Dewan Komisaris adalah sejajar dan bersifat majelis, sehingga tidak dapat bertindak sendiri-sendiri melainkan berdasarkan keputusan Dewan Komisaris. Secara umum tugas dan tanggung jawab Komisaris Utama adalah sebagai berikut:

1. Mengkoordinasikan pelaksanaan tugas dan tanggung jawab Dewan Komisaris.
2. Dapat memberikan usulan untuk mengadakan Rapat Dewan Komisaris, termasuk agenda Rapat.
3. Melakukan panggilan dan memimpin rapat Dewan Komisaris.
4. Menyampaikan laporan pengawasan untuk mendapatkan persetujuan RUPS Tahunan atas pelaksanaan tugas dan pengawasan Dewan Komisaris.

DUTIES AND RESPONSIBILITIES OF PRESIDENT COMMISSIONER

In accordance with the Regulation of Financial Services Authority (POJK No. 55/POJK.03/2016 regarding Implementation of Governance for Commercial Banks), it is stated that the Board of Commissioners must be led by the President Commissioner.

The function of the President Commissioner in the Governance process is none other than the coordinator of the Board of Commissioners' organs as a whole, as essentially the relationship between the members of the Board of Commissioners is equal and in the nature of an assembly; hence, they cannot act individually but based on the Board of Commissioners' decision. In general, the duties and responsibilities of the President Commissioner are as follows:

1. Coordinate the implementation of the duties and responsibilities of the Board of Commissioners.
2. Propose to hold a Board of Commissioners Meeting, including the agenda of the Meeting.
3. Summons and chair the Board of Commissioners' meeting.
4. Submit the supervisory report to obtain the approval of the Annual GMS for the implementation of the duties and supervision of the Board of Commissioners.

5. Memastikan bahwa pelaksanaan tanggung jawab Dewan Komisaris telah dilaksanakan sesuai prosedur.
6. Memastikan bahwa rapat Dewan Komisaris melakukan pengambilan keputusan secara efektif berdasarkan informasi yang benar dan lengkap, termasuk memastikan bahwa:
 - Semua isu-isu strategis dan penting menjadi bahan pertimbangan oleh Dewan Komisaris;
 - Permasalahan yang ada dibahas dengan seksama dan teliti;
 - Semua anggota Dewan Komisaris diberi kesempatan untuk berkontribusi secara efektif;
 - Setiap Komisaris menerima informasi yang relevan secara tepat waktu, termasuk diberi penjelasan singkat mengenai isu-isu yang akan dibahas dalam rapat Dewan Komisaris, dan
 - Rapat Dewan Komisaris menghasilkan keputusan-keputusan yang jelas dan dicatat dalam notulen.
7. Memastikan bahwa Dewan Komisaris bersikap sesuai dengan peraturan yang berlaku.
8. Memimpin upaya untuk memenuhi kebutuhan pengembangan Dewan Komisaris.
9. Melakukan tanggung jawab lain yang ditugaskan oleh Dewan Komisaris, dari waktu ke waktu.

5. Ensure that the implementation of the responsibilities of the Board of Commissioners has been carried out according to procedures.
6. Ensure that meetings of the Board of Commissioners make decisions effectively based on true and complete information, including ensuring that:
 - All strategic and important issues are taken into consideration by the Board of Commissioners;
 - All existing problems are discussed carefully and thoroughly;
 - All members of the Board of Commissioners are given the opportunity to contribute effectively;
 - Each Commissioner receives relevant information in a timely manner, including a brief explanation of the issues that will be discussed at the Board of Commissioners' meeting, and
 - Meetings of the Board of Commissioners produce clear decisions and are recorded in minutes.
7. Ensure that the Board of Commissioners behaves in accordance with applicable regulations.
8. Lead efforts to meet the development needs of the Board of Commissioners.
9. Perform other responsibilities assigned by the Board of Commissioners, from time to time.

MASA JABATAN DEWAN KOMISARIS

Masa jabatan Dewan Komisaris Terhitung sejak lulus penilaian kemampuan dan kepatutan oleh OJK atau pada saat penutupan RUPS pengangkatannya dan berakhir pada penutupan RUPS tahunan yang ke-4 sejak tanggal pengangkatannya, atau setelah penggantinya lulus penilaian kemampuan dan kepatutan oleh Otoritas Jasa Keuangan, dan dapat diangkat kembali untuk masa jabatan kedua kalinya, setelah memperhatikan ketentuan Otoritas Jasa Keuangan yang berlaku serta dinilai dapat menjalankan fungsinya dengan baik, dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu.

PEMBIDANGAN TUGAS ANGGOTA DEWAN KOMISARIS

Sesuai kompetensi dan bidangnya masing-masing, beberapa anggota Dewan Komisaris juga merangkap sebagai Ketua dan/atau anggota Komite-Komite yang dibentuk untuk membantu pelaksanaan tugas dan tanggung jawab Dewan Komisaris.

| Komite | Keanggotaan Komite oleh Anggota Dewan Komisaris |
|------------------------|------------------------------------------------------------------------------------|
| Komite Audit | Rudi Purwono (Ketua) Candra Fajri Ananda (Anggota) Muhammad Mas'ud (Anggota) |
| Komite Pemantau Risiko | Muhammad Mas'ud (Ketua) Rudi Purwono (Anggota) Candra Fajri Ananda (Anggota) |

TERM OF OFFICE OF BOARD OF COMMISSIONERS

The term of office of the Board of Commissioners is calculated since their passing of fit-and-proper test by the OJK or since the closing of the appointment GMS until the closing of the 4th Annual GMS since the date of his appointment, or after their successor passes the fit-and-proper test by the Financial Services Authority, and may be reappointed for the second term of office, after taking into account the applicable provisions of the Financial Services Authority and deemed to be able to carry out their functions properly, without prejudice to the right of the GMS to dismiss them at any time.

DISTRIBUTION OF DUTIES OF BOARD OF COMMISSIONERS MEMBERS

In accordance with their respective competencies and fields, several members of the Board of Commissioners also concurrently serves as Heads and/or members of Committees established to assist the implementation of the duties and responsibilities of the Board of Commissioners.

| Committee | Members of Committee from the Board of Commissioners |
|---------------------------|------------------------------------------------------------------------------------------------------------------------|
| Audit Committee | Rudi Purwono (Head of Committee) Candra Fajri Ananda (Member of Committee) Muhammad Mas'ud (Member of Committee) |
| Risk Monitoring Committee | Muhammad Mas'ud (Head of Committee) Rudi Purwono (Member of Committee) Candra Fajri Ananda (Member of Committee) |

| | |
|------------------------------|-----------------------------|
| Komite Remunerasi & Nominasi | Candra Fajri Ananda (Ketua) |
| | Rudi Purwono (Anggota) |
| | Akhmad Sukardi (Anggota) |
| | Muhammad Mas'ud (Anggota) |
| | Heru Tjahjono (Anggota) |
| | Budi Setiawan (Anggota) |

| | |
|---------------------------------------|-----------------------------------------|
| Remuneration and Nomination Committee | Candra Fajri Ananda (Head of Committee) |
| | Rudi Purwono (Member of Committee) |
| | Akhmad Sukardi (Member of Committee) |
| | Muhammad Mas'ud (Member of Committee) |
| | Heru Tjahjono (Member of Committee) |
| | Budi Setiawan (Member of Committee) |

PENILAIAN ATAS KINERJA MASING-MASING KOMITE YANG BERADA DI BAWAH DEWAN KOMISARIS DAN DASAR PENILAIANNYA

Dalam rangka meningkatkan peran Dewan Komisaris dalam menjalankan fungsi pengawasan, Dewan Komisaris dibantu oleh 3 (tiga) komite yaitu Komite Audit, Komite Remunerasi dan Nominasi, dan Komite Pemantau Risiko. Dewan Komisaris secara periodik (tahunan) melakukan penilaian atas efektivitas kinerja komite-komite di bawah Dewan Komisaris. Dewan Komisaris menilai bahwa selama tahun 2019 komite-komite telah menjalankan tugas dan tanggung jawabnya dengan cukup efektif serta bekerja dengan independen dan memberikan masukan/rekomendasi yang bermanfaat bagi Dewan Komisaris.

RANGKAP JABATAN DEWAN KOMISARIS

Pedoman & Tata Tertib Kerja Dewan Komisaris Bank Jatim telah mengatur ketentuan mengenai rangkap jabatan Dewan Komisaris yaitu anggota Dewan Komisaris dilarang memangku jabatan rangkap sebagai :

1. Anggota Direksi, Dewan Komisaris, atau Pejabat Eksekutif pada lembaga keuangan atau perusahaan keuangan baik Bank maupun bukan Bank
2. Anggota Direksi, Dewan Komisaris atau Pejabat Eksekutif pada lebih dari 1 (satu) lembaga bukan keuangan atau perusahaan bukan keuangan, baik yang berkedudukan di dalam maupun di luar negeri.
3. Jabatan lain yang dapat menimbulkan benturan kepentingan dan/atau jabatan lainnya sesuai peraturan dan perundang-undangan

BENTURAN KEPENTINGAN DEWAN KOMISARIS

Selama tahun 2019, Bank memastikan bahwa seluruh anggota Dewan Komisaris tidak memiliki benturan kepentingan maupun potensi benturan kepentingan terhadap Bank Jatim.

Dalam melaksanakan tugas, wewenang, kewajiban, dan tanggung jawab setiap Dewan Komisaris Bank Jatim harus selalu melandasi diri dengan etika jabatan. Seluruh anggota Dewan Komisaris harus menghindari terjadinya potensi benturan kepentingan atau selalu menempatkan diri untuk tidak berada dalam potensi terjadinya benturan kepentingan dalam situasi apapun sebagaimana tercantum dalam Pedoman & Tata Tertib Kerja Dewan Komisaris.

Dalam hal terjadi benturan kepentingan, anggota Dewan Komisaris dilarang mengambil tindakan yang dapat merugikan atau mengurangi keuntungan Bank dan wajib mengungkapkan potensi benturan kepentingan dimaksud dalam setiap keputusan.

PERFORMANCE ASSESSMENT OF EACH COMMITTEE UNDER THE BOARD OF COMMISSIONERS AND THE BASIS OF ASSESSMENT

In order to enhance the role of the Board of Commissioners in carrying out the supervisory function, the Board of Commissioners is assisted by 3 (three) committees, namely the Audit Committee, the Remuneration and Nomination Committee, and the Risk Monitoring Committee. The Board of Commissioners annually assesses the effectiveness of the performance of the committees under the Board of Commissioners. The Board of Commissioners considers that during 2019 the committees have carried out their duties and responsibilities quite effectively and independently by giving suggestion/recommendation for The Board of Commissioners

CONCURRENT POSITION OF BOARD OF COMMISSIONERS

Charter of Board of Commissioners of Bank Jatim has regulated the provisions concerning concurrent positions of the Board of Commissioners, namely members of the Board of Commissioners are prohibited from holding concurrent positions as:

1. Members of the Board of Directors, Board of Commissioners, or Executive Officers of financial institutions or financial companies, both banks and non-banks;
2. Members of the Board of Directors, Board of Commissioners or Executive Officers of more than 1 (one) non-financial institution or non-financial company, both domestic and abroad;
3. Other positions that may lead to a conflict of interest and/or other position in accordance with the rules and regulations.

CONFLICT OF INTERESTS OF BOARD OF COMMISSIONERS

In 2019, the Bank ensured that all members of the Board of Commissioners did not have a conflict of interest or a potential conflict of interest against Bank Jatim.

In carrying out their duties, authority, obligations, and responsibilities, each member of Board of Commissioners must always refer to their position's code of conduct and ethics. All members of the Board of Commissioners must avoid potential conflicts of interest or always place themselves not in the potential for conflicts of interest in any situation as stated in the Board of Commissioners' Charter.

In the event of a conflict of interest, members of the Board of Commissioners are prohibited from taking actions that could harm or reduce the Bank's profit and must disclose the potential conflict of interest referred to in each decision.

MEKANISME PEMILIHAN DAN/ATAU PENGANTIAN ANGGOTA DEWAN KOMISARIS

Bank telah memiliki kebijakan terkait pemilihan/ penggantian Dewan Komisaris nomor 057/182/DIR/HRC/KEP yaitu Buku Pedoman Pelaksanaan (BPP) tentang Sistem dan Prosedur Pemilihan dan/atau Penggantian Anggota Dewan Komisaris dan Anggota Direksi.

Kebijakan ini disusun bertujuan untuk memastikan penerapan tata kelola perusahaan yang baik dan manajemen risiko serta sebagai pedoman dalam proses pemilihan/penggantian Anggota Dewan Komisaris/ Direksi.

FOKUS PENGAWASAN DEWAN KOMISARIS TAHUN 2019

Dewan Komisaris menyusun fokus pengawasan dan rencana kerja sebagai panduan yang disepakati bersama dan menjadi dasar penyusunan agenda rapat Dewan Komisaris serta rapat gabungan bersama Direksi. Sepanjang tahun 2019, rapat Dewan Komisaris telah menghasilkan rekomendasi dan masukan mengenai berbagai aspek bisnis dan pendukung bisnis Bank. Perhatian utama tetap diberikan pada pencapaian target bisnis dengan memperhatikan pengelolaan risiko dengan prinsip kehati-hatian dan kepatuhan atas semua ketentuan yang berlaku.

Fokus pengawasan Dewan Komisaris yang mencakup beberapa aspek penting di tahun 2019, meliputi:

1. Menganalisis, memberi masukan, dan bersama sama Direksi menyetujui Rencana Bisnis Bank (RBB) termasuk melakukan pengkajian dan persetujuan revisi RBB untuk disampaikan kepada OJK sesuai dengan waktu yang telah ditetapkan OJK yaitu bulan November untuk penyampaian RBB tahun yang akan datang dan bulan Juni untuk revisi RBB tahun berjalan.
2. Secara berkala Dewan Komisaris melakukan kajian atas kinerja keuangan Bank, dalam setiap Rapat Dewan Komisaris dan/atau Rapat Komite-Komite juga mengundang direktorat terkait untuk menyampaikan kinerja masing-masing.
3. Memastikan bahwa Direksi telah menindaklanjuti temuan audit dan rekomendasi dari Satuan Kerja Audit Intern, termasuk perbaikan terhadap hasil temuan pemeriksaan auditor eksternal maupun regulator.
4. Dewan Komisaris telah melakukan *review* atas Laporan Pengawasan setiap semester, Laporan *Assessment* GCG, transaksi pihak terkait dan menyetujui beberapa kebijakan internal yang memerlukan persetujuan hingga tingkat Dewan Komisaris
5. Dewan Komisaris memberikan persetujuan atas kajian dan rekomendasi dari Komite Nominasi dan Remunerasi dalam pencalonan anggota Dewan Komisaris, Direksi, Dewan Pengawas Syariah dan pihak independen yang akan menjadi anggota Komite Audit, Komite Pemantau Risiko, Komite Nominasi dan Remunerasi serta Komite Tata Kelola Terintegrasi termasuk perubahan-perubahan yang terkait dengan kebijakan remunerasi dan kompensasi untuk pengurus.

MECHANISM OF APPOINTMENT AND/ OR REPLACEMENT OF BOARD OF COMMISSIONERS MEMBERS

The Bank has a policy related to the appointment/ replacement of the Board of Commissioners under regulation No. 057/182/DIR/HRC/KEP, namely the Implementation Manual (BPP) on the System and Procedure for the Appointment and/or Replacement of Members of Board of Commissioners and Board of Directors.

This policy is drafted with the aim of ensuring the implementation of good corporate governance and risk management as well as guidance in the process of appointing/replacing members of the Board of Commissioners/Board of Directors.

FOCUS OF SUPERVISION OF BOARD OF COMMISSIONERS IN 2019

The Board of Commissioners sets the focus of supervision and work plans as guidelines that have been mutually agreed upon and forms the basis for preparing the agenda of the Board of Commissioners' meetings and joint meetings with the Board of Directors. Throughout 2019, the Board of Commissioners' meeting produced recommendations and input on various aspects of the business and business support of the Bank. The main attention is still given to the achievement of business targets by paying attention to risk management with the principle of prudence and compliance with all applicable regulations.

The Board of Commissioners' oversight focus covers several important aspects in 2019, including:

1. Analyze, provide input, and, together with the Board of Directors, approve the Bank's Business Plan (RBB) including reviewing and approval of the revised RBB to be submitted to the OJK in accordance with the time set by the OJK, which is November for the submission of the next year's RBB and June for RBB revision of the current year.
2. Periodically, the Board of Commissioners conducts a review of the Bank's financial performance at each Board of Commissioners and/or Committee Meeting, which also invites the relevant directorates to submit their respective performance.
3. Ensure that the Board of Directors has followed up on audit findings and recommendations from the Internal Audit Work Unit, including improvements to the findings of the examination of external auditors and regulators.
4. Review the Supervision Report every semester, GCG Assessment Report, and related party transactions, and approve several internal policies that require approval up to the Board of Commissioners level
5. Approve the review and recommendation of the Nomination and Remuneration Committee in nominating members of the Board of Commissioners, Board of Directors, Sharia Supervisory Board, and independent parties who will become members of the Audit Committee, Risk Monitoring Committee, Nomination and Remuneration Committee and Integrated Governance Committee including changes related to remuneration and compensation policies for management.

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| <p>6. Terkait Sumber Daya Manusia, Dewan Komisaris melalui Komite Nominasi dan Remunerasi memantau kebijakan manpower dan fungsi manajemen sumber daya manusia yang mengandung risiko dan berdampak signifikan pada Bank, serta pengawasan dalam penerapan manajemen risiko terkait tenaga alih daya.</p> <p>7. Melalui Komite Audit melakukan <i>review</i> atas laporan keuangan mencakup penyajian laporan keuangan, perlakuan akuntansi dan kesesuaiannya dengan prinsip akuntansi yang berlaku umum, <i>review</i> atas kecukupan laporan publikasi dan pelaporan kepada otoritas, serta melakukan evaluasi atas pelaksanaan fungsi kepatuhan di Bank.</p> <p>8. Memantau serta mengevaluasi perkembangan pengembangan serta pengelolaan sumber daya manusia.</p> <p>9. Fungsi pengasawan risiko, telah ditindak lanjuti melalui Komite Pemantau Risiko yang memberikan rekomendasi-rekomendasi kepada Dewan Komisaris dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris yang berkaitan dengan Manajemen Risiko.</p> <p>10. Menelaah dan memantau pelaksanaan penilaian Tingkat Kesehatan Bank dengan menggunakan pendekatan risiko (<i>Risk Based Bank Rating</i>) dengan cakupan penilaian terhadap profil risiko, GCG, rentabilitas dan permodalan</p> <p>11. Melakukan <i>Review</i> dan Evaluasi Pelaksanaan Audit oleh Kantor Akuntan Publik (KAP)</p> <p>12. Melakukan pemantauan secara aktif atas upaya perbaikan dan penanganan kredit bermasalah.</p> | <p>6. Regarding Human Resources, the Board of Commissioners, through the Nomination and Remuneration Committee, monitors manpower policies and human resource management functions that contain risks and have a significant impact on the Bank, as well as supervision in the application of risk management related to outsourcing.</p> <p>7. Through the Audit Committee, the Board of Commissioners conducts a review of the financial statements including the presentation of financial statements, accounting treatment and compliance with generally accepted accounting principles, a review of the adequacy of publication and reporting reports to the authorities, and evaluates the implementation of the compliance function at the Bank.</p> <p>8. Monitor and evaluate the development of human resources.</p> <p>9. Ensure that the function of risk mitigation has been followed up through the Risk Monitoring Committee which provides recommendations to the Board of Commissioners in order to support the effectiveness of the implementation of the duties and responsibilities of the Board of Commissioners relating to Risk Management.</p> <p>10. Review and monitor the implementation of Bank's Soundness Level assessment using a Risk-Based Bank Rating with the scope of the assessment of the risk profile, GCG, profitability, and capital adequacy</p> <p>11. Conduct a Review and Evaluation of the Audit Implementation by the Public Accounting Firm (KAP)</p> <p>12. Perform active monitoring on the efforts to improve and handle problem loans.</p> |
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KOMISARIS INDEPENDEN

KRITERIA PENENTUAN KOMISARIS INDEPENDEN

Bank Jatim tunduk pada aturan yang dikeluarkan oleh regulator mengenai keberadaan Komisaris Independen di Bank. Komisaris Independen Bank ditetapkan paling kurang 50% (lima puluh persen) dari jumlah anggota Dewan Komisaris. Pada tahun 2019, jumlah Komisaris Independen PT Bank Pembangunan Daerah Jawa Timur Tbk adalah sebanyak 3 (tiga) orang dari keseluruhan anggota Dewan Komisaris sebanyak 6 (enam) orang atau memiliki komposisi 50 % dari total anggota Dewan Komisaris..

Kriteria penentuan Komisaris Independen Bank Jatim diatur dalam anggaran dasar dan dalam pedoman pelaksanaan Dewan Komisaris Bank Jatim yang disesuaikan sebagaimana aturan yang berlaku diantaranya Surat Edaran Otoritas Jasa Keuangan Nomor 13/SEOJK.03/2017 Tentang Penerapan Tata Kelola Bagi Bank Umum dan Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 Tentang Direksi Dan Dewan Komisaris Emiten Atau Perusahaan Publik, antara lain dijelaskan bahwa Komisaris Independen wajib memenuhi persyaratan sebagai berikut:

INDEPENDENT COMMISSIONERS

CRITERIA FOR INDEPENDENT COMMISSIONER DETERMINATION

Bank Jatim is subject to regulations issued by regulators regarding the existence of Independent Commissioners in the Bank. The Bank's Independent Commissioners are appointed at least 50% (fifty percent) of the total members of the Board of Commissioners. In 2019, there is 3 (three) Independent Commissioners in PT Bank Pembangunan Daerah Jawa Timur from 6 (six) person of Board of Commissioners or it has 50% composition from the total of The Board of Commissioners

The criteria for determining the Independent Commissioner of Bank Jatim are regulated in the articles of association and in the guidelines for the implementation of the Board of Commissioners of Bank Jatim that are adjusted according to the applicable rules including Circular Letter of the Financial Services Authority No. 13/SEOJK.03/2017 regarding Governance Implementation for Commercial Banks and Regulation of Financial Services Authority No. 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Companies, among others it is explained that Independent Commissioners must meet the following requirements:

1. Anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, hubungan kepengurusan, hubungan kepemilikan saham, hubungan keluarga dengan anggota Dewan Komisaris lainnya, Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Bank, yang dapat mempengaruhi kemampuannya untuk bertindak independen.
2. Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikan, atau mengawasi kegiatan Emiten atau Perusahaan Publik dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai Komisaris Independen Emiten atau Perusahaan Publik pada periode berikutnya.
3. Tidak mempunyai saham baik langsung maupun tidak langsung pada Emiten atau Perusahaan Publik tersebut.
4. Tidak mempunyai hubungan Afiliasi dengan Emiten atau Perusahaan Publik, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Emiten atau Perusahaan Publik.
5. Memenuhi persyaratan Komisaris Independen sebagaimana diatur dalam peraturan yang berlaku.
6. Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Emiten atau Perusahaan Publik.

Keberadaan Komisaris Independen dimaksudkan untuk dapat mendorong terciptanya iklim dan lingkungan kerja yang objektif, menempatkan kewajaran (*fairness*) dan kesetaraan di antara berbagai kepentingan, termasuk kepentingan pemegang saham minoritas serta *stakeholders* lainnya.

Selaku Komisaris Independen harus dapat terlepas dari benturan kepentingan (*conflict of interest*). Dalam rangka mendukung pelaksanaan GCG Perseroan, pemegang saham dalam RUPS menetapkan Komisaris Independen dengan jumlah dan persyaratan sebagaimana ditetapkan dalam peraturan perundang-undangan guna menjalankan tugas pengawasan terhadap Perseroan.

Keberadaan Komisaris Independen telah diatur oleh Bursa Efek Indonesia melalui peraturan BEI sejak tanggal 20 Juli 2001 mengenai beberapa kriteria tentang Komisaris Independen yang juga digunakan Perseroan adalah sebagai berikut :

1. Komisaris Independen tidak memiliki hubungan afiliasi dengan pemegang saham mayoritas atau Pemegang Saham Pengendali (*controlling shareholders*) perusahaan yang tercatat bersangkutan.
2. Komisaris Independen tidak memiliki hubungan dengan Direktur dan/atau Komisaris lainnya Perusahaan tercatat yang bersangkutan.
3. Komisaris Independen tidak memiliki kedudukan rangkap pada perusahaan lainnya yang terafiliasi dengan perusahaan tercatat yang bersangkutan.
4. Komisaris Independen harus mengerti peraturan perundang-undangan dibidang pasar modal.

Aturan lain yang mengatur adalah Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit yang mengatur bahwa Komisaris Independen

1. Have no financial relationship, management relationship, share ownership relationship, family relations with other members of the Board of Commissioners, Directors and/or Controlling Shareholders or relationship with the Bank, which can affect their ability to act independently.
2. Not a person who works or has the authority and responsibility to plan, lead, control, or supervise the activities of Issuers or Public Companies within the last 6 (six) months, except for reappointment as Independent Commissioners of Issuers or Public Companies in the following period.
3. Have no shares either directly or indirectly in the Issuer or Public Company.
4. Have no affiliation relationship with Issuers or Public Companies, members of the Board of Commissioners, members of the Board of Directors, or major shareholders of Issuers or Public Companies.
5. Meet the requirements of the Independent Commissioners as stipulated in the applicable regulations.
6. Do not have business relations, directly or indirectly, that are related to the business activities of the Issuer or Public Company.

The presence of an Independent Commissioner is intended to be able to encourage the creation of an objective climate and work environment, placing fairness and equality among various interests, including the interests of minority shareholders and other stakeholders.

Independent Commissioner must be free from conflicts of interest. In order to support the implementation of the Company's GCG, shareholders in the GMS determine the Independent Commissioners with the number and requirements as stipulated in the laws and regulations to carry out supervisory duties towards the Bank.

The presence of Independent Commissioners has been regulated by the Indonesia Stock Exchange through IDX regulations since July 20, 2001. Several criteria regarding the Independent Commissioners referred to by the Company are as follows:

1. The Independent Commissioner has no affiliation with the majority shareholders or controlling shareholders of the listed company concerned.
2. Independent Commissioners do not have a relationship with the Board of Directors and/or other Commissioners of the listed company concerned.
3. The Independent Commissioner does not have a concurrent position at another company which is related to the listed company concerned.
4. Independent Commissioners must understand the laws and regulations in the capital market.

Another governing regulation is the Regulation of Financial Services Authority No. 55/POJK.04/2015 concerning the Establishment of Work Guidelines of Audit Committee which stipulates that Independent

wajib memenuhi persyaratan sebagaimana diatur dalam POJK Nomor 33/POJK.04/2014 Tentang Direksi Dan Dewan Komisaris Emiten atau Perusahaan Publik.

Commissioners must fulfill the requirements as stipulated in POJK No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuer or Public Company.

PERNYATAAN TENTANG INDEPENDENSI MASING-MASING KOMISARIS INDEPENDEN

Masing-masing Komisaris Independen Bank, yaitu: Bapak Candra Fajri Ananda, Bapak Rudi Purwono, Bapak Muhammad Mas'ud, telah membuat Surat Pernyataan Independen dan telah disampaikan kepada OJK.

INDEPENDENCY STATEMENT OF EACH INDEPENDENT COMMISSIONER

Each Independent Commissioner of the Bank, namely: Mr. Candra Fajri Ananda, Mr. Rudi Purwono, and Mr. Muhammad Mas'ud, have made an Independent Statement and have been submitted to the OJK.

| Pernyataan Independensi | Anggota Komisaris Independen | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------|-----------------|
| | Candra Fajri Ananda | Rudi Purwono | Muhammad Mas'ud |
| Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikan, atau mengawasi kegiatan Emiten atau Perusahaan Publik tersebut dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai Komisaris Independen Emiten atau Perusahaan Publik pada periode berikutnya. | √ | √ | √ |
| Tidak mempunyai saham baik langsung maupun tidak langsung pada Emiten atau Perusahaan Publik tersebut. | √ | √ | √ |
| Tidak mempunyai hubungan Afiliasi dengan Emiten atau Perusahaan Publik, anggota Dewan Komisaris, anggota Direksi, atau Pemegang Saham Utama Emiten atau Perusahaan Publik tersebut. | √ | √ | √ |
| Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Emiten atau Perusahaan Publik tersebut. | √ | √ | √ |

| Independency Statement | Members of Independent Commissioner | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------|-----------------|
| | Candra Fajri Ananda | Rudi Purwono | Muhammad Mas'ud |
| <i>Not a person who works or has the authority and responsibility to plan, lead, control, or supervise the activities of the Issuer or Public Company within the last 6 (six) months, except for reappointment as Independent Commissioner of the Issuer or Public Company in the following period.</i> | √ | √ | √ |
| <i>Do not have shares either directly or indirectly in the Issuer or Public Company.</i> | √ | √ | √ |
| <i>Have no affiliation relationship with Issuers or Public Companies, members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders of the Issuer or Public Company.</i> | √ | √ | √ |
| <i>Does not have a business relationship, directly or indirectly, related to the business activities of the Issuer or Public Company.</i> | √ | √ | √ |

PELAKSANAAN TUGAS DEWAN KOMISARIS 2019

Sepanjang Tahun 2019, Dewan Komisaris telah melaksanakan tugas, kewajiban dan tanggungjawabnya dalam rangka melakukan pengawasan terhadap kebijakan pengurusan dan jalannya pengurusan Perseroan sesuai peraturan perundang-undangan yang berlaku. Pelaksanaan Tugas Dewan Komisaris dilakukan antara lain melalui rapat Dewan Komisaris, rapat bersama Direksi, Rapat dengan mengundang Direktur Bidang/Unit kerja terkait serta melalui evaluasi dan rapat-rapat Komite-komite di bawah Dewan Komisaris.

Pelaksanaan tugas Dewan Komisaris selama tahun 2019 antara lain meliputi:

1. Melakukan evaluasi dan persetujuan Rencana Korporasi & Rencana Bisnis serta melakukan pengawasan terhadap proses pencapaian Rencana Bisnis;
2. Melakukan evaluasi terhadap Kinerja Keuangan Konsolidasi Bank Jatim secara berkala;
3. Melakukan *review* dan Evaluasi Pelaksanaan Audit 3 oleh Kantor Akuntan Publik (KAP);
4. Pengawasan terhadap Satuan Kerja Audit Intern (SKAI) yakni membahas dan mengkaji kecukupan perencanaan dan pelaksanaan audit oleh Divisi Audit Intern serta terpenuhinya jumlah dan kompetensi Auditor yang memadai;
5. Mendorong dan memantau penyelesaian tindak lanjut hasil pemeriksaan audit intern maupun ekstern dalam rangka menilai kecukupan pengendalian intern termasuk keandalan pelaporan keuangan;
6. Menelaah dan memantau pelaksanaan penilaian Tingkat Kesehatan Bank dengan menggunakan pendekatan risiko (*Risk Based Bank Rating*) dengan cakupan penilaian terhadap profil risiko, GCG, rentabilitas dan permodalan;
7. Melakukan fungsi pengawasan terhadap Manajemen Risiko;
8. Melakukan pengawasan terhadap fungsi kepatuhan serta melakukan *review* atas Laporan pelaksanaan fungsi Kepatuhan dan pelaksanaan tugas Direktur Kepatuhan;
9. *Review* Pelaksanaan *Good Corporate Governance* (GCG)/Tata Kelola;
10. Memantau dan mengevaluasi kebijakan Direksi;
11. Memantau serta mengevaluasi perkembangan pengembangan serta pengelolaan Sumber Daya Manusia (SDM);
12. Melakukan *Self Assessment* yaitu melakukan penilaian efektivitas implementasi GCG Dewan Komisaris termasuk Komite-komite di bawah Dewan Komisaris;
13. Melakukan *review* remunerasi Direksi dan Dewan Komisaris serta melakukan pemantauan terhadap sistem remunerasi pegawai;

IMPLEMENTATION OF BOARD OF COMMISSIONERS' DUTIES IN 2019

Throughout 2019, the Board of Commissioners has carried out their duties, obligations and responsibilities in order to oversee the management policies and the management of the Company in accordance with the prevailing laws and regulations. The implementation of the Board of Commissioners' tasks is carried out among others through Board of Commissioners meetings, joint meetings with Directors, Meetings by inviting relevant Directors/Work Units as well as through evaluations and meetings of Committees under the Board of Commissioners.

The Board of Commissioners' duties in 2019 include the following:

1. Evaluating and approving the Corporate Plan & Business Plan and conduct supervision of the process of achieving the Business Plan;
2. Evaluating the Consolidated Financial Performance of Bank Jatim on a regular basis;
3. Reviewing and evaluating Audit Implementation 3 by the Public Accounting Firm (KAP);
4. Supervising Internal Audit Work Unit (SKAI), namely discussing and reviewing the adequacy of the audit planning and implementation by the Internal Audit Division as well as fulfilling the adequate number and competence of the Auditors;
5. Encouraging and monitoring the completion of the follow-up of internal and external audit results in order to assess the adequacy of internal control including the reliability of financial reporting;
6. Reviewing and monitoring the implementation of the Bank's Health Level assessment using a Risk-Based Bank Rating with the scope of the assessment of the risk profile, GCG, profitability and capital;
7. Performing a supervisory function on Risk Management;
8. Supervising the compliance function and reviewing the Compliance function implementation report and the Compliance Director's duties;
9. Reviewing the Implementation of Good Corporate Governance (GCG);
10. Monitoring and evaluating Board of Directors' policies;
11. Monitoring and evaluating the development and management of Human Resources (HR);
12. Conducting a Self-Assessment, namely assessing the effectiveness of GCG implementation of the Board of Commissioners including Committees under the Board of Commissioners;
13. Reviewing the remuneration of the Board of Directors and Board of Commissioners as well as monitoring the employee remuneration system;

14. Melakukan pemantauan secara aktif atas upaya perbaikan dan penanganan kredit bermasalah; Evaluasi dan monitoring atas kebijakan dalam penerapan penyediaan dana kepada pihak terkait maupun yang tergolong besar/*Large Exposure*; serta
15. Program kerja lainnya yang masih menjadi tugas dan tanggung jawab Dewan Komisaris.

14. Conducting active monitoring of efforts to improve and handle problem loans; Evaluating and monitoring policies in implementing the provision of funds to related parties or those classified as Large Exposure; and
15. Conducting other work programs that are part of the duties and responsibilities of the Board of Commissioners.

PENILAIAN KINERJA DEWAN KOMISARIS

Kebijakan dan prosedur pelaksanaan penilaian kinerja Dewan Komisaris ditentukan dan disepakati oleh Dewan Komisaris dalam Rapat Dewan Komisaris. Pada tahun 2019 Dewan Komisaris menyepakati untuk melaksanakan penilaian kinerja secara *self assessment* yang ditentukan dengan mempertimbangkan tugas dan kewajibannya yang sesuai dengan Anggaran Dasar Perseroan dan peraturan perundang-undangan..

PERFORMANCE ASSESSMENT OF BOARD OF COMMISSIONERS

The policies and procedures for carrying out the performance assessment of the Board of Commissioners are determined and agreed upon by the Board of Commissioners in the Board of Commissioners' Meeting. In 2019 the Board of Commissioners agreed to carry out a self-assessment of performance assessments determined by considering its duties and obligations in accordance with the Company's Articles of Association and laws and regulations.

KRITERIA EVALUASI KINERJA DEWAN KOMISARIS

Adapun kriteria yang akan digunakan dalam penilaian/ evaluasi kinerja Dewan Komisaris antara lain :

1. Pengawasan Pasif Dewan Komisaris, meliputi :
 - Pelaksanaan tugas Dewan Komisaris terkait hasil *review* laporan/dokumen seperti laporan keuangan, laporan hasil pemeriksaan Audit Internal, Laporan profil risiko, laporan kepatuhan, dan laporan hasil *self assessment*.
2. Pengawasan Aktif Dewan Komisaris, meliputi :
 - Jumlah rapat, keikutsertaan dalam evaluasi kinerja cabang, dan kunjungan kerja ke cabang-cabang.

PERFORMANCE ASSESSMENT CRITERIA FOR BOARD OF COMMISSIONERS

The criteria to be used in assessing the performance of the Board of Commissioners include:

1. Passive Supervision of the Board of Commissioners, including:
 - Implementation of the Board of Commissioners' duties related to the results of review on reports/documents, such as financial statements, reports on the results of Internal Audit examinations, risk profile reports, compliance reports, and self-assessment report.
2. Active supervision of the Board of Commissioners, including:
 - Number of meetings, participation in evaluating branch performance, and work visits to branches.

PIHAK YANG MELAKUKAN ASSESSMENT

Proses *assessment* kinerja Dewan Komisaris dilakukan setiap semester dan dibahas dalam Rapat Internal Dewan Komisaris dengan melihat realisasi pencapaian dari masing – masing indikator penilaian.

Disamping itu Dewan Komisaris juga mempertanggungjawabkan kinerjanya kepada Pemegang Saham dalam RUPS berdasarkan kewajiban yang tercantum dalam Perundang undangan yang berlaku. Dewan Komisaris akan mempertanggungjawabkan kinerja mereka pada periode 2019 dalam RUPS Tahunan yang akan diselenggarakan pada tahun 2020.

ASSESSOR

The Board of Commissioners' performance assessment process is carried out every semester and discussed in the Board of Commissioners' Internal Meeting by observing the achievement of each of the assessment indicators.

In addition, the Board of Commissioners is also responsible for its performance to Shareholders in the GMS based on the obligations stated in the prevailing laws and regulations. The Board of Commissioners will be held accountable for their performance in the 2019 period in the Annual GMS to be held in 2020.

HASIL PENILAIAN KINERJA DEWAN KOMISARIS TAHUN 2019

Pada tahun 2019, Dewan Komisaris telah menjalankan fungsi pengawasannya dengan baik dalam memastikan pencapaian kinerja Bank yang dapat memenuhi ekspektasi pemegang saham dan seluruh pemangku kepentingan dengan hasil penilaian secara kolegial pada tahun 2019 mencapai nilai 95.75 (Sangat Baik) dengan rincian sebagai berikut :

RESULTS OF BOARD OF COMMISSIONERS PERFORMANCE ASSESSMENT IN 2019

In 2019, the Board of Commissioners performed their supervisory function well in ensuring the achievement of the Bank's performance that can meet the expectations of shareholders and all stakeholders with the results of a collegial assessment in 2019 reaching a value of 95.75 (Very Good) with the following details:

| No | Aspek | Indikator | Target | Realisasi | Nilai | Bobot (%) | Nilai Akhir |
|-----------|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----------|-------------|
| 1 | Pengawasan pasif Dewan Komisaris | Pelaksanaan <i>review</i> laporan kinerja Usaha & keuangan Bank | Dilaksanakan pada setiap rapat Dekom & Direksi sesuai target yaitu 2 bln sekali (1 tahun 6 x/3x dalam 1 semester) | <i>Review</i> Laporan kinerja usaha & keuangan dilaksanakan sebanyak 4 kali | 0.66 | 12.5 | 8.25 |
| | | Pelaksanaan <i>Review</i> Laporan Hasil Pemeriksaan Audit dan tindak lanjut hasil audit (Internal/Eksternal). | Dilaksanakan sesuai ketentuan dan tepat waktu sesuai target | <i>Review</i> Laporan Hasil Pemeriksaan Audit internal dan eksternal dilaksanakan sesuai dengan ketentuan dan tepat waktu sesuai target | 1 | 12.5 | 12.5 |
| | | Pelaksanaan Hasil Penilaian <i>Self Assessment</i> Tata Kolola/GCG | Dilaksanakan sesuai ketentuan dan tepat waktu sesuai target. (setiap semester) | Penilaian <i>Self Assessment</i> GCG dilaksanakan setiap Semester sesuai dengan ketentuan dan tepat waktu sesuai target | 1 | 12.5 | 12.5 |
| | | Pelaksanaan <i>Review</i> Laporan Profil Risiko, Hasil <i>Review</i> Laporan Fungsi Kepatuhan, Hasil <i>Review</i> Laporan tingkat kesehatan Bank | Dilaksanakan sesuai ketentuan dan tepat waktu sesuai target. (setiap semester) | Pelaksanaan <i>Review</i> atas Laporan Profil Risiko dan Fungsi Kepatuhan serta tingkat kesehatan Bank dilaksanakan setiap Semester sesuai target | 1 | 12.5 | 12.5 |
| Sub Total | | | | | | 50.00 | 45.75 |
| 2 | Pengawasan Aktif Dewan Komisaris | Jumlah Rapat | Rapat Internal Dekom minimal 12 kali dalam setahun (tiap semester 6 kali rapat) | Pelaksanaan Rapat Dekom terlaksana 8 kali. Dan Rapat Dekom dengan Direksi terlaksana 11 kali rapat | 1 | 12.5 | 12.5 |
| | | | Rapat Dekom dengan Direksi minimal terlaksana 6 kali dalam setahun (tiap semester 3 kali rapat) | Pelaksanaan rapat Dekom dan Direksi terlaksana 8 Kali | 1 | 12.5 | 12.5 |
| | | Mengikuti kegiatan evaluasi kinerja cabang dan unit kerja | Mengikuti kegiatan evaluasi kinerja cabang-cabang/unit kerja (Setiap triwulan) | Pelaksanaan kegiatan evaluasi kinerja cabang/unit kerja terlaksana sesuai target | 1 | 15 | 15 |
| | | Kunjungan ke cabang dalam rangka melaksanakan fungsi pengawasan | Minimal 3 x dalam setahun | Pelaksanaan Kunjungan ke cabang terlaksana sesuai target | 1 | 10 | 10 |
| Sub Total | | | | | | 50.00 | 50.00 |
| TOTAL | | | | | | 100.00 | 95.75 |

INDIKATOR PENILAIAN KINERJA DEWAN KOMISARIS

| Total Penilaian | Keterangan |
|-----------------|-------------|
| Nilai 80 - 100 | Sangat Baik |
| Nilai 70 - < 80 | Baik |
| Nilai 55 - < 70 | Cukup Baik |
| Nilai < 55 | Kurang Baik |

| Aspect | Indicator | Target | Realization | Score | Value (%) | Final Score |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|-------------|
| Passive supervision of Board of Commissioners | Implementation of a review of the Bank's business & financial performance report | Held at each Board of Commissioners & Board of Directors meeting on target, which is 2 months (once a year 6x/3x in 1 semester) | Review of business & financial performance reports carried out 4 times | 0.66 | 12.5 | 8.25 |
| | Implementation of Review Reports on Audit Inspection Results and follow-up on audit results (Internal/External). | Implemented according to the provisions and on time according to the target | Review of Audit Reports Internal and external audits are carried out in accordance with the provisions and on time as targeted | 1 | 12.5 | 12.5 |
| | Implementation of the Result of the GCG Self-Assessment | Implemented according to the provisions and on time according to the target. (every semester) | GCG Self-Assessment is carried out every Semester in accordance with the provisions and on time on target | 1 | 12.5 | 12.5 |
| | Implementation of Risk Profile Report Review, Compliance Function Report Review Results, Review Report on Bank soundness level | Implemented according to the provisions and on time according to the target. (Every semester) | The Review of the Risk Profile and Compliance Function Report and the Bank's soundness level are conducted every Semester according to the target | 1 | 12.5 | 12.5 |
| | | | | Sub Total | 50.00 | 45.75 |
| Active supervision of Board of Commissioners | Number of Meetings | Internal Meetings of Board of Commissioners at least 12 times a year (6 meetings in every semester) | The Board of Commissioners Meeting was held 8 times, and the Meeting with the Board of Directors was held 11 times | 1 | 12.5 | 12.5 |
| | | The Board of Commissioners' meeting with the Board of Directors is held at least 6 times a year (3 meetings in every semester) | The Board of Directors and Board of Directors meetings were held 8 times | 1 | 12.5 | 12.5 |
| Active supervision of Board of Commissioners | Following the performance evaluation of branch and work unit performance | Participate in the performance evaluation of branches/work units (quarterly) | The performance evaluation of branch/work unit performance is carried out according to the target | 1 | 15 | 15 |
| | Visit to the branch in order to carry out the supervisory function | At least 3 times a year | Visit to branch is carried out according to target | 1 | 10 | 10 |
| | | | | Sub Total | 50.00 | 50.00 |
| | | | | TOTAL | 100.00 | 95.75 |

PERFORMANCE ASSESSMENT INDICATORS OF BOARD OF COMMISSIONERS

| Total Assessment | Description |
|--------------------|-------------|
| Score of 80 - 10 | Excellent |
| Score of 70 - < 80 | Good |
| Score of 55 - < 70 | Average |
| Score of < 55 | Poor |

Hasil evaluasi kinerja Dewan Komisaris menjadi bahan pertimbangan untuk mengambil langkah perbaikan dalam peningkatan kinerja anggota Dewan Komisaris dan Komite-Komite di bawah Dewan Komisaris, serta merupakan salah satu dasar pertimbangan bagi Komite Nominasi dan Remunerasi dalam memberikan rekomendasi untuk mengangkat kembali anggota Dewan Komisaris dan untuk menyusun struktur remunerasi bagi Dewan Komisaris.

Selain melakukan penilaian secara *self assessment*, sesuai Undang-undang Perseroan Terbatas dan Peraturan perundangan yang berlaku Dewan Komisaris juga wajib menyampaikan Laporan Pengawasan kepada Rapat Umum Pemegang Saham (RUPS) untuk disahkan.

LAPORAN PENGAWASAN DEWAN KOMISARIS

Laporan Pengawasan Dewan Komisaris adalah sekurang-kurangnya antara lain :

1. Pelaksanaan tugas dan kegiatan beserta Komite-Komitennya sesuai Peraturan perundangan.
2. Komitmen dalam pencapaian Rencana bisnis dan memajukan Perseroan.
3. Ketaatan terhadap peraturan perundang-undangan serta kebijakan Perseroan.

The results of the performance assessment of the Board of Commissioners are taken into consideration to take corrective steps in improving the performance of members of the Board of Commissioners and Committees under the Board of Commissioners, and are one of the basic considerations for the Nomination and Remuneration Committee in providing recommendations to reappoint members of the Board of Commissioners and to prepare remuneration structure for the Board of Commissioners.

In addition to conducting a self-assessment, in accordance with the Limited Liability Company Law and the prevailing laws and regulations, the Board of Commissioners is also required to submit a Supervision Report to the General Meeting of Shareholders (GMS) for approval.

BOARD OF COMMISSIONERS' SUPERVISORY REPORT

The Board of Commissioners' Supervisory Report at least includes:

1. Implementation of duties and activities along with those of the Committees in accordance with the prevailing laws and regulations.
2. Commitment to achieving business plans and advancing the Company.
3. Compliance with the laws and regulations and Company's policies.