



**TATA KELOLA
PERUSAHAAN
CORPORATE
GOVERNANCE**

KOMITMEN PENERAPAN TATA KELOLA BANK COMMONWEALTH

Implementation of Corporate Governance in Commonwealth Bank



Penerapan *Good Corporate Governance* menjadi bukti kepatuhan Bank Commonwealth terhadap peraturan yang berlaku serta kebutuhan demi mengikuti perkembangan iklim usaha.

The implementation of Good Corporate Governance demonstrates Commonwealth Bank's compliance to prevailing regulations and is necessary in order to keep up with development of business condition.

Bank Commonwealth berupaya untuk terus meningkatkan penerapan *Good Corporate Governance* (GCG) dari tahun ke tahun. Bank memiliki komponen-komponen yang mendukung penerapan praktik tata kelola yang baik di seluruh jenjang organisasi yang mengacu pada prinsip-prinsip GCG yaitu *transparency, accountability, responsibility, independency* dan *fairness*.

Prinsip-prinsip ini dijadikan sebagai landasan dalam proses pengambilan keputusan dan pengembangan usaha demi menciptakan keseimbangan antara efektivitas operasional, peningkatan kinerja keuangan dan kontribusi Bank di masyarakat.

Commonwealth Bank strives to continuously improve the implementation of Good Corporate Governance (GCG). The Bank has components that support the implementation of good governance practices at all organisational levels, referring to the GCG principles; transparency, accountability, responsibility, independence and fairness.

These principles act as a foundation in the decision-making process and business development to create a balance of operational effectiveness, improving financial performance and the Bank's contribution to society.

DASAR PENERAPAN TATA KELOLA

Basis Of Governance Application

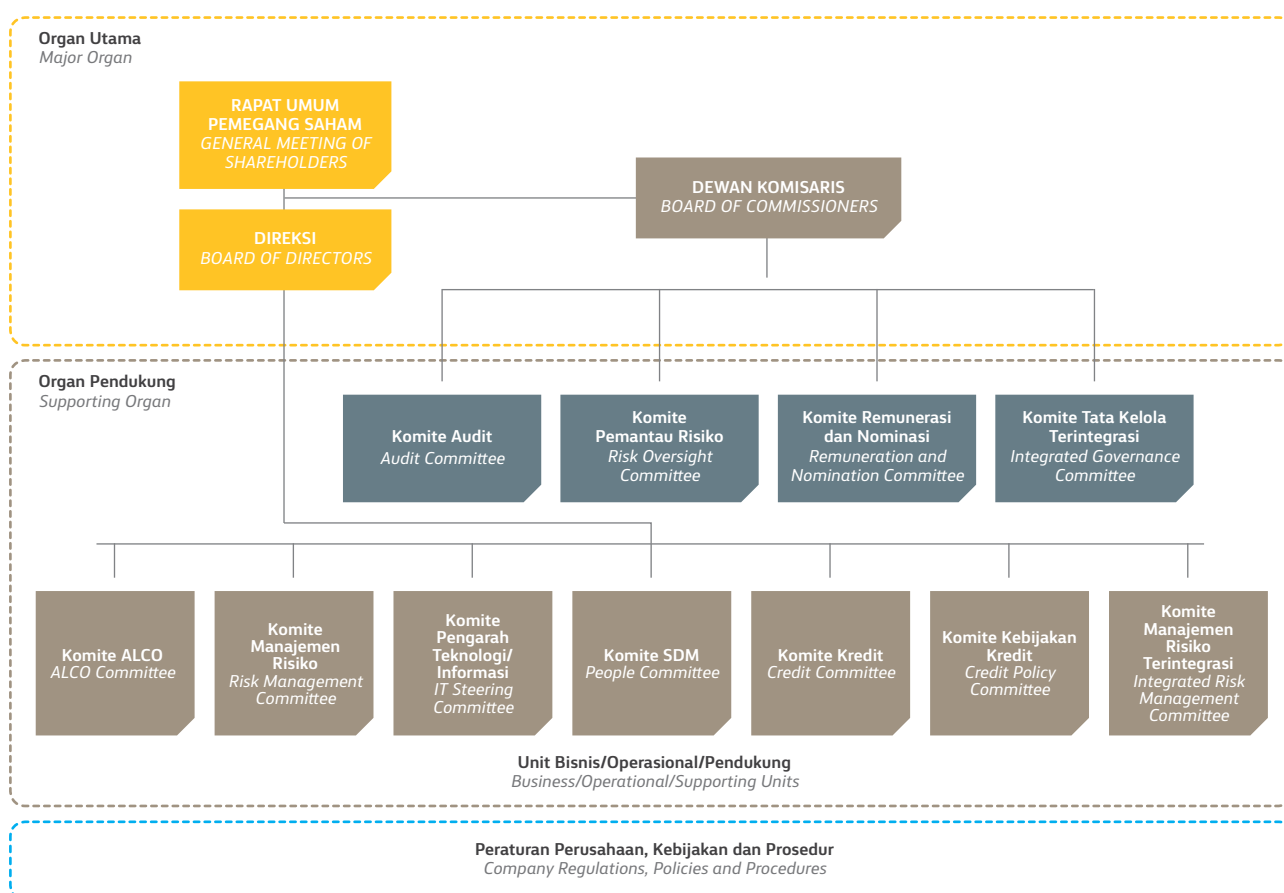
Bank Commonwealth memiliki kebijakan tata kelola yang menjadi rujukan dalam pelaksanaan prinsip-prinsip tata kelola perusahaan yang baik. Kebijakan tata kelola disusun dengan mengacu pada peraturan perundang-undangan antara lain Undang-undang Perseroan Terbatas, Peraturan Otoritas Jasa Keuangan, Peraturan Bank Indonesia, Pedoman GCG Perbankan Indonesia yang diterbitkan oleh Komite Nasional Kebijakan Governance (KNKG) dan Anggaran Dasar Bank.

Commonwealth Bank has the corporate governance policy as a reference in the implementation of good corporate governance. The corporate governance is arranged in reference to laws and regulations including the Limited Liability Company Law, Financial Services Authority Regulations, Bank Indonesia Regulations, Indonesian Banking GCG Guidelines issued by the National Committee on Governance (KNKG) and the Bank's Articles of Associations.

STRUKTUR DAN MEKANISME GCG GCG STRUCTURE AND MECHANISM

Mekanisme pelaksanaan GCG dilakukan melalui penyusunan dan penerapan kebijakan, kode etik dan *Standard Operating Procedure* (SOP) yang harus dipatuhi oleh seluruh karyawan di semua tingkat organisasi dalam menjalankan kegiatan operasional Bank.

Mechanism of GCG implementation is conducted through the formulation and application of policies, code of ethics and standard operating procedures (SOPs) that all employees must meet at all levels of the organisation in carrying out Bank's operational activities.



GCG diimplementasikan melalui 3 (tiga) organ utama Bank yang terdiri dari Rapat Umum Pemegang Saham (RUPS), Dewan Komisaris, dan Direksi, sebagaimana yang diatur dalam Undang-undang No. 40 tahun 2007 tentang Perseroan Terbatas. Untuk mengoptimalkan fungsi organ utama dalam struktur tata kelola Bank, praktik penerapan tata kelola perusahaan oleh Dewan Komisaris dan Direksi

The implementation of GCG is conducted through the Bank's 3 (three) major organs consisting of General Meeting of Shareholders (GMS), the Board of Commissioners, and the Board of Directors, as regulated in Law No. 40 of 2007 on Limited Liability Companies. To optimise the major organs function in the Bank's corporate governance structure, the Board of Commissioners and the Board of Directors are

dibantu oleh organ-organ pendukung yaitu komite-komite di tingkat Dewan Komisaris dan Direksi, satuan kerja independen dan Sekretaris Perseroan.

Penerapan GCG

Penerapan GCG Bank dilakukan dengan integritas yang kuat sehingga prinsip-prinsip GCG dapat dilaksanakan pada setiap tingkatan organisasi pada kegiatan usaha Bank. Penerapan prinsip GCG dilakukan secara komprehensif dan terstruktur atas aspek-aspek *governance structure*, *governance process* dan *governance outcome*.

Penilaian Penerapan GCG

Penilaian penerapan GCG Bank mengacu pada peraturan OJK No. 55/POJK.03/2016 dan Surat Edaran OJK (SEOJK) No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum. Penilaian tata kelola dilakukan terhadap 11 (sebelas) faktor penilaian pelaksanaan GCG yaitu:

1. Pelaksanaan tugas dan tanggung jawab Direksi;
2. Pelaksanaan tugas dan tanggung jawab Dewan Komisaris;
3. Kelengkapan dan pelaksanaan tugas Komite;
4. Penanganan Benturan Kepentingan;
5. Penerapan Fungsi Kepatuhan Bank;
6. Penerapan Fungsi Audit Intern;
7. Penerapan Fungsi Audit Ekstern;
8. Penerapan Manajemen Risiko termasuk Sistem Pengendalian Intern;
9. Penyediaan dana kepada pihak terkait (*related party*) dan penyediaan dana besar (*large exposures*);
10. Transparansi kondisi keuangan dan non keuangan, laporan pelaksanaan GCG dan pelaporan internal;
11. Rencana Strategis Bank.

Berikut penilaian sendiri (*self-assessment*) GCG Bank Commonwealth selama tahun 2018:

assisted by supporting organs, i.e., the committees at the Board of Commissioners and Board of Directors, by independent working units and by Corporate Secretary.

GCG Implementation

The Bank's GCG implementation is conducted with integrity so that the GCG principles can be implemented at every level of the organisation in the Bank business activities. The application of the GCG principles is comprehensively carried out on aspects of governance structure, governance process and governance outcomes.

GCG Self-Assessment

The assessment of the implementation of Bank's GCG refers to OJK regulation No. 55/POJK.03/2016 and OJK Circular Letter (SEOJK) No. 13/SEOJK.03/2017 concerning Implementation of Governance for Commercial Banks. The governance assessment is conducted on 11 (eleven) evaluation factors for GCG implementation, namely:

1. *Implementation of duties and responsibilities of the Board of Directors;*
2. *Implementation of duties and responsibilities of the Board of Commissioners;*
3. *Completeness and performance of the Committee's duties;*
4. *Handling of Conflict of Interest;*
5. *Implementation of the Bank Compliance Function;*
6. *Implementation of the Internal Audit Function;*
7. *Implementation of the External Audit Function;*
8. *Implementation of Risk Management, including Internal Control Systems;*
9. *Provision of funds to related parties and large exposures;*
10. *Transparency of financial and non-financial conditions, GCG implementation reports and internal reportings;*
11. *The Bank's Strategic Plan.*

Commonwealth Bank's GCG assessment results for 2018 are as follows:

Hasil Penilaian Sendiri (Self-Assessment) Pelaksanaan GCG			
Posisi: Desember 2018			
Self Assessment of GCG Implementation			
Position: December 2018			
Entitas Entity	Peringkat Rank	Definisi Peringkat Definition of Rank	
Bank	2 (Baik) 2 (Good)	Manajemen Bank telah melakukan penerapan GCG yang secara umum baik dan pemenuhan atas prinsip-prinsip GCG sudah memadai. Kelemahan penerapan prinsip GCG secara umum kurang signifikan dalam kegiatan operasional dan dapat diselesaikan dengan baik oleh manajemen Bank.	The Bank's management has generally implemented GCG well and is sufficient in following the GCG principles. The weakness in implementing the GCG principles in general is not significant within its operational activities, and the Bank's management can resolve them well.

Analisis	Analysis
<p>Governance Structure</p> <ul style="list-style-type: none"> - Struktur organisasi memadai untuk mendukung penerapan manajemen risiko dan pengendalian risiko. - Komposisi Direksi, Dewan Komisaris dan komite-komite memadai dan sesuai dengan peraturan. - Tugas, tanggung jawab dan fungsi masing-masing organ ditetapkan dalam kebijakan dan charter. Bank memiliki kebijakan dan prosedur sebagai acuan yang mendukung kegiatan operasional Bank. 	<p>Governance Structure</p> <ul style="list-style-type: none"> - <i>The organisational structure is sufficient to support the implementation of risk management and risk controls.</i> - <i>The compositions of the Boards of Directors and Commissioners as well as committees are in accordance with regulations.</i> - <i>Duties, responsibilities and functions of each organ are stipulated in policies and charters. The Bank has policies and procedures as references that support the Bank's operational activities.</i>

Analisis	Analysis
<ul style="list-style-type: none"> - Bank memiliki kebijakan-kebijakan yang mendukung pelaksanaan GCG, antara lain kebijakan hadiah dan hiburan, kebijakan benturan kepentingan dan kebijakan anti korupsi dan penyuaian. - Satuan kerja yang terdiri dari Satuan Kerja Kepatuhan, Satuan Kerja Audit Internal dan Satuan Kerja Manajemen Risiko merupakan satuan kerja independen dari fungsi-fungsi operasional. - Bank menyediakan fasilitas <i>training</i>/pelatihan baik dalam bentuk <i>e-learning</i> maupun kelas kepada seluruh karyawan, anggota Direksi dan Dewan Komisaris yang didukung dengan kebijakan pelatihan dan pengembangan karyawan. 	<ul style="list-style-type: none"> - <i>The Bank has policies that support the GCG implementation, among others are the policies of receiving gifts and entertainment, conflict of interest and anti-corruption and bribery.</i> - <i>Working units of Compliance Unit, the Internal Audit Unit and the Risk Management Unit are independent in terms of operational functions.</i> - <i>The Bank provides trainings in the form of e-learning and in-class to all employees, members of the Boards of Directors and Commissioners supported by employee training and development policies.</i>
<p>Governance Process</p> <ul style="list-style-type: none"> - Direksi, Dewan Komisaris dan organ-organ lainnya telah menjalankan tugas dan tanggung jawabnya didukung dengan <i>charter</i> dan pembagian tugas dan tanggung jawab yang jelas. - Direksi, Dewan Komisaris dan komite menyelenggarakan rapat sesuai ketentuan. - Penerapan manajemen risiko dan pengendalian intern dilakukan secara menyeluruh sehingga dapat mengelola risiko-risiko yang mungkin timbul. - Bank memberikan pelatihan/training kepada seluruh karyawan secara berkesinambungan untuk berbagai area. - Direksi mengkomunikasikan strategi Bank kepada seluruh karyawan melalui <i>President Director Message email blast</i> dan <i>roadshow</i> ke cabang-cabang. - Kajian atas rencana produk/layanan dan proposal kebijakan dilakukan sebelum produk/layanan atau kebijakan diluncurkan/diimplementasikan. - Komunikasi kebijakan-kebijakan pendukung pelaksanaan GCG dilakukan kepada unit-unit terkait melalui email. 	<p>Governance Process</p> <ul style="list-style-type: none"> - <i>The Board of Directors, Commissioners and other organs have carried out their duties and responsibilities supported by respective charters and have clear division of duties and responsibilities.</i> - <i>The Board of Directors, Commissioners and committees held meetings in accordance with regulations.</i> - <i>Implementation of risk management and internal control is carried out thoroughly in order to manage risks.</i> - <i>The Bank provides trainings to all employees on an ongoing basis for various areas.</i> - <i>The Board of Directors communicates the Bank strategy to all employees through the President Director Message email blasts and roadshows to branches.</i> - <i>Review of product/service plans and policy proposal is carried out before the product/service or policy is launched.</i> - <i>Communication of policies in support of GCG implementation is carried out to related units via email.</i>
<p>Governance Outcome</p> <ul style="list-style-type: none"> - Kinerja Bank yang positif didukung dengan manajemen risiko dan permodalan yang memadai serta kepatuhan yang baik. - Direksi, Dewan Komisaris termasuk komite-komite telah melaksanakan tugas dan tanggung jawabnya sesuai dengan ketentuan. - Tidak terdapat pelanggaran Batas Maksimum Pemberian Kredit kepada pihak terkait Bank, dan tidak terdapat kondisi benturan kepentingan yang merugikan Bank. - Transparansi kondisi keuangan dan non keuangan telah dilakukan sesuai dengan ketentuan yang didukung dengan situs web dan sosial media. 	<p>Governance Outcome</p> <ul style="list-style-type: none"> - <i>The Bank's positive performance is supported by adequate risk management and capital as well as sufficient compliance practices.</i> - <i>The Boards of Directors and Commissioners including committees have carried out their duties and responsibilities in accordance with the applicable regulations.</i> - <i>There has been no violation of Maximum Credit Limit Provision for parties related to the Bank, and there is no conflict of interest that harms the Bank.</i> - <i>Transparency of financial and non-financial conditions has been disclosed based on the applicable provisions supported by the website and social media.</i>

RAPAT UMUM PEMEGANG SAHAM (RUPS)

General Meeting of Shareholders (GMS)

Sebagai organ tertinggi dalam struktur tata kelola perusahaan di Bank, Rapat Umum Pemegang Saham (RUPS) merupakan wadah pemegang saham dalam pengambilan keputusan sebagaimana yang ditetapkan dalam peraturan perundang-undangan dan Anggaran Dasar Bank.

Sesuai dengan ketentuan Undang-Undang (UU) No. 40 tahun 2007 tentang Perseroan Terbatas, RUPS terdiri dari RUPS Tahunan (RUPST) yang diselenggarakan 1 (satu) kali dalam setahun dan RUPS Luar Biasa (RUPSLB) yang diselenggarakan sesuai kebutuhan Bank.

As the organ with the highest position in the Bank's corporate governance structure, the General Meeting of Shareholders (GMS) acts as a forum for the shareholders in making the resolutions as stipulated in applicable laws and regulations and the Bank's Articles of Association.

In accordance with the Law provisions No. 40 of 2007 concerning Limited Liability Companies, the GMS consists of the Annual GMS (AGMS) held 1 (one) time per annum and the Extraordinary GMS (EGMS) held according to the Bank's needs.

RUPS TAHUN 2018 GMS IN 2018

Selama tahun 2018, Bank Commonwealth telah melakukan 1 (satu) kali Rapat Umum Pemegang Saham (RUPS) Tahunan dan 6 (enam) kali RUPS Luar Biasa dengan beberapa keputusan sebagai berikut:

Throughout 2018, Commonwealth Bank held 1 (one) time of the Annual General Meeting of Shareholders (GMS) and 6 (six) times of the Extraordinary General Meeting of Shareholders with the following resolutions:

No.	Tanggal Keputusan <i>Resolution Date</i>	Nomor Akta Keputusan <i>Decree Number</i>	Ringkasan Keputusan <i>Summary of Resolution</i>								
RUPS Tahunan <i>Annual GMS</i>											
1	23 Mei 2018 <i>23 May 2018</i>	SHS/RES/2018/IV/003	<p>a. Menyetujui Laporan Tahunan Perseroan dan mengesahkan Laporan Keuangan Perseroan untuk tahun yang berakhir pada tanggal 31 Desember 2017 <i>Approved the Company's Annual Report and ratify the Company's Financial Report for the year ending on 31 December 2017</i></p> <p>b. Menyetujui penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada 31 Desember 2017 sebesar Rp. 78,572,462,820 (tujuh puluh delapan miliar lima ratus tujuh puluh dua juta empat ratus enam puluh dua ribu delapan ratus dua puluh Rupiah) akan dibukukan sebagai laba yang ditahan untuk memperkuat struktur permodalan Perseroan; <i>Approved the use of the Company's net profit for the financial year ended 31 December 2017 of Rp. 78,572,462,820 (seventy eight billion five hundred seventy two million four hundred sixty two thousand eight hundred twenty Rupiah) that will be recorded as retained earning to strengthen the Company's capital structure;</i></p> <p>c. Memberikan pembebasan dan pelunasan secara penuh kepada Direksi dan Dewan Komisaris atas pelaksanaan tugas dan tanggungjawabnya dalam pengurusan dan pengawasan Perseroan yang dilakukan dalam tahun buku tersebut sepanjang tindakan-tindakan tersebut tercermin dalam Laporan Tahunan dan Laporan Keuangan Perseroan; <i>Gave the full release of responsibility to the Board of Directors and Board of Commissioners for the implementation of their duties and responsibilities in the management and supervision of the Company carried out during the financial year insofar as these actions are reflected in the Annual Report and the Company's Financial Statements;</i></p> <p>d. Memberikan kewenangan kepada Dewan Komisaris untuk menunjuk dan/atau mengganti auditor independen untuk mengaudit Laporan Keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 dan untuk menentukan syarat-syarat dan ketentuan-ketentuan penunjukan tersebut dengan wajib memperhatikan rekomendasi dari Komite Audit Perseroan; <i>Gave authority to the Board of Commissioners to appoint and / or replace the independent auditor to audit the Company's Financial Statements for the financial year ended 31 December 2018 and to determine the terms and conditions of the appointment by paying attention to the recommendation of the Company's Audit Committee;</i></p>								
RUPS Luar Biasa <i>Extraordinary GMS</i>											
1	5 April 2018 <i>5 April 2018</i>	SHS/RES/2018/IV/001	<p>a. Menerima pengunduran diri Ibu Mutia Nilawati Dewi, efektif sejak 1 Maret 2018 dengan hari terakhir bekerja pada 28 Februari 2018 dan untuk memberikan pembebasan dan pelunasan secara penuh (<i>acquit et de charge</i>) dari tugas dan tanggung jawab selama masa jabatannya sebagai Chief of Compliance; <i>Accepted the resignation of Ms. Mutia Nilawati Dewi, effective from 1 March 2018 with the last day of work on 28 February 2018 and gave the full release of responsibility (acquit et de charge) of duties and responsibilities during her position as Chief of Compliance;</i></p> <p>b. Menyetujui pengangkatan Ibu Thio Suci sebagai Direktur Kepatuhan Perseroan, terhitung efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK); <i>Approved the appointment of Ms. Thio Suci as the Company's Compliance Director, effective since the approval of the Financial Services Authority (OJK);</i></p> <p>Komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>The composition of the Board of Commissioners and Directors of the Company is as follows:</i></p> <table border="1"> <tr> <td>Presiden Komisaris <i>President Commissioner</i></td> <td>Coenraad Johannes Jonker</td> </tr> <tr> <td>Wakil Presiden Komisaris <i>Vice President Commissioner</i></td> <td>Andrew Farmer</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Suwartini</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Khairil Anwar</td> </tr> </table>	Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer	Komisaris Independen <i>Independent Commissioner</i>	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar
Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker										
Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer										
Komisaris Independen <i>Independent Commissioner</i>	Suwartini										
Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar										

No.	Tanggal Keputusan <i>Resolution Date</i>	Nomor Akta Keputusan <i>Decree Number</i>	Ringkasan Keputusan <i>Summary of Resolution</i>																		
			Direktur Utama <i>President Director</i> Lauren Sulistiawati																		
			Direktur <i>Director</i> Ida Apulia Simatupang																		
			Direktur <i>Director</i> Tjioe Mei Tjuen																		
			Direktur <i>Director</i> Rustini Dewi																		
			Direktur <i>Director</i> Stephen Vile																		
			Direktur Kepatuhan <i>Compliance Director</i> Thio Sucy																		
2	27 April 2018	SHS/RES/2018/IV/002	<p>a. Menyetujui perubahan masa jabatan Direksi dari 3 (tiga) tahun menjadi 5 (lima) tahun, dengan ketentuan bahwa masa jabatan untuk Direksi yang menjabat saat ini tetap berlaku selama 3 (tiga) tahun sampai akhir masa jabatannya; <i>Approved the change to the Board of Directors term of office from 3 (three) years to 5 (five) years, provided that the term of office for the current Board of Directors remains valid for 3 (three) years until the end of the term of office;</i></p> <p>b. Menyetujui amandemen Pasal 13 ayat (2) Anggaran Dasar Perseroan, sehingga menjadi sebagai berikut: <i>Approved amendment to Article 13 paragraph (2) of the Company's Articles of Association, so as to change as follows:</i></p> <p>Pasal 13/Article 13 2. Anggota Direksi diangkat oleh RUPS, untuk jangka waktu 5 (lima) tahun dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu. <i>Members of the Board of Directors are appointed by the GMS, for a period of 5 (five) years without reducing to the right of the GMS to dismiss them at any time.</i></p>																		
3	3 Oktober 2018 <i>3 October 2018</i>	SHS/RES/2018/X/004	<p>a. Menyetujui pengangkatan kembali Ibu Suwartini sebagai Komisaris Independen Perseroan untuk jangka waktu 3 (tiga) tahun terhitung sejak tanggal 7 November 2018; <i>Approved the reappointment of Ms. Suwartini as the Company's Independent Commissioner for a period of 3 (three) years from 7 November 2018;</i></p> <p>b. Menyetujui pengangkatan kembali Bapak Khairil Anwar sebagai Komisaris Independen Perseroan untuk jangka waktu 3 (tiga) tahun terhitung sejak tanggal 20 Mei 2019. <i>Approved the reappointment of Mr. Khairil Anwar as the Company's Independent Commissioner for a period of 3 (three) years from 20 May 2019.</i></p>																		
4	16 Oktober 2018 <i>16 October 2018</i>	SHS/RES/2018/X/005	<p>Menerima pengunduran diri Bapak Stephen Vile, dengan hari terakhir bekerja pada tanggal 21 Oktober 2018 dan memberikan pembebasan dan pelunasan secara penuh (<i>acquit et de charge</i>) dari tugas dan tanggung jawab selama masa jabatannya sebagai Direktur; <i>Accepted the resignation of Mr. Stephen Vile, with the last day working on 21 October 2018 and granted full release and repayment (acquit et de charge) of duties and responsibilities during his term of office as Director;</i></p> <p>Komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>The composition of the Board of Commissioners and Directors of the Company is as follows:</i></p> <table border="0"> <tr> <td>Presiden Komisaris <i>President Commissioner</i></td> <td>Coenraad Johannes Jonker</td> </tr> <tr> <td>Wakil Presiden Komisaris <i>Vice President Commissioner</i></td> <td>Andrew Farmer</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Suwartini</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Khairil Anwar</td> </tr> <tr> <td>Direktur Utama <i>President Director</i></td> <td>Lauren Sulistiawati</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Ida Apulia Simatupang</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Tjioe Mei Tjuen</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Rustini Dewi</td> </tr> <tr> <td>Direktur Kepatuhan <i>Compliance Director</i></td> <td>Thio Sucy</td> </tr> </table>	Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer	Komisaris Independen <i>Independent Commissioner</i>	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar	Direktur Utama <i>President Director</i>	Lauren Sulistiawati	Direktur <i>Director</i>	Ida Apulia Simatupang	Direktur <i>Director</i>	Tjioe Mei Tjuen	Direktur <i>Director</i>	Rustini Dewi	Direktur Kepatuhan <i>Compliance Director</i>	Thio Sucy
Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker																				
Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer																				
Komisaris Independen <i>Independent Commissioner</i>	Suwartini																				
Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar																				
Direktur Utama <i>President Director</i>	Lauren Sulistiawati																				
Direktur <i>Director</i>	Ida Apulia Simatupang																				
Direktur <i>Director</i>	Tjioe Mei Tjuen																				
Direktur <i>Director</i>	Rustini Dewi																				
Direktur Kepatuhan <i>Compliance Director</i>	Thio Sucy																				
5	6 Desember 2018 <i>6 December 2018</i>	SHS/RES/2018/XII/006	<p>Menyetujui pengangkatan kembali Ibu Sulistiawati (Lauren Sulistiawati) sebagai Presiden Direktur Perseroan untuk jangka waktu 5 (lima) tahun terhitung sejak tanggal 15 Februari 2019. <i>Approved the reappointment of Ms. Sulistiawati (Lauren Sulistiawati) as President Director of the Company for a period of 5 (five) years from 15 February 2019.</i></p>																		

No.	Tanggal Keputusan Resolution Date	Nomor Akta Keputusan Decree Number	Ringkasan Keputusan Summary of Resolution																		
6	6 Desember 2018 6 December 2018	SHS/RES/2018/XII/007	<p>a. Menyetujui pengunduran diri Bpk. Coenraad Johannes Jonker sebagai Presiden Komisaris Perseroan, efektif sejak 7 Desember 2018; <i>Approved the resignation of Mr. Coenraad Johannes Jonker as President Commissioner of the Company, effective from 7 December 2018;</i></p> <p>b. Menyetujui pengangkatan Bpk. David Cohen sebagai Presiden Komisaris Perseroan, terhitung efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK); <i>Approved the appointment of Mr. David Cohen as President Commissioner of the Company, effective since the approval from the Financial Services Authority (OJK);</i></p> <p>c. Menyetujui pengunduran diri Bpk. Andrew Farmer sebagai Wakil Presiden Komisaris Perseroan, efektif sejak 7 Desember 2018; <i>Approved the resignation of Mr. Andrew Farmer as the Vice President Commissioner of the Company, effective from 7 December 2018;</i></p> <p>d. Menyetujui pengangkatan Bpk. Stephen Vile sebagai Wakil Presiden Komisaris Perseroan, terhitung efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK); <i>Approved the appointment of Mr. Stephen Vile as Vice President Commissioner of the Company, effective since the approval from the Financial Services Authority (OJK);</i></p> <p>e. Komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>The composition of the Board of Commissioners and Directors of the Company is as follows:</i></p> <table border="1"> <tbody> <tr> <td>Presiden Komisaris <i>President Commissioner</i></td> <td>David Cohen*)</td> </tr> <tr> <td>Wakil Presiden Komisaris <i>Vice President Commissioner</i></td> <td>Stephen Vile*)</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Suwartini</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Khairil Anwar</td> </tr> <tr> <td>Direktur Utama <i>President Director</i></td> <td>Lauren Sulistiawati</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Ida Apulia Simatupang</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Tjioe Mei Tjue</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Rustini Dewi</td> </tr> <tr> <td>Direktur Kepatuhan <i>Compliance Director</i></td> <td>Thio Sucy</td> </tr> </tbody> </table>	Presiden Komisaris <i>President Commissioner</i>	David Cohen*)	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Stephen Vile*)	Komisaris Independen <i>Independent Commissioner</i>	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar	Direktur Utama <i>President Director</i>	Lauren Sulistiawati	Direktur <i>Director</i>	Ida Apulia Simatupang	Direktur <i>Director</i>	Tjioe Mei Tjue	Direktur <i>Director</i>	Rustini Dewi	Direktur Kepatuhan <i>Compliance Director</i>	Thio Sucy
Presiden Komisaris <i>President Commissioner</i>	David Cohen*)																				
Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Stephen Vile*)																				
Komisaris Independen <i>Independent Commissioner</i>	Suwartini																				
Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar																				
Direktur Utama <i>President Director</i>	Lauren Sulistiawati																				
Direktur <i>Director</i>	Ida Apulia Simatupang																				
Direktur <i>Director</i>	Tjioe Mei Tjue																				
Direktur <i>Director</i>	Rustini Dewi																				
Direktur Kepatuhan <i>Compliance Director</i>	Thio Sucy																				

*) Efektif memperoleh persetujuan OJK masing-masing per tanggal 8 Maret 2019 dan 25 Februari 2019.
Effective as per the Financial Services Authority's approvals on 8 March 2019 and 25 February 2019 respectively.

RUPS TAHUN 2017 ANNUAL GMS 2017

Bank Commonwealth telah melaksanakan keputusan Rapat Umum Pemegang Saham (RUPS) tahunan dan Rapat Umum Pemegang Saham Luar Biasa (RUPSLB) yang dilakukan selama tahun 2017.

Commonwealth Bank has conducted the Annual General Meeting of Shareholders (AGMS) and Extraordinary General Meeting of Shareholders (EGMS) during 2017.

No.	Tanggal Keputusan Resolution Date	Nomor Akta Keputusan Decree Number	Ringkasan Keputusan Summary of Resolution	Pelaksanaan Implementation
RUPS Tahunan <i>Annual GMS</i>				
1.	24 Mei 2017 24 May 2017	SHR/RES/2017/VI/002	a. Menyetujui Laporan Tahunan Perseroan dan mengesahkan Laporan Keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2016; <i>Approved the Company's Annual Report and ratify the Company's Financial Report for the financial year ending on 31 December 2016;</i>	Telah direalisasikan pada tahun 2017 <i>Have been realized in 2017</i>

No.	Tanggal Keputusan <i>Resolution Date</i>	Nomor Akta Keputusan <i>Decree Number</i>	Ringkasan Keputusan <i>Summary of Resolution</i>	Pelaksanaan <i>Implementation</i>																				
			<p>b. Memberikan pembebasan dan pelunasan secara penuh kepada Direksi dan Dewan Komisaris atas pelaksanaan tugas dan tanggung jawabnya dalam pengurusan dan pengawasan Perseroan yang dilakukan dalam tahun buku tersebut; <i>Granted full release of responsibility to the Board of Directors and Board of Commissioners for the implementation of their duties and responsibilities in the management and supervision of the Company carried out in the financial year;</i></p> <p>c. Memberikan kewenangan kepada Dewan Komisaris untuk menunjuk dan/atau mengganti auditor independen untuk mengaudit Laporan Keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2017. <i>Granted the authority to the Board of Commissioners to appoint and/or replace the independent auditor to audit the Company's Financial Statements for the financial year ending on 31 December 2017.</i></p>																					
RUPS Luar Biasa																								
EGMS																								
1.	31 Maret 2017 <i>31 March 2017</i>	SHS/RES/2017/III/001	Menyetujui pengunduran diri Bpk. Adhiputra Tanoyo sebagai Direktur Bank efektif sejak 31 Maret 2017 <i>Approved the resignation of Mr. Adhiputra Tanoyo as Bank Director effective since 31 March 2017</i>	Telah direalisasikan pada tahun 2017 <i>Have been realized in 2017</i>																				
2.	14 Juli 2017 <i>14 July 2017</i>	SHR/RES/2017/VII/003	<p>a. Menyetujui pengunduran diri Bpk. Robert Dharsan Jesudason sebagai Presiden Komisaris Perseroan, efektif sejak 20 Juni 2017; <i>Approved the resignation of Mr. Robert Dharsan Jesudason as President Commissioner of the Company, effective since 20 June 2017;</i></p> <p>b. Menyetujui pengangkatan Bpk. Coenraad Jonker sebagai Presiden Komisaris Perseroan, efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK); <i>Approved the appointment of Mr. Coenraad Jonker as President Commissioner of the Company, effective since the approval from the Financial Services Authority (OJK);</i></p> <p>c. Sejak tanggal efektif pengunduran diri dan pengangkatan tersebut, komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>Since the effective date of the resignation and appointment, the composition of the Company's Board of Commissioners and Directors is as follows:</i></p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Presiden Komisaris <i>President Commissioner</i></td> <td>Coenraad Johannes Jonker</td> </tr> <tr> <td>Wakil Presiden Komisaris <i>Vice President Commissioner</i></td> <td>Andrew Farmer</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Suwartini</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Khairil Anwar</td> </tr> <tr> <td>Direktur Utama <i>President Director</i></td> <td>Lauren Sulistiawati</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Ida Apulia Simatupang</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Tjioe Mei Tjuen</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Rustini Dewi</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Stephen Vile</td> </tr> <tr> <td>Direktur Kepatuhan <i>Compliance Director</i></td> <td>Angeline Nangoi</td> </tr> </table>	Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer	Komisaris Independen <i>Independent Commissioner</i>	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar	Direktur Utama <i>President Director</i>	Lauren Sulistiawati	Direktur <i>Director</i>	Ida Apulia Simatupang	Direktur <i>Director</i>	Tjioe Mei Tjuen	Direktur <i>Director</i>	Rustini Dewi	Direktur <i>Director</i>	Stephen Vile	Direktur Kepatuhan <i>Compliance Director</i>	Angeline Nangoi	Telah direalisasikan pada tahun 2017 <i>Have been realized in 2017</i>
Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker																							
Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer																							
Komisaris Independen <i>Independent Commissioner</i>	Suwartini																							
Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar																							
Direktur Utama <i>President Director</i>	Lauren Sulistiawati																							
Direktur <i>Director</i>	Ida Apulia Simatupang																							
Direktur <i>Director</i>	Tjioe Mei Tjuen																							
Direktur <i>Director</i>	Rustini Dewi																							
Direktur <i>Director</i>	Stephen Vile																							
Direktur Kepatuhan <i>Compliance Director</i>	Angeline Nangoi																							
3.	17 Juli 2017 <i>17 July 2017</i>	SHR/RES/2017/VII/004	a. Menyetujui pengakhiran masa kerja dari Ibu Angeline Nangoi sebagai Direktur Kepatuhan Perseroan efektif sejak 22 Juli 2017; <i>Approved the termination of the work period of Ms. Angeline Nangoi as the Company's Compliance Director effective since 22 July 2017;</i>	Telah direalisasikan pada tahun 2017 <i>Have been realized in 2017</i>																				

No.	Tanggal Keputusan Resolution Date	Nomor Akta Keputusan Decree Number	Ringkasan Keputusan Summary of Resolution	Pelaksanaan Implementation																				
			<p>b. Menyetujui pengangkatan Ibu Mutia Nilawati Dewi sebagai Direktur Kepatuhan Perseroan terhitung efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK); <i>Approved the appointment of Ms. Mutia Nilawati Dewi as the Company's Compliance Director effective starting from the approval of the Financial Services Authority (OJK);</i></p> <p>c. Sejak tanggal efektif pengunduran diri dan pengangkatan tersebut, komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>Since the effective date of the resignation and appointment, the composition of the Company's Board of Commissioners and Directors of is as follows:</i></p> <table border="1"> <tbody> <tr> <td>Presiden Komisaris <i>President Commissioner</i></td> <td>Coenraad Johannes Jonker</td> </tr> <tr> <td>Wakil Presiden Komisaris <i>Vice President Commissioner</i></td> <td>Andrew Farmer</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Suwartini</td> </tr> <tr> <td>Komisaris Independen <i>Independent Commissioner</i></td> <td>Khairil Anwar</td> </tr> <tr> <td>Direktur Utama <i>President Director</i></td> <td>Lauren Sulistiawati</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Ida Apulia Simatupang</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Tjioe Mei Tjuen</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Rustini Dewi</td> </tr> <tr> <td>Direktur <i>Director</i></td> <td>Stephen Vile</td> </tr> <tr> <td>Direktur Kepatuhan <i>Compliance Director</i></td> <td>Mutia Nilawati Dewi</td> </tr> </tbody> </table>	Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer	Komisaris Independen <i>Independent Commissioner</i>	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar	Direktur Utama <i>President Director</i>	Lauren Sulistiawati	Direktur <i>Director</i>	Ida Apulia Simatupang	Direktur <i>Director</i>	Tjioe Mei Tjuen	Direktur <i>Director</i>	Rustini Dewi	Direktur <i>Director</i>	Stephen Vile	Direktur Kepatuhan <i>Compliance Director</i>	Mutia Nilawati Dewi	
Presiden Komisaris <i>President Commissioner</i>	Coenraad Johannes Jonker																							
Wakil Presiden Komisaris <i>Vice President Commissioner</i>	Andrew Farmer																							
Komisaris Independen <i>Independent Commissioner</i>	Suwartini																							
Komisaris Independen <i>Independent Commissioner</i>	Khairil Anwar																							
Direktur Utama <i>President Director</i>	Lauren Sulistiawati																							
Direktur <i>Director</i>	Ida Apulia Simatupang																							
Direktur <i>Director</i>	Tjioe Mei Tjuen																							
Direktur <i>Director</i>	Rustini Dewi																							
Direktur <i>Director</i>	Stephen Vile																							
Direktur Kepatuhan <i>Compliance Director</i>	Mutia Nilawati Dewi																							

DEWAN KOMISARIS

Board of Commissioners

Dewan Komisaris, sebagai pengemban fungsi pengawasan dan pemberi nasihat kepada Direksi, tidak diperkenankan terlibat dalam pengambilan keputusan yang berkaitan dengan kegiatan operasional. Pelaksanaan tugas Dewan Komisaris di Bank Commonwealth diselenggarakan sesuai dengan ketentuan UU No. 40 Tahun 2007 tentang Perseroan Terbatas, POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum dan SEOJK No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola Bagi Bank Umum.

The Board of Commissioners, as the supervisory and advisory function for the Board of Directors, may not be involved in making decisions related to daily operational activities. The implementation of the Board of Commissioners duties at Commonwealth Bank is held in accordance with the provisions of Law No. 40/2007 on Limited Liability Companies, POJK No. 55/POJK.03/2016 on the Implementation of Good Corporate Governance for Commercial Banks, and SEOJK No. 13/SEOJK.03/2017 on the Implementation of Good Corporate Governance for Commercial Banks.

KOMPOSISI DEWAN KOMISARIS

BOARD OF COMMISSIONERS COMPOSITION

Susunan keanggotaan Dewan Komisaris mengacu pada ketentuan OJK yang mensyaratkan bahwa Dewan Komisaris terdiri dari minimum 3 (tiga) orang dan paling banyak sama dengan jumlah anggota Direksi. Jumlah anggota Komisaris Independen paling sedikit berjumlah 50% dari jumlah anggota Dewan Komisaris.

The members of the Board of Commissioners shall refer to OJK stipulations that require that the BOC consists of a minimum of 3 (three) persons and is at most equal to the number of members of the Board of Directors. The number of Independent Commissioners shall be at least 50% of the total members of the Board of Commissioners.

Komposisi Dewan Komisaris Bank Commonwealth terdiri dari 4 (empat) anggota, 2 (dua) di antaranya adalah Komisaris Independen. Susunan Dewan Komisaris diuraikan dalam tabel berikut:

The composition of the Board of Commissioners of Commonwealth Bank consists of 4 (four) members, 2 (two) of whom are Independent Commissioners. The composition of the Board of Commissioners is described in the following table:

No.	Nama Name	Jabatan Position	Tanggal Efektif Pengangkatan Berdasarkan Persetujuan OJK Effective Appointment Date Pursuant to OJK Approval	Periode Jabatan Term of Office	Keterangan Description
1.	David Cohen	Presiden Komisaris <i>President Commissioner</i>	8 Maret 2019 <i>8 March 2019</i>	2019-2022	Pengangkatan disetujui melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 6 Desember 2018. <i>The appointment was approved through the Extraordinary GMS on 6 December 2018.</i>
2.	Stephen Vile	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	25 Februari 2019 <i>25 February 2019</i>	2019-2022	Pengangkatan disetujui melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 6 Desember 2018. <i>The appointment was approved through the Extraordinary GMS on 6 December 2018.</i>
3.	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	7 November 2012 <i>7 November 2012</i>	2018-2021	Pengangkatan kembali disetujui melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 3 Oktober 2018. <i>The reappointment was approved through the Extraordinary GMS on 3 October 2018.</i>
4.	Khairil Anwar	Komisaris Independen <i>Independent Commissioner</i>	6 Mei 2013 <i>6 May 2013</i>	2019-2022	Pengangkatan kembali disetujui melalui Rapat Umum Pemegang Saham Luar Biasa tanggal 3 Oktober 2018. <i>The reappointment was approved through the Extraordinary GMS on 3 October 2018.</i>

UJI KEMAMPUAN DAN KEPATUHAN FIT AND PROPER TEST

Seluruh anggota Dewan Komisaris Bank Commonwealth telah lulus Uji Kemampuan dan Kepatutan (*Fit and Proper Test*) dan mendapatkan persetujuan Otoritas Jasa Keuangan.

All members of Commonwealth Bank's Board of Commissioners have passed the Fit and Proper Test and obtained the approval of the Financial Services Authority.

Seluruh anggota Dewan Komisaris Bank memiliki integritas, kompetensi dan reputasi keuangan yang baik.

All members possess good integrity, competence and financial reputation.

INDEPENDENSI ANGGOTA DEWAN KOMISARIS INDEPENDENCE OF BOARD OF COMMISSIONERS

Seluruh anggota Dewan Komisaris tidak memiliki 5% (lima persen) saham atau lebih dari modal disetor pada Bank Commonwealth, bank lain, lembaga keuangan non-Bank, dan pada perusahaan lainnya baik di dalam maupun luar Indonesia.

No member of the Board of Commissioners holds 5% (five percent) or more of shares from the paid-up capital in Commonwealth Bank, other bank, other non-bank institution, and in any company both in or outside Indonesia.

PROGRAM ORIENTASI BAGI KOMISARIS BARU ORIENTATION PROGRAM FOR NEW COMMISSIONERS

Sebagai bentuk pengenalan terhadap Bank, Bank Commonwealth memberikan program orientasi bagi anggota Komisaris yang baru diangkat.

As an introduction to the Bank, Commonwealth Bank provides orientation programs for newly appointed Commissioners.

Adapun orientasi ini dilakukan dalam beberapa tahap, seperti sesi pertemuan yang disertai dengan presentasi dari Dewan Komisaris maupun Direksi, kunjungan ke kantor-kantor Bank, perkenalan dengan pejabat eksekutif atau kepala cabang, serta pengenalan program-program lain.

The orientation is carried out in several stages, such as meeting sessions accompanied by presentations from the Board of Commissioners and Directors, visits to Bank offices, introductions to executive officers or branch heads, and the introduction of other programmes.

Pada tahun 2018, David Cohen dan Stephen Vile diangkat masing-masing sebagai Presiden Komisaris dan Wakil Presiden Komisaris Perseroan berdasarkan Rapat Umum Pemegang Saham Luar Biasa tanggal 6 Desember 2018, dan efektif mendapat persetujuan Otoritas Jasa Keuangan masing-masing pada tanggal 8 Maret 2019 dan 25 Februari 2019. Program orientasi akan diberikan kepada David Cohen dan Stephen Vile selaku Presiden Komisaris dan Wakil Presiden Komisaris yang baru di tahun 2019.

In 2018, David Cohen and Stephen Vile were appointed respectively as the Company's President Commissioner and Vice President Commissioner based on the Extraordinary General Meeting of Shareholders on 6 December 2018. The Financial Services Authority respectively approved their appointments effectively on 8 March 2019 and 25 February 2019. David Cohen and Stephen Vile as the new President Commissioner and Vice President Commissioner will take the orientation programme in 2019.

KOMISARIS INDEPENDEN INDEPENDENT COMMISSIONERS

Komisaris Independen tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Direksi, anggota Dewan Komisaris lainnya dan/atau dengan pemegang saham mayoritas atau hubungan lainnya dengan Bank yang dapat mempengaruhi pengambilan keputusan dan tindakan secara independen.

An Independent Commissioner shall not have any financial relationship, stewardship, share ownership and/or family relationships with members of the Board of Directors, the Board of Commissioners, and/or the controlling shareholder or any relationship with the Bank that may affect its ability to act independently.

Suwartini dan Khairil Anwar merupakan Komisaris Independen Bank Commonwealth yang telah memenuhi persyaratan independensi sebagai Komisaris Independen dan telah diangkat kembali setelah menjabat selama 2 (dua) periode. Pengangkatan tersebut telah sesuai dengan ketentuan dan yang bersangkutan telah menyatakan tetap dapat bertindak secara independen.

Suwartini and Khairil Anwar are Independent Commissioners of Commonwealth Bank who have met the independence requirements as Independent Commissioners and has been reappointed after serving for 2 (two) periods. The appointment was made in accordance with the regulations and the appointee has declared capacity to act independently.

TUGAS DAN TANGGUNG JAWAB DUTIES AND RESPONSIBILITIES

Melakukan pengawasan atas pengurusan dan pengelolaan usaha oleh Direksi serta memberikan arahan kepada Direksi mengenai hal-hal yang berkaitan dengan kepentingan dan kelanjutan usaha Bank merupakan tugas utama Dewan Komisaris. Pelaksanaan fungsi pengawasan salah satunya dilakukan melalui rapat Dewan Komisaris dan rapat gabungan dengan Direksi maupun komite-komite.

Supervising the management conducted by the Board of Directors and providing direction to the Board of Directors on matters related to the interests and continuation of the Bank's business are the main tasks of the Board of Commissioners. The implementation of the supervisory function is conducted through meetings of the Board of Commissioners and through joint meetings with the Board of Directors and the committees under it.

Tugas pokok, fungsi dan tanggung jawab Dewan Komisaris diatur dalam Pedoman Dewan Komisaris. Secara singkat, tugas dan tanggung jawab Dewan Komisaris Bank Commonwealth adalah sebagai berikut:

The main duties, functions and responsibilities of the Board of Commissioners are regulated in the Board of Commissioners Manual. Briefly, the duties and responsibilities of the Commonwealth Bank Board of Commissioners are as follows:

- a. Memantau dan memastikan penerapan prinsip-prinsip Good Corporate Governance dalam semua aspek bisnis Bank Commonwealth dan di semua level organisasi.
- b. Aktif memantau kinerja Direksi melaksanakan segala tugas dan tanggung jawab, memberikan rekomendasi dan saran, juga memantau dan mengevaluasi pelaksanaan kebijakan strategis Bank Commonwealth.
- c. Memastikan Direksi telah menindaklanjuti temuan audit dan rekomendasi Auditor Internal Bank Commonwealth, Auditor Eksternal, serta Otoritas Jasa Keuangan (OJK) dan/atau otoritas pengawas lainnya.

- a. *Monitors and ensures the implementation of Good Corporate Governance principles in all aspects of the Commonwealth Bank business and at all levels of the organisation.*
- b. *Actively monitors the performance of the Board of Directors in performing all duties and responsibilities, provides recommendations and advice, as well as monitors and evaluates the implementation of Commonwealth Bank strategic policies.*
- c. *Ensures that the Board of Directors has followed up on the audit findings and recommendations of the Internal Auditor of the Commonwealth Bank, the External Auditor, as well as the audit results and reviews of the Financial Services Authority (OJK) and/or other regulatory authorities.*

- d. Tidak terlibat dalam proses perumusan keputusan operasional, dengan pengecualian persetujuan kredit kepada pihak terkait sebagaimana diatur dalam ketentuan Bank Indonesia tentang Batas Maksimum Pemberian Kredit Bank Umum atau peraturan dan perundangan yang berlaku lainnya.
- e. Membentuk Komite Audit, Komite Pemantau Risiko dan Komite Remunerasi dan Nominasi.
- f. Melakukan pengawasan atas penerapan tata kelola terintegrasi pada konglomerasi keuangan.
- d. *Is not involved in the process of formulating operational decisions, with the exception of credit approvals to related parties as stipulated in the provisions of Bank Indonesia concerning the Legal Lending Limit for Commercial Banks or other prevailing laws and regulations.*
- e. *Required to establish an Audit Committee, Risk Oversight Committee and Remuneration and Nomination Committee.*
- f. *Supervises the implementation of integrated governance in financial conglomeration.*

RAPAT DEWAN KOMISARIS BOARD OF COMMISSIONERS MEETINGS

Sesuai dengan ketentuan Ayat 8 Pasal 3 SEOJK No. 13/SEOJK.03/2017, Dewan Komisaris wajib mengadakan rapat minimal 4 (empat) kali dalam 1 (satu) tahun dan wajib dihadiri oleh seluruh anggota Dewan Komisaris secara fisik paling sedikit 2 (dua) kali dalam setahun.

Pursuant to the provisions of Paragraph 8 Article 3 SEOJK No. 13/SEOJK.03/2017, the Board of Commissioners must held meetings of at least 4 (four) times in a year. All members of the Board of Commissioners must physically attend at least 2 (two) meetings in a year.

Sepanjang tahun 2018, Dewan Komisaris telah mengadakan 6 kali rapat yang dihadiri secara fisik sebagai berikut:

Throughout the year 2018, the Board of Commissioners held 6 meetings with the following physical attendance:

No.	Anggota Member	Jabatan Title	Periode Period						Jumlah Kehadiran Total Attendance	Persentase Kehadiran Attendance Percentage
			Mar	Apr	Jul	Sep	Oct	Dec		
1	Coenraad J. Jonker *)	Presiden Komisaris <i>President Commissioner</i>	√	√	√	-	√	√	5	83%
2	Andrew Farmer *)	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	√	√	-	√	√	√	5	83%
3	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	√	√	√	√	√	√	6	100%
4	Khairil Anwar	Komisaris Independen <i>Independent Commissioner</i>	√	√	√	√	√	√	6	100%

*) Mengundurkan diri efektif per tanggal 7 Desember 2018 dan digantikan dengan David Cohen (Presiden Komisaris) dan Stephen Vile (Wakil Presiden Komisaris)
Resigned effectively as of 7 December 2018 and were replaced by David Cohen (President Commissioner) and Stephen Vile (Vice President Commissioner)

PENGAWASAN DAN REKOMENDASI DEWAN KOMISARIS BOARD OF COMMISSIONERS SUPERVISION AND RECOMMENDATIONS

Selama 2018, Dewan Komisaris telah melaksanakan tugasnya antara lain:

Throughout 2018, the Board of Commissioners has implemented its supervisory functions through the fulfillment of the following tasks:

1. Merekomendasikan penyesuaian strategi bisnis apabila diperlukan dan mengawasi tingkat pertumbuhan kredit dan pendanaan.
2. Melaksanakan beberapa rapat kerja komite-komite yang mendukung tugas pengawasan Dewan Komisaris melalui Komite Audit, Komite Pemantau Risiko, Komite Remunerasi dan Nominasi serta Komite Tata Kelola Terintegrasi.
1. *Providing recommendations regarding adjustments of business strategies as necessary and overseeing credit and funding growth rates.*
2. *Conducting several work meetings of committees that support the supervisory task of the Board of Commissioners through the Audit Committee, Risk Oversight Committee, Remuneration and Nomination Committee and Integrated Governance Committee.*

- | | |
|---|--|
| <ol style="list-style-type: none"> 3. Mengevaluasi kinerja keuangan Bank sepanjang tahun 2018. 4. Mengevaluasi pelaksanaan Rencana Bisnis Bank. 5. Memantau dan mengevaluasi perkembangan bisnis/proyek yang sedang dikembangkan Bank, seperti Tyme Digital Personal Loan dan Operational Risk Management Framework (ORMF). 6. Memantau, mengkaji dan mengevaluasi tindakan yang disetujui dari hasil temuan audit internal dan eksternal, serta membahas rencana audit internal dan eksternal. 7. Membahas Laporan Tingkat Kesehatan Bank, Laporan Triwulanan Profil Risiko dan dampak dari peraturan baru atau perubahan peraturan bagi Bank. 8. Mengevaluasi pandangan dan perkembangan dari BOD & Chiefs terkait kinerja, kegiatan operasional dan perubahan strategi Bank. | <ol style="list-style-type: none"> 3. <i>Evaluating the Company's financial performance throughout 2018.</i> 4. <i>Evaluating the implementation of the Bank's Business Plan.</i> 5. <i>Monitoring and evaluating the development of business/projects that are being developed by the Bank, such as Digital Personal Loan and Operational Risk Management Framework (ORMF).</i> 6. <i>Monitoring, reviewing and evaluating approved initiatives from internal and external audit findings, and discuss internal and external audit plans.</i> 7. <i>Discussing the Bank's Soundness Report, Risk Profile Quarterly Report and the impact of new regulations or changes to regulations for the Bank.</i> 8. <i>Evaluating the view and development of the BOD & Chiefs regarding the performance, operational activities and changes in the Bank's strategy.</i> |
|---|--|

Dewan Komisaris telah memberikan rekomendasi dan persetujuan terhadap hal-hal berikut:

1. Revisi rencana Bisnis Bank Tahun 2018-2020
2. Rencana Bisnis Bank Tahun 2019-2021
3. Pengangkatan dan pengunduran diri anggota Direksi dan Dewan Komisaris
4. Pengangkatan kembali anggota Komite Audit dan Komite Pemantau Risiko
5. Penunjukkan Auditor Eksternal untuk melakukan audit atas Laporan Keuangan Bank untuk Tahun buku yang berakhir pada tanggal 31 Desember 2018.

The Board of Commissioners has provided the recommendations and approvals for the following:

1. *Revision of the Bank's Business Plan for 2018-2020*
2. *Bank Business Plan for 2019-2021*
3. *Appointment and resignation of members of the Board of Directors and Board of Commissioners*
4. *Reappointment of members of the Audit Committee and Risk Oversight Committee*
5. *Appointment of an External Auditor to conduct an audit of the Bank's Financial Statements for the financial year ending on 31 December 2018.*

Rapat Dewan Komisaris selama tahun 2018 sebagai berikut.

The Board of Commissioners' meetings throughout 2018 are as follows:

Tanggal Date	Agenda Rapat Meeting Agenda
1 Maret 2018 1 March 2018	<ol style="list-style-type: none"> 1. Update hasil Rapat Komite Audit 2. Update Hasil Rapat Komite Pemantau Risiko 3. Update hasil Rapat Komite Remunerasi dan Nominasi 4. Presentasi mengenai "Market and Economic Outlook" oleh FSII 5. Laporan Presiden Direktur mengenai Laporan Kinerja Bisnis Bank Commonwealth meliputi periode sampai dengan 28 Februari 2018 6. Update Proyek: Tyme Digital Personal Loan dan Kinerja Kiosk, Gerbang Pembayaran Nasional (GPN)/ National Payment Gateway, Data Center Transformation <ol style="list-style-type: none"> 1. <i>Update the results of the Audit Committee Meeting</i> 2. <i>Update the Results of the Risk Oversight Committee Meeting</i> 3. <i>Update the results of the Remuneration and Nomination Committee Meeting</i> 4. <i>Presentation on "Market and Economic Outlook" by FSII</i> 5. <i>The President Director's report on the Commonwealth Bank Business Performance Report covering the period up to 28 February 2018</i> 6. <i>Update Project: Digital Personal Loan and Kiosk Performance, National Payment Gateway (GPN) / National Payment Gateway, Transformation of Data Center</i>
26 April 2018 26 April 2018	<ol style="list-style-type: none"> 1. Update hasil Rapat Komite Audit 2. Update Hasil Rapat Komite Pemantau Risiko 3. Update hasil Rapat Komite Remunerasi dan Nominasi 4. Laporan Presiden Direktur mengenai Laporan Kinerja Bisnis Bank Commonwealth meliputi periode sampai dengan 31 Maret 2018 5. Update Proyek: Pryme, Implementasi GPN, Tyme Digital Kiosk and Personal Loan <ol style="list-style-type: none"> 1. <i>Update the results of the Audit Committee Meeting</i> 2. <i>Update the Results of the Risk Oversight Committee Meeting</i> 3. <i>Update the results of the Remuneration and Nomination Committee Meeting</i> 4. <i>Report from the President Director regarding the Commonwealth Bank's Business Performance Report covering the period up to 31 March 2018</i> 5. <i>Project Updates: Pryme, GPN Implementation, Tyme Digital Kiosk and Personal Loans</i>

Tanggal Date	Agenda Rapat Meeting Agenda
26 Juni 2018 26 June 2018	<ol style="list-style-type: none"> Update hasil Rapat Komite Audit Update Hasil Rapat Komite Pemantau Risiko Update hasil Rapat Komite Remunerasi dan Nominasi Presentasi terkait inklusi keuangan Laporan Presiden Direktur mengenai Laporan Kinerja Bisnis Bank Commonwealth meliputi periode sampai dengan 30 Juni 2018 Update Proyek: Tyme Digital Personal Loan, implementasi GPN, Data Center Transformation <ol style="list-style-type: none"> <i>Update the results of the Audit Committee Meeting</i> <i>Update the Results of the Risk Oversight Committee Meeting</i> <i>Update the results of the Remuneration and Nomination Committee Meeting</i> <i>Presentations related to financial inclusion</i> <i>President Director's report on Commonwealth Bank's Business Performance Report covering the period up to 30 June 2018</i> <i>Update Project: Digital Personal Loan, implementation of GPN, Data Transformation Center</i>
4 September 2018 4 September 2018	<ol style="list-style-type: none"> Update hasil Rapat Komite Audit Update Hasil Rapat Komite Pemantau Risiko Update hasil Rapat Komite Remunerasi dan Nominasi Update Hasil Rapat BOC Entitas Induk Laporan Presiden Direktur mengenai: <ol style="list-style-type: none"> Laporan Kinerja Bisnis Bank Commonwealth meliputi periode sampai dengan 31 Juli 2018 1Q18 Competitive Landscape and 1H18 Industry Performance Update Proyek: Tyme Digital Personal Loan <ol style="list-style-type: none"> <i>Update the results of the Audit Committee Meeting</i> <i>Update the Results of the Risk Oversight Committee Meeting</i> <i>Update the results of the Remuneration and Nomination Committee Meeting</i> <i>Update the Meeting Results of the BOC Prime Entity</i> <i>President Director's report regarding:</i> <ol style="list-style-type: none"> <i>The Commonwealth Bank's Business Performance Report covering the period up to 31 July 2018</i> <i>1Q18 Competitive Landscape and 1H18 Industry Performance</i> <i>Update Project: Digital Tyme Personal Loan</i>
25 Oktober 2018 25 October 2018	<ol style="list-style-type: none"> Update hasil Rapat Audit Update hasil Rapat Komite Pemantau Risiko Update hasil Rapat Komite Remunerasi dan Nominasi Laporan Presiden Direktur mengenai: <ol style="list-style-type: none"> Laporan Kinerja Bisnis Bank Commonwealth meliputi periode sampai dengan 30 September 2018 2Q18 Competitive Landscape and 2H18 Industry Performance Update Proyek: Tyme Digital Personal Loan <ol style="list-style-type: none"> <i>Update the results of the Audit Meeting</i> <i>Update the results of the Risk Oversight Committee Meeting</i> <i>Update the results of the Remuneration and Nomination Committee Meeting</i> <i>Report from the President Director:</i> <ol style="list-style-type: none"> <i>The Commonwealth Bank's Business Performance Report covering the period up to 30 September 2018</i> <i>2Q18 Competitive Landscape and 2H18 Industry Performance</i> <i>Update Project: Digital Tyme Personal Loan</i>
6 Desember 2018 6 December 2018	<ol style="list-style-type: none"> Update hasil Rapat Audit Update hasil Rapat Komite Pemantau Risiko Update hasil Rapat Komite Remunerasi dan Nominasi Laporan Presiden Direktur mengenai Laporan Kinerja Bisnis Bank Commonwealth periode 30 Oktober 2018 Update Proyek: Tyme Digital Personal Loan, Operational Risk Management Framework <ol style="list-style-type: none"> <i>Update the results of the Audit Meeting</i> <i>Update the results of the Risk Oversight Committee Meeting</i> <i>Update the results of the Remuneration and Nomination Committee Meeting</i> <i>Report of the President Director regarding the Commonwealth Bank's Business Performance Report covering the period ending 30 October 2018</i> <i>Update Project: Digital Personal Loan, Operational Risk Management Framework</i>

PELATIHAN DEWAN KOMISARIS BOARD OF COMMISSIONERS TRAINING

Sebagai upaya untuk mendukung pelaksanaan fungsinya, Dewan Komisaris berpartisipasi dalam berbagai pelatihan, *workshop*, seminar, dan program pengembangan dan pelatihan lain selama tahun 2018, dengan uraian sebagai berikut:

In an effort to support the implementation of its functions, the Board of Commissioners participates in various training sessions, workshops, seminars, and other development and training programmes throughout 2018, with the following description:

No.	Nama Dewan Komisaris Name of the Board of Commissioners	Nama Pelatihan yang Diikuti Name of Trainings
1.	Coenraad Johannes Jonker*)	Workplace Conduct, Being Accountable for Risk, Security and Privacy, Fraud and Accountability & Ownership
2.	Andrew Farmer*)	Security and Privacy, Fraud and Accountability & Ownership, Being Accountable for Risk, Anti-bribery & Corruption, Health, Safety & Wellbeing Training Module.

<p>3. Suwartini</p>	<ul style="list-style-type: none"> - Prospek Industri Keuangan Perbankan dan Tantangan Kesiapan Sumber Daya Manusia di dalam Menghadapi Ekonomi Digital - Praktek Terbaik Implementasi Keuangan Mikro Terbaik di Dunia - Prioritas Kebijakan Pemerintah Menjadi Momentum Perbankan Meningkatkan Pertumbuhan Kredit. - Diskusi Panel, tema "Leading Banking Transformation in Digital Era: How Ready We are?" - Seminar Nasional & Kongres ISEI XX, "Memperkuat Produktivitas Perekonomian Indonesia :Harmonisasi Sektor Formal dan Informal" - 48th ASEAN Banking Council Meeting (with Perbanas) - Implementasi Prudential Banking Dalam Menghadapi Tantangan Ekonomi Global; - Seminar "Menciptakan Ekosistem Untuk Mendukung UMKM Tumbuh dan Naik Kelas" <hr/> <ul style="list-style-type: none"> - <i>Prospects of the Banking Financial Industry and the Challenges of Human Resource Readiness in Facing the Digital Economy</i> - <i>Best Practices in the Best Microfinance Implementation in the World</i> - <i>Priority of Government Policy to Become Banking Momentum to Increase Credit Growth.</i> - <i>Panel Discussion, the theme "Leading Banking Transformation in Digital Era: How Ready We are?"</i> - <i>XX National ISEI Seminar & Congress, "Strengthening Indonesia's Economic Productivity: Harmonization of the Formal and Informal Sectors"</i> - <i>48th ASEAN Banking Council Meeting (with Perbanas)</i> - <i>Implementation of Prudential Banking in Facing the Global Economic Challenges;</i> - <i>Seminar on "Creating Ecosystems to Support Growing and Upgrading MSMEs"</i>
<p>4. Khairil Anwar</p>	<ul style="list-style-type: none"> - Pengembangan Sumber Daya Manusia di Era Revolusi Industri 4.0 (Digital). - Sosialisasi Pencapaian serta Arah Pelaksanaan Fungsi Pengaturan & Pengawasan Terintegrasi terhadap Konglomerasi Keuangan. - <i>Human Resource Development in the Era of Industrial Revolution 4.0 (Digital).</i> - <i>Socialisation of Achievements and Directions for the Implementation of Integrated Regulations & Controlling Function of the Financial Conglomerate.</i>

*) mengundurkan diri efektif per tanggal 7 Desember 2018 dan digantikan dengan David Cohen (Presiden Komisaris) dan Stephen Vile (Wakil Presiden Komisaris) resigned effectively as of 7 December 2018 and were replaced by David Cohen (President Commissioner) and Stephen Vile (Vice President Commissioner)

PIAGAM DEWAN KOMISARIS BOARD OF COMMISSIONEERS CHARTER

Piagam Dewan Komisaris disusun secara sistematis, sebagai pedoman kerja atau petunjuk dalam melaksanakan tugas dan tanggung jawab Dewan Komisaris Bank Commonwealth. Hal-hal yang diuraikan dalam piagam Dewan Komisaris adalah tugas dan kewajiban, hak dan wewenang, fungsi, persyaratan, keanggotaan, masa jabatan, etika jabatan, serta rapat Dewan Komisaris.

The Charter of Board of Commissioners is prepared systematically, as the work guide in carrying out the duties and responsibilities of the Commonwealth Bank Board of Commissioners. The matters described in the Board Manual of the Board of Commissioners are duties and obligations, rights and authorities, functions, requirements, membership, tenure, office ethics, and meetings of the Board of Commissioners.

REMUNERASI DEWAN KOMISARIS BOARD OF COMMISSIONERS REMUNERATION

Uraian mengenai remunerasi Dewan Komisaris dijelaskan pada bagian Pengungkapan Informasi Kebijakan Remunerasi dalam Laporan Tahunan Pelaksanaan Tata Kelola di bab ini.

Description on the Board of Commissioners' remuneration is listed in the "Disclosure of Remuneration Policy Information" in the CGC Implementation chapter in this Annual Report.

DIREKSI Board of Directors

Direksi merupakan penanggung jawab atas pengelolaan kegiatan usaha Bank. Dalam pelaksanaan tugasnya, Direksi bertanggung jawab kepada RUPS. Pelaksanaan tugas Direksi di Bank Commonwealth diselenggarakan sesuai dengan ketentuan UU No. 40 Tahun 2007 tentang Perseroan Terbatas, POJK No. 55/ POJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum, SEOJK No. 13/

The Board of Directors is responsible for managing the Bank's business activities. In the performance of its duties, the Board Directors are responsible to the GMS. The implementation of the duties of the Board of Directors at Commonwealth Bank is conducted in accordance with the provisions of Law No. 40 Year 2007 on Limited Liability Companies, POJK No. 55/POJK.03/2016 on

SEOJK.03/2017 tentang Penerapan Tata Kelola Bagi Bank Umum, ketentuan Bank Indonesia dan Anggaran Dasar Bank.

the Implementation of Good Corporate Governance for Commercial Banks, SEOJK No. 13/SEOJK.03/2017 on the Implementation of Good Corporate Governance for Commercial Banks, Bank Indonesia's provisions and the Bank's Articles of Association.

KOMPOSISI DIREKSI BOARD OF DIRECTORS COMPOSITION

Susunan keanggotaan Direksi Bank Commonwealth telah sesuai dengan ketentuan OJK. Jumlah Direksi Bank Commonwealth terdiri dari 5 (lima) Direktur, termasuk seorang Presiden Direktur. Pada tahun 2018, Stephen Vile sebagai Direktur Risiko mengundurkan diri dan telah disetujui oleh Rapat Umum Pemegang Saham Luar Biasa.

The membership composition of Commonwealth Bank's Board of Directors is in accordance with OJK provision. The composition of Commonwealth Bank Directors is composed of 5 (five) Directors, including a President Director. In 2018, Stephen Vile as Director of Risk resigned which was approved by the Extraordinary General Meeting of Shareholders.

Komposisi Direksi per 31 Desember 2018 adalah sebagai berikut:

The composition of the Board of Directors as of 31 December 2018 is as follows:

No.	Nama Name	Jabatan Position	Tanggal Persetujuan OJK Financial Services Authority Approval Date	Periode Jabatan Term of Office
1.	Lauren Sulistiawati	Presiden Direktur President Director	15 Februari 2016 15 February 2016	2019-2024
2.	Rustini Dewi	Direktur Director	11 Juli 2016 11 July 2016	2016-2019
3.	Ida Apulia Simatupang	Direktur Director	16 Agustus 2016 16 August 2016	2016-2019
4.	Tjioe Mei Tjuen	Direktur Director	9 November 2016 9 November 2016	2016-2019
5.	Thio Sucy	Direktur Kepatuhan Director of Compliance	14 Agustus 2018 14 August 2018	2018-2021

UJI KEMAMPUAN DAN KEPATUHAN INDEPENDENCE OF BOARD OF DIRECTORS

Seluruh anggota Direksi Bank telah lulus penilaian kemampuan dan kepatutan (*fit and proper test*) oleh Otoritas Jasa Keuangan (OJK). Direksi memiliki integritas, kompetensi dan reputasi keuangan yang baik. Direktur memiliki akhlak dan moral yang baik, tidak pernah dinyatakan pailit, tidak pernah dihukum karena melakukan tindak pidana, serta memiliki pengetahuan, keahlian dan pengalaman di bidang operasional sebagai Pejabat Eksekutif Bank.

All members of the Bank's Board of Directors have passed the fit and proper test by the Financial Services Authority (OJK). Members of the Board of Directors possess good integrity, competence and financial reputation including good character and morals, have never been declared bankrupt, have never been convicted to a criminal act, and possess knowledge, expertise and experience in the operational field as a bank Executive Officer.

PROGRAM ORIENTASI BAGI DIREKSI BARU ORIENTATION PROGRAM FOR NEW DIRECTORS

Program orientasi bagi anggota Direksi yang baru diangkat merupakan hal yang wajib dilakukan. Program orientasi tersebut dilakukan melalui pertemuan yang disertai dengan presentasi dari Dewan Komisaris maupun Direksi yang telah menjabat, kunjungan ke kantor-kantor Bank, perkenalan dengan pejabat eksekutif atau kepala cabang, serta pengenalan program-program lain sesuai kebutuhan.

Orientation Programme for the newly appointed members of the Board of Directors is mandatory. The orientation programme is carried out through the meetings and presentations from the former Board of Commissioners and Directors, paying a visit to the Bank's offices, introduction to executive officers or branch heads, and the introduction of other programs as needed.

Pada tahun 2018 program orientasi telah diberikan kepada Thio Sucy sebagai Direktur Kepatuhan.

In 2018, the orientation programme was attended by Thio Sucy as the Compliance Director.

INDEPENDENSI DIREKSI

INDEPENDENCE OF BOARD OF DIRECTORS

Seluruh anggota Direksi berasal dari kalangan profesional yang tidak memiliki hubungan keuangan atau keluarga dengan anggota Dewan Komisaris, anggota Direksi lainnya dan/atau Pemegang Saham Pengendali Bank Commonwealth. Pengambilan keputusan Direksi dilakukan secara independen. Masing-masing anggota Direksi tidak memiliki 5% (lima persen) saham atau lebih dari modal disetor pada Bank Commonwealth, bank lain, lembaga keuangan non-bank, dan perusahaan lainnya di dalam atau di luar Indonesia.

All members of the Board of Directors are professionals who do not have any financial or family relationship with the members of the Board of Commissioners, other members of the Board of Directors and/or Commonwealth Bank Controlling Shareholders. The decision-making of the Board of Directors is taken independently. Each member of the Board of Directors does not have 5% (five percent) of shares or more of paid-in capital at Commonwealth Bank, other bank, non-bank financial institutions, and other companies within or outside Indonesia.

PEDOMAN ATAU PIAGAM DIREKSI

BOARD OF DIRECTORS CHARTER

Pedoman dan Tata Tertib Direksi atau *Board Manual* disusun sebagai pedoman pelaksanaan tugas dan tanggungjawab Direksi. Board Manual berlaku mengikat bagi seluruh anggota Direksi. Penyusunan *Board Manual* mengacu pada peraturan perundang-undangan dan Anggaran Dasar Bank Commonwealth serta praktik-praktik terbaik (*best practices*) di industri keuangan.

The Board of Directors' Manual (Board Manual) is compiled as a guideline for the implementation of the Board's duties and responsibilities. The Board Manual applies to all members of the Board. The compilation of the Board Manual is pursuant to the applicable laws and regulations as well as the Articles of Association of Commonwealth Bank and best practices in the financial industry.

Pedoman ini mengatur antara lain kriteria, etika profesional, tanggung jawab, hak dan kewajiban, wewenang, keanggotaan, masa jabatan, serta rapat. Uraian pedoman dan tata tertib Direksi yang komprehensif dan sistematis tersebut diharapkan dapat menjadi acuan Direksi untuk memenuhi tugas dan tanggung jawabnya secara efektif, efisien dan maksimal dengan mengedepankan kepentingan Bank.

The Board Manual governs among others regulations that include criteria, professional ethics, responsibilities, rights and obligations, authorities, memberships, tenure and meetings. It is expected that the description of this Board of Directors' manual can become a reference for the Directors to fulfill their duties and responsibilities effectively, efficiently and maximally by prioritising the interests of the Bank.

TUGAS DAN TANGGUNG JAWAB DIREKSI

DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Direksi memegang tanggung jawab utama dalam hal pengelolaan seluruh kegiatan operasional Bank Commonwealth. Tugas dan tanggung jawab Direksi meliputi:

1. Tanggung jawab penuh terhadap operasional manajemen Bank Commonwealth dan mengelola bisnis sesuai wewenang dan tanggung jawab dalam Anggaran Dasar serta peraturan dan perundangan yang berlaku.
2. Menerapkan prinsip-prinsip *Good Corporate Governance* dalam semua aspek bisnis Bank Commonwealth dan di seluruh level organisasi Bank Commonwealth.
3. Secara konsisten melakukan pembahasan temuan dan rekomendasi hasil Audit Internal, Auditor Eksternal, dan OJK dan/atau otoritas lain.
4. Mengembangkan dan memastikan pelaksanaan Manajemen Risiko di semua tingkat struktur organisasi Bank Commonwealth dan memastikan bahwa fungsi Manajemen Risiko telah beroperasi secara independen.
5. Melaporkan tugas dan tanggung jawabnya kepada Rapat Umum Pemegang Saham.

The Board of Directors holds the main responsibility in managing all Commonwealth Bank operations. In general, the duties and responsibilities of the Board of Directors include:

1. *Being fully responsible for the operations of the Commonwealth Bank management and managing the business in accordance with the authorities and responsibilities set in the Articles of Association as well as applicable rules and regulations.*
2. *Being responsible for applying the principles of Good Corporate Governance in all aspects of the Commonwealth Bank business and at all levels of the Commonwealth Bank organisation.*
3. *Consistently discuss on the findings and recommendations reported by Internal Audit, external auditor, and OJK reviews and / or other authorities.*
4. *Developing and ensuring the implementation of Risk Management at all levels of the Commonwealth Bank's organisation structure and ensuring that the Risk Management function operates independently.*
5. *Reporting performance in carrying out their duties and responsibilities to the General Meeting of Shareholders.*

RAPAT DIREKSI BOARD OF DIRECTORS MEETINGS

Sepanjang tahun 2018, Direksi telah menyelenggarakan 19 (sembilan belas) kali rapat yang dihadiri secara fisik dengan tingkat kehadiran masing-masing anggota sebagai berikut:

Throughout 2018, the Board of Directors held 19 meetings, physically attended by the following members:

No.	Anggota Member	Jabatan Position	Jumlah Kehadiran Number of Attendees	Persentase Kehadiran Attendance Rate
1.	Lauren Sulistiawati	Presiden Direktur <i>President Director</i>	19	100%
2.	Ida Apulia Simatupang	Direktur SME Banking <i>Director of SME Banking</i>	18	95%
3.	Rustini Dewi	Direktur Retail Banking <i>Director of Retail Banking</i>	17	90%
4.	Tjioe Mei Tjue	Direktur Operations & IT <i>Director of Operations & IT</i>	17	90%
5.	Thio Suci*)	Direktur Kepatuhan <i>Director of Compliance</i>	6	31%
6.	Stephen Vile**)	Direktur Risiko <i>Director of Risk</i>	13	69%

*) efektif menjabat sebagai Direktur Kepatuhan per tanggal 14 Agustus 2018
effective holding the position of the Director of Compliance as of 14 August 2018

**) efektif mengundurkan diri per tanggal 22 Oktober 2018
effective resigned as of 22 October 2018

Berikut hasil rapat Direksi secara umum yang telah dilakukan selama tahun 2018:

The following are the results of the Board of Directors' meetings in general during 2018:

No.	Tanggal Date	Agenda Rapat Meeting Agenda	Daftar Hadir Attendees
1	24 Januari 2018 <i>24 January 2018</i>	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Hasil Survei PD Townhall Nominasi CEO Award Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Customer Experience Monthly Report</i> <i>Survey result of PD Townhall</i> <i>CEO Award Nominations</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjue Rustini Dewi Ida A. Simatupang Stephen Vile
2	6 Februari 2018 <i>6 February 2018</i>	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update SME Update Tyme Digital Update Internal Audit Update SME Collective Provision Methodology Update Human Resources (HR) Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>SME Update</i> <i>Tyme Digital Update</i> <i>Internal Audit Update</i> <i>SME Collective Provision Methodology Update</i> <i>Human Resources (HR) Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Rustini Dewi Ida A. Simatupang Stephen Vile

No.	Tanggal Date	Agenda Rapat Meeting Agenda	Daftar Hadir Attendees
3	21 Februari 2018 21 February 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Operation & IT Update Gerbang Pembayaran Nasional (GPN) Update Graduate Development Program (GDP) Update Retail Banking Update Agenda Lain-lain <ul style="list-style-type: none"> Follow up from the previous meeting Finance Update Customer Experience Monthly Report Operation & IT Update National Payment Gateway (GPN) Update Graduate Development Programme (GDP) Update Retail Banking Update Other agenda 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
4	14 Maret 2018 14 March 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update Ideation Platform – Unleashing Innovation GPN Update Agenda Lain-lain <ul style="list-style-type: none"> Follow up from the previous meeting Finance Update Internal Audit Update Ideation Platform – Unleashing Innovation GPN Update Other agenda 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
5	28 Maret 2018 28 March 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Proposal: Casual Day Everyday HR Update SME Update Tyme Digital Kiosk booth Agenda Lain-lain <ul style="list-style-type: none"> Follow up from the previous meeting Finance Update Customer Experience Monthly Report Proposal: Casual Day Everyday HR Update SME Update Tyme Digital Kiosk booth Other agenda 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
6	17 April 2018 17 April 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Retail Banking Update Internal Audit Update Customer Experience Monthly Report HR Update Agenda Lain-lain <ul style="list-style-type: none"> Follow up from the previous meeting Finance Update Retail Banking Update Internal Audit Update Customer Experience Monthly Report HR Update Other agenda 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile

No.	Tanggal Date	Agenda Rapat Meeting Agenda	Daftar Hadir Attendees
7	9 Mei 2018 9 May 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Relokasi Kantor Net Promoter Score (NPS) Yearly Result Compliance Update Operation & IT Update HR Update Agenda Lain-lain <ul style="list-style-type: none"> <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Office Relocation</i> <i>Net Promoter Score (NPS) Yearly Result</i> <i>Compliance Update</i> <i>Operation & IT Update</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Ida A. Simatupang Stephen Vile
8	21 Mei 2018 21 May 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Internal Audit Update Agenda Lain-lain <ul style="list-style-type: none"> <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Customer Experience Monthly Report</i> <i>Internal Audit Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Rustini Dewi Ida A. Simatupang Stephen Vile
9	6 Juni 2018 6 June 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Survei ICSM 2018 Compliance Update HR Update Strategy Transformation wave 2 IFS Issue Validation Report 2 Agenda Lain-lain <ul style="list-style-type: none"> <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Survei ICSM 2018</i> <i>Compliance Update</i> <i>HR Update</i> <i>Strategy Transformation wave 2</i> <i>IFS Issue Validation Report 2</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
10	4 Juli 2018 4 July 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update HR Update Agenda Lain-lain <ul style="list-style-type: none"> <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
11	19 Juli 2018 19 July 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update HR Update <ul style="list-style-type: none"> <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Internal Audit Update</i> <i>HR Update</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile

No.	Tanggal Date	Agenda Rapat Meeting Agenda	Daftar Hadir Attendees
12	1 Agustus 2018 1 August 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Tyme Digital Unleashing Innovation Compliance Update Business Continuity Management Update HR Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Customer Experience Monthly Report</i> <i>Tyme Digital Unleashing Innovation</i> <i>Compliance Update</i> <i>Business Continuity Management Update</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Stephen Vile
13	29 Agustus 2018 29 August 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Unleashing Innovation – Tyme Biometrics Compliance Update Retail Banking Update HR Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Customer Experience Monthly Report</i> <i>Unleashing Innovation – Tyme Biometrics</i> <i>Compliance Update</i> <i>Retail Banking Update</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Thio Sucy
14	13 September 2018 13 September 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update Operational Risk Management Proposed Design for Agile Working Space Digital Banking Roadmap & IT Reorganisation <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Internal Audit Update</i> <i>Operational Risk Management</i> <i>Proposed Design for Agile Working Space</i> <i>Digital Banking Roadmap & IT Reorganisation</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Thio Sucy
15	25 September 2018 25 September 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Customer Experience Monthly Report Tyme Digital Unleashing Innovation Compliance Update Digital Banking Roadmap & IT Reorganisation Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Customer Experience Monthly Report</i> <i>Tyme Digital Unleashing Innovation</i> <i>Compliance Update</i> <i>Digital Banking Roadmap & IT Reorganisation</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Stephen Vile Thio Sucy

No.	Tanggal Date	Agenda Rapat Meeting Agenda	Daftar Hadir Attendees
16	12 Oktober 2018 12 October 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update Compliance Update HR Update Data Management Update Enterprise Risk Management FY19 Retail Banking Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Internal Audit Update</i> <i>Compliance Update</i> <i>HR Update</i> <i>Data Management Update</i> <i>Enterprise Risk Management FY19</i> <i>Retail Banking Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang
17	1 November 2018 1 November 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Compliance Update Customer Experience Monthly Update Risk Management Organisation Better Risk Outcome Project HR Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Compliance Update</i> <i>Customer Experience Monthly Update</i> <i>Risk Management Organisation</i> <i>Better Risk Outcome Project</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Thio Suci
18	21 November 2018 21 November 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update Compliance Update Implementasi IFRS9 Relokasi Kantor Bancassurance Digital Sales Tools Retail Banking Update Enterprise Risk Management Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Internal Audit Update</i> <i>Compliance Update</i> <i>Implementasi IFRS9</i> <i>Office Relocation</i> <i>Bancassurance Digital Sales Tools</i> <i>Retail Banking Update</i> <i>Enterprise Risk Management</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Ida A. Simatupang Thio Suci
19	13 Desember 2018 13 December 2018	<ul style="list-style-type: none"> Tindak lanjut dari rapat sebelumnya Finance Update Internal Audit Update Customer Experience Monthly Update Customer Data Quality Update Business Continuity Drill Retail Banking Update Compliance Update HR Update Agenda Lain-lain <i>Follow up from the previous meeting</i> <i>Finance Update</i> <i>Internal Audit Update</i> <i>Customer Experience Monthly Update</i> <i>Customer Data Quality Update</i> <i>Business Continuity Drill</i> <i>Retail Banking Update</i> <i>Compliance Update</i> <i>HR Update</i> <i>Other agenda</i> 	<ul style="list-style-type: none"> Lauren Sulistiawati Tjioe Mei Tjuen Rustini Dewi Ida A. Simatupang Thio Suci

PELATIHAN DIREKSI BOARD OF DIRECTORS TRAINING

Nama Name	Training/Seminar/Workshop/E-Learning
Lauren Sulistiawati	EGM Forum, Refreshment Sertifikasi Manajemen Resiko Level 5, Purpose and Values Expectation Workshop, Train for Trainers Code of Conduct, Anti-bribery & Corruption for High Risk Roles, Global Mandatory Learning: Anti-Bribery and Corruption (ABC): Doing the Right Thing, Anti-Money Laundering and Counter Terrorism Financing, Fraud, Resolving Customer Complaints, Security and Privacy, Workplace Conduct.
Tjioe Mei Tjuen	Agile for Executives, Alibaba Computing Conference, TYME Digital Indonesia Workshop, Denison Miller Leadership Workshop, Infobank Digital Leadership Forum "Digital Mastery for Business Leaders", Purpose and Values Expectation Workshop, Train for Trainers Code of Conduct, Agile Way of Working, Anti-bribery & Corruption for High Risk Roles, Global Mandatory Learning: Anti-Bribery and Corruption (ABC): Doing the Right Thing, Anti-Money Laundering and Counter Terrorism Financing, Fraud, Resolving Customer Complaints, Security and Privacy, Workplace Conduct.
Ida Apulia Simatupang	Agile for Executives, Purpose and Values Expectation Workshop, Train for Trainers Code of Conduct, Anti-bribery & Corruption for High Risk Roles, Global Mandatory Learning: Anti-Bribery and Corruption (ABC): Doing the Right Thing, Anti-Money Laundering and Counter Terrorism Financing, Fraud, Resolving Customer Complaints, Security and Privacy, Workplace Conduct.
Rustini Dewi	Purpose and Values Expectation Workshop, Train for Trainers Code of Conduct, Agile for Executives, Anti-bribery & Corruption for High Risk Roles, Global Mandatory Learning: Anti-Bribery and Corruption (ABC): Doing the Right Thing, Anti-Money Laundering and Counter Terrorism Financing, Fraud, Resolving Customer Complaints, Security and Privacy, Workplace Conduct.
Thio Suci	Purpose and Values Expectation Workshop, Train for Trainers Code of Conduct, Introduction to Volcker Role, Anti-bribery & Corruption for High Risk Roles, Global Mandatory Learning: Anti-Bribery and Corruption (ABC): Doing the Right Thing, Anti-Money Laundering and Counter Terrorism Financing, Fraud, Resolving Customer Complaints, Security and Privacy, Workplace Conduct.

PENILAIAN TERHADAP KINERJA DIREKSI PERFORMANCE ASSESSMENT FOR BOARD OF DIRECTORS

Penilaian anggota Direksi dilakukan secara periodik guna mengetahui, mengukur dan menilai efektivitas kinerja Direksi. Kinerja Direksi dan masing-masing Anggota Direksi akan dievaluasi oleh Dewan Komisaris dan disampaikan kepada Pemegang Saham dalam RUPS. Adapun proses yang dilakukan dalam penilaian kinerja adalah sebagai berikut:

- a. Setiap anggota Direksi menyusun rencana kerja pada awal tahun keuangan sesuai dengan fungsi, tugas dan tanggung jawab dalam mencapai rencana dan strategi bisnis Bank yang telah ditentukan.
- b. Kriteria evaluasi formal disampaikan secara terbuka kepada Anggota Direksi yang bersangkutan sejak tanggal pengangkatannya.
- c. Kinerja Direksi akan dievaluasi oleh Dewan Komisaris secara berkala dua kali dalam satu tahun dan disampaikan kepada Pemegang Saham dalam RUPS.
- d. Hasil evaluasi terhadap kinerja Direksi akan digunakan sebagai dasar skema kompensasi dan remunerasi bagi Anggota Direksi.

Kriteria yang digunakan dalam penilaian kinerja antara lain:

1. *Key Performance Indicators (KPI)* yang dijadikan ukuran dalam penilaian kinerja Direksi, meliputi:
 - a. *Shareholders* - penilaian terhadap *project* dan inisiatif produktifitas dengan mempertimbangkan finansial & risiko.
 - b. *Customer* - penilaian terhadap proses yang dilakukan untuk meningkatkan pelayanan kita terhadap nasabah internal maupun eksternal.
 - c. *People* - penilaian terhadap pengembangan talenta individu maupun tim secara keseluruhan.

The performance assessment for the Board of Directors is periodically conducted so as to inquire, measure and assess the effectiveness of the Directors' performance. The performance of each Director is evaluated by the Board of Commissioners and submitted to the shareholders at the GMS. The procedures applied in the performance assessment process are as follows:

- a. *Each member of the Board of Directors prepares a work plan at the beginning of the financial year in accordance with their functions, duties and responsibilities in achieving the business plan and the business strategy of the bank.*
- b. *The formal evaluation criteria is to be submitted openly to the member of the Board of Directors concerned from the dates of their appointment.*
- c. *The performance of the Board of Directors shall be regularly reviewed by the Board of Commissioners twice a year and submitted to the Shareholders at the GMS.*
- d. *The results of the performance evaluation of the Board of Directors will be used as the basis of compensation and remuneration schemes for the members of the Board of Directors.*

The criteria used in performance assessment are:

1. *Key Performance Indicators (KPI) used as measures in the performance assessment of the Board of Directors include:*
 - a. *Shareholders* - Assessment related to project and productivity initiatives by taking into account the finance and risk.
 - b. *Customer* - Assessment for the process undertaken to improve services to internal and external customers.
 - c. *People* - Assessment for the development of talent for individuals and team development as a whole.

- d. *Role Specific* - penilaian terhadap KPI yang ditetapkan sesuai dengan peran dan tanggung jawab individu maupun tim.
- e. BROP (*Better Risk Outcome Program*)– penilaian terhadap pencegahan dan penanganan dalam mengelola risiko.

2. KPI telah ditetapkan untuk masing-masing Direksi.

- d. *Role Specific* - assessment for the established KPI in corresponding to the role and responsibility of individual and team.
- e. BROP (*Better Risk Outcome Programme*) – assessment for prevention and handling of risk management.

2. KPI has established for each of the Directors.

PERUBAHAN SUSUNAN ANGGOTA DIREKSI DAN/ATAU ANGGOTA KOMISARIS

CHANGE IN COMPOSITIONS OF MEMBERS OF BOARD OF DIRECTORS AND/OR BOARD OF COMMISSIONERS

Direktur Kepatuhan

Pengangkatan Thio Sucy sebagai Direktur Kepatuhan Perseroan telah disetujui Rapat Umum Pemegang Saham Luar Biasa tanggal 5 April 2018, dan telah memperoleh persetujuan dari Otoritas Jasa Keuangan tanggal 14 Agustus 2018.

Direktur Risiko

Stephen Vile sebagai Direktur Risiko mengajukan pengunduran diri efektif sejak tanggal 22 Oktober 2018, dengan hari terakhir bekerja tanggal 21 Oktober 2018.

Komisaris

Coenraad Johannes Jonker dan Andrew Farmer mengundurkan diri sebagai Presiden Komisaris dan Wakil Presiden Komisaris Bank efektif sejak tanggal 7 Desember 2018. RUPS telah mengangkat David Cohen dan Stephen Vile masing sebagai Presiden Komisaris dan Wakil Presiden Komisaris Bank pada tanggal 6 Desember 2018 dan telah efektif memperoleh persetujuan OJK masing-masing per tanggal 8 Maret 2019 dan 25 Februari 2019.

Director of Compliance

The appointment of Thio Sucy as the Company's Director of Compliance has been approved by the General Meeting of Shareholders dated 5 April 2018, and by the Financial Services Authority dated 14 August 2018.

Director of Risk

Stephen Vile as the Director of Risk tendered his resignation effective as of 22 October 2018. His last day of work was on 21 October 2018.

Commissioner

Coenraad Johannes Jonker and Andrew Farmer resigned from their positions as the President Commissioner and Vice President Commissioner, effective as of 7 December 2018. The GMS has appointed David Cohen and Stephen Vile as the President Commissioner and Vice President Commissioner on 6 December 2018, and have been effective as per OJK's approvals on 8 March 2019 and 25 February 2019 respectively.

HUBUNGAN AFILIASI DIREKSI, DEWAN KOMISARIS, DAN PEMEGANG SAHAM UTAMA/PENGENDALI

Affiliate Relationships of Board of Directors (BOD), Board of Commissioners (BOC) and Controlling Shareholders

Seluruh anggota Direksi dan Dewan Komisaris Bank Commonwealth tidak memiliki hubungan afiliasi dengan anggota Direksi lainnya, anggota Dewan Komisaris dan dengan pemegang saham utama/pengendali.

All members of the Board of Directors and Board of Commissioners of Commonwealth Bank have no affiliations with other members of Board of Directors, members of Board of Commissioners and with major shareholders/controllers.

Nama Name	Hubungan Keluarga dan Hubungan Keuangan dengan Family and Financial Relationship with					
	Dewan Komisaris Board of Commissioners		Direksi Board of Directors		Pemegang Saham Shareholders	
	Ya Yes	Tidak No	Ya Yes	Tidak No	Ya Yes	Tidak No
Dewan Komisaris Board of Commissioners						
David Cohen	-	√	-	√	-	√
Stephen Vile	-	√	-	√	-	√
Suwartini	-	√	-	√	-	√
Khairil Anwar	-	√	-	√	-	√
Direksi Board of Directors						
Lauren Sulistiawati	-	√	-	√	-	√
Ida Apulia Simatupang	-	√	-	√	-	√
Rustini Dewi	-	√	-	√	-	√
Tjioe Mei Tjuen	-	√	-	√	-	√
Thio Sucy	-	√	-	√	-	√

KOMITE Committees

Komite-Komite di Bawah Dewan Komisaris

Dalam menjalankan tugas dan tanggung jawabnya, Dewan Komisaris dibantu oleh komite-komite:

1. Komite Audit
2. Komite Pemantau Risiko
3. Komite Remunerasi dan Nominasi
4. Komite Tata Kelola Terintegrasi

KOMITE AUDIT AUDIT COMMITTEE

Komite Audit Bank Commonwealth dibentuk dengan mengacu pada POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola Bagi Bank Umum beserta peraturan perundang-undangan lainnya.

Komposisi dan Keanggotaan

Anggota Komite Audit diangkat dan diberhentikan oleh Dewan Komisaris. Komposisi Komite Audit minimal berjumlah 3 (tiga) orang yang terdiri dari 1 (satu) orang Komisaris Independen, 1 (satu) orang Pihak Independen yang memiliki keahlian di bidang keuangan/akutansi dan 1 (satu) orang Pihak Independen yang memiliki keahlian di bidang perbankan/manajemen risiko. Komite Audit diketuai oleh Komisaris Independen yang merangkap sebagai anggota komite. Anggota Komite Audit telah memenuhi ketentuan terkait persyaratan keahlian, integritas, akhlak dan moral yang baik.

Committees under the Board of Commissioners

In carrying out its duties and responsibilities, the Board of Commissioners is assisted by various committees:

1. Audit Committee
2. Risk Oversight Committee
3. Remuneration and Nomination Committee
4. Integrated Governance Committee

The Commonwealth Bank's Audit Committee was formed with reference to POJK No. 55/POJK.03/2016 concerning Implementation of Governance for Commercial Banks along with other laws and regulations.

Composition and Membership

Members of the Audit Committee are appointed and dismissed by the Board of Commissioners. The number of the Audit Committee members is at least 3 (three) members consisting of 1 (one) Independent Commissioner, 1 (one) Independent Party having expertise in finance/accounting and 1 (one) Independent Party having expertise in banking/risk management. The Audit Committee is chaired by an Independent Commissioner who doubles as a committee member. Each member of the Audit Committee has fulfilled the required provisions related to skill, integrity, character and good morals.

Per 31 Desember 2018, Komite Audit terdiri dari:

As of 31 December 2018, the Audit Committee consists of

No.	Nama Name	Jabatan Position	Periode Period
1.	Khairil Anwar	Ketua (Komisaris Independen) <i>Chairman (Independent Commissioner)</i>	2013 – sekarang <i>2013 – present</i>
2.	Suwartini	Anggota (Komisaris Independen) <i>Member (Independent Commissioner)</i>	2012 – sekarang <i>2012 – present</i>
3.	Teuku Radja Sjahnan	Anggota (Pihak Independen), yang memiliki keahlian pada bidang Keuangan dan Akuntansi <i>Member (Independent Party) with expertise in the field of Finance and Accounting</i>	2017 – sekarang <i>2017 – present</i>
4.	Jono Effendy	Anggota (Pihak Independen), yang memiliki keahlian pada bidang Perbankan dan Manajemen Risiko <i>Member (Independent Party) with expertise in the field of Banking and Risk Management</i>	2017 – sekarang <i>2017 – present</i>

PIAGAM KOMITE COMMITTEE CHARTER

Sebagai pedoman dan tata tertib kerja, Komite memiliki piagam (*charter*) yang mengatur tugas dan tanggung jawab, wewenang, larangan, keanggotaan, etika kerja, rapat dan lainnya.

As a work guideline, the Committee has a charter that governs duties and responsibilities, authorities, restrictions, membership, work ethics, meetings and others.

PROFIL KOMITE AUDIT AUDIT COMMITTEE PROFILE

Khairil Anwar

Ketua/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Khairil Anwar

Chairman/Independent Commissioner

His profile can be seen in the Board of Commissioners Profile section on page 45.

Suwartini

Anggota/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Suwartini

Member/Independent Commissioner

Her profile can be seen in the Board of Commissioners Profile section on page 45.

Teuku Radja Sjahnan

Anggota/Pihak Independen

Teuku Radja Sjahnan adalah warga negara Indonesia yang memiliki keahlian dan pengalaman bidang audit dan akuntansi keuangan dan audit teknologi informasi. Beliau ditunjuk menjadi anggota Komite Audit Bank Commonwealth pada tanggal 3 Mei 2013.

Teuku Radja Sjahnan

Member/Independent

Teuku Radja Sjahnan is an Indonesian citizen that has wide expertise and experience in audit, finance accounting, and information technology audit.. He was appointed as a member of the Commonwealth Bank Audit Committee on 3 May 2013.

Beliau menyelesaikan pendidikan terakhirnya di London Business School, UK, dengan gelar Master in Finance pada tahun 2000.

He finished his latest study at London Business School, UK with a Master's Degree in Finance in 2000.

Beliau adalah konsultan pada PT Dua Radja Net dengan spesialisasi tata kelola keuangan pemerintah pusat dan daerah, dan mengelola situs JariUngu.com.

He was a consultant at PT Dua Radja Net with a specialization in financial management of the central and regional governments. He also managed JariUngu.com.

Sebelumnya beliau adalah auditor pada Badan Pemeriksa Keuangan RI. Beliau pernah menjadi anggota Komite Audit pada Bank BNI, Bank Barclays Indonesia, Bank BNI Syariah dan Bank Muamalat Indonesia. Saat ini beliau menjadi Komisaris Independen pada PT Commonwealth Life dan PT First State Investment Indonesia serta Anggota Komite

Formerly, he acted as an auditor for the Supreme Audit Agency (BPK). He has extensive experience as a member of the Audit Committee at PT Bank BNI Tbk, PT Bank Barclays Indonesia, PT Bank BNI Syariah, and PT Bank Muamalat Indonesia. Currently, he serves as an independent commissioner of PT Commonwealth Life and PT First State

Audit Independen pada PT Cardig Air Service dan PT Maybank Indonesia. Beliau adalah Anggota Komite Standar Akuntansi Keuangan Bank Indonesia.

Investment Indonesia as well as an independent audit committee member of PT Cardig Aero Services Tbk and PT Maybank Indonesia. He holds the position as member of the Committee on Financial Accounting Standards of Bank Indonesia.

Selain itu beliau memiliki beberapa sertifikasi keahlian, di antaranya CISA (*Certified Information System Auditor*) dan Sertifikasi Manajemen Risiko level 2.

In addition, he earned several certifications in the audit field, including a CISA certification and a certification of risk management (level 2).

Jono Effendy

Anggota/Pihak Independen

Jono Effendy adalah warga negara Indonesia yang memiliki keahlian dan pengalaman di bidang perbankan dan manajemen risiko. Beliau ditunjuk menjadi anggota Komite Audit dan Komite Pemantau Risiko Bank Commonwealth pada Maret 2013 dan diangkat kembali melalui Keputusan Direksi Bank Commonwealth No.BOD/RES/2017/III/001 tanggal 13 Maret 2017.

Jono Effendy

Member/Independent Party

Jono Effendy is an Indonesian citizen that has expertise and experience in banking and risk management. He was appointed as a member of the Commonwealth Bank Audit Committee and Risk Oversight Committee and reappointed in March 2013 through the Decision of the Board of Directors of Commonwealth Bank No.BOD/RES/2017/III/001 dated 13 March 2017.

Beliau meraih gelar Master in Finance dari Universitas Pelita Harapan Jakarta dengan predikat cum laude pada tahun 2001. Selain menjabat sebagai anggota Komite Audit dan Komite Pemantau Risiko di Bank Commonwealth, beliau juga merupakan anggota Komite Audit dan Komite Pemantau Risiko di berbagai perusahaan lain, seperti PT Bank Barclays Indonesia (2010-2011), PT BII Finance Center (2012-2014), PT Commonwealth Life (2014-2017), PT BFI Finance Indonesia Tbk (2015-sekarang), dan Bank BNP Paribas Indonesia (2007-2018). Selain itu beliau juga menduduki jabatan Komisaris Independen PT Commonwealth Life sekaligus sebagai Ketua Komite Pemantau Risiko serta menjadi *Managing Director* dan pengajar di PT Mudita Finansial Teknologi (2018-sekarang).

He earned his last Master's Degree in Finance from Universitas Pelita Harapan Jakarta with a cum laude in 2001. Besides serving as a member of Audit Committee and Risk Oversight Committee at Commonwealth Bank, he has also served as a member of the Audit Committees and Risk Oversight Committees in other companies, such as PT Bank Barclays Indonesia (2010-2011), PT BII Finance Center (2012-2014), PT Commonwealth Life (2014-2017), PT BFI Finance Indonesia Tbk (2015-present), and Bank BNP Paribas Indonesia (2007-2018). In addition he also holds the position of Independent Commissioner of PT Commonwealth Life and taking role as a Risk Oversight Committee Chairman. He also serving as Managing Director and lecture at PT Mudita Finansial Teknologi (2018-present).

TUGAS DAN TANGGUNG JAWAB KOMITE AUDIT DUTIES AND RESPONSIBILITIES OF AUDIT COMMITTEE

Tugas dan tanggung jawab Komite Audit sebagaimana dituangkan dalam Piagam Komite Audit meliputi:

1. Melakukan pemantauan dan evaluasi atas perencanaan dan pelaksanaan audit serta pemantauan atas tindak lanjut hasil audit dalam rangka menilai kecukupan pengendalian intern, termasuk kecukupan proses pelaporan keuangan.
2. Memberikan rekomendasi kepada Dewan Komisaris paling sedikit terhadap:
 - a. Pelaksanaan tugas audit internal
 - b. kesesuaian pelaksanaan audit oleh akuntan publik dengan standar audit
 - c. kesesuaian laporan keuangan dengan standar akuntansi keuangan
 - d. pelaksanaan tindak lanjut oleh Direksi atas hasil temuan audit internal, akuntan public, dan hasil pengawasan Otoritas Jasa Keuangan dan regulator lain.
3. Memberikan rekomendasi mengenai penunjukan Akuntan Publik kepada Dewan Komisaris, untuk diputuskan oleh Rapat Umum Pemegang Saham.

The duties and responsibilities of the Audit Committee as stipulated in the Audit Committee Charter include:

1. *Monitors and evaluates the planning and execution of the audit process and to monitor the follow up of audit results in order to assess the adequacy of internal controls, including the adequacy of the financial reporting process.*
2. *Provides recommendations to the Board of Commissioners on:*
 - a. *the implementation of internal audit activities*
 - b. *the conformity of audit by external audit with audit standards*
 - c. *the conformity of financial statements with financial accounting standards*
 - d. *the implementation of the follow-up by the Board of Directors on the findings of internal audit, external audit, and the supervision of the Financial Services Authority and other regulators.*
3. *Provides recommendations regarding the appointment of the external auditor to the Board of Commissioners to be decided by the General Meeting of Shareholders.*

4. Tidak berwenang memberikan penugasan kepada Akuntan Publik selain diijinkan oleh peraturan yang berlaku.

4. *Unauthorized to provide assignments to a Public Accountant other than those permitted by applicable laws and regulations.*

INDEPENDENSI KOMITE AUDIT INDEPENDENCE OF AUDIT COMMITTEE

Seluruh anggota Komite Audit telah memenuhi persyaratan independensi untuk menghindari kemungkinan terjadinya benturan kepentingan, yaitu:

- Tidak memiliki hubungan keluarga dengan Direksi, Dewan Komisaris dan sesama anggota Komite Audit
- Tidak menjabat sebagai pengurus partai politik, pejabat dan pemerintah
- Tidak memiliki kepemilikan saham di Bank Commonwealth

All members of the Audit Committee has met the independence requirement to avoid the possibilities of conflict of interest, namely:

- *Having no family relations with the Boards of Directors and Commissioners as well as members of the Audit Committee*
- *Not having the position as a member of political party, high-rank officer and government official*
- *Not having share ownership at Commonwealth Bank*

RAPAT KOMITE AUDIT AUDIT COMMITTEE MEETINGS

Sepanjang tahun 2018, Komite Audit mengadakan rapat sebanyak 6 (enam) kali yaitu:

Throughout 2018, the Audit Committee held 6 (enam) meetings as follows:

No.	Anggota Member	Jabatan Title	Periode Period						Total	Persentase Percentage
			Mar	Apr	Jul	Sep	Oct	Dec		
1	Khairil Anwar	Komisaris Independen <i>Independent Commissioner</i>	√	√	√	√	√	√	6	100%
2	Andrew Farmer*	Wakil Presiden Komisaris <i>Vice President Commissioner</i>	√	√	-	√	√	√	5	80%
3	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	√	√	√	√	√	√	6	100%
4	Teuku Radja Sjahnan	Pihak Independen <i>Independent Party</i>	√	√	√	√	√	√	6	100%
5	Jono Effendy	Pihak Independen <i>Independent Party</i>	√	√	√	√	√	√	6	100%

*) Andrew Farmer mengundurkan diri efektif per tanggal 7 Desember 2018
Andrew Farmer resigned effective on 7 December 2018

PELAKSANAAN KEGIATAN KOMITE AUDIT IMPLEMENTATION OF AUDIT COMMITTEE ACTIVITIES

Komite Audit telah menyelenggarakan rapat rutin setiap 2 (dua) bulan, yang dihadiri oleh anggota komite dengan topik/materi sebagai berikut:

- Perencanaan dan hasil audit oleh auditor internal dan auditor eksternal;
- Audit internal dan laporan kepatuhan;
- Tindak lanjut dan pengawasan atas temuan audit internal, audit eksternal dan Audit Grup;
- Survei Budaya Risiko;
- Hasil penilaian atau evaluasi auditor eksternal, dan rekomendasi penunjukan auditor eksternal;
- Publikasi Laporan Keuangan Bank Commonwealth & Commonwealth Bank of Australia (CBA).

The Audit Committee has convened in meetings on bi-monthly basis, which were attended by most members of the committee with the following topics/materials:

- *The audit plans and results by internal auditor and external auditor;*
- *The internal audit and compliance report;*
- *Follow-up and oversight on the audit findings by internal audit, external auditor and Group Audit;*
- *Risk Culture Survey;*
- *Result of assessment or evaluation of external auditor, and recommendation for the appointment of external auditor;*
- *Commonwealth Bank & Commonwealth Bank of Australia (CBA) Published Financial Statement.*

Selain itu, anggota Komite Audit juga menyelenggarakan rapat ad-hoc dengan Audit Internal maupun Audit Eksternal untuk membahas hal-hal penting.

In addition, members of the Audit Committee hold regular and ad-hoc meetings with the Internal Audit and the External Audit to discuss significant matters.

Rapat Komite Audit dengan Auditor Internal

Rapat-rapat dengan Auditor Internal mendiskusikan perencanaan audit dan realisasinya, laporan audit yang diterbitkan selama periode pelaporan, ruang lingkup audit dengan pendekatan audit berbasis risiko, serta tindak lanjut rencana korektif dari temuan-temuan Audit Internal.

Audit Committee Meetings with Internal Auditors

Meetings with Internal Auditors discussed the audit plan and its realization, audit reports issued during the reporting period, significant findings in internal audit, scope of audit with risk-based audit approach, and follow-up action in the corrective plan from Internal Audit's findings.

KOMITE PEMANTAU RISIKO RISK OVERSIGHT COMMITTEE

Komite Pemantau Risiko membantu tugas Dewan Komisaris dalam melakukan evaluasi kesesuaian kebijakan manajemen risiko dengan pelaksanaannya serta memantau dan mengevaluasi pelaksanaan tugas Komite Manajemen Risiko dan satuan kerja manajemen risiko.

The Risk Oversight Committee assisted the Board of Commissioners in conducting the evaluation of risk policy compliance with its implementation, as well as monitoring and evaluating the implementation of the duties of the Risk Management Committee and risk management work unit.

KOMPOSISI DAN KEANGGOTAAN COMPOSITION AND MEMBERSHIP

Susunan keanggotaan Komite Pemantau Risiko telah mematuhi POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum yang mengatur bahwa Komite Pemantau Risiko paling kurang terdiri dari 1 (satu) Komisaris Independen; 1 (satu) Pihak Independen yang memiliki keahlian di bidang keuangan dan akuntansi; dan 1 (satu) Pihak Independen yang memiliki keahlian di bidang perbankan dan manajemen risiko. Komite Pemantau Risiko diketuai oleh Komisaris Independen.

The composition of the Risk Oversight Committee is in compliance with POJK No. 55/POJK.03/2016 on the Implementation of Good Corporate Governance for Commercial Banks, which stipulates that the Risk Oversight Committee shall at least consist of 1 (one) Independent Commissioner; 1 (one) Independent Party having expertise in finance and accounting; and 1 (one) Independent Party having expertise in banking and risk management. The Risk Oversight Committee is chaired by an Independent Commissioner.

Per 31 Desember 2018, keanggotaan Komite Pemantau Risiko terdiri dari:

As of 31 December 2018, the membership of the Risk Oversight Committee consists of:

No.	Nama Name	Jabatan Position
1	Suwartini	Ketua (Komisaris Independen) Chairman (Independent Commissioner)
2	Khairil Anwar	Anggota (Komisaris Independen) Member (Independent Commissioner)
3	Teuku Radja Sjahnan	Anggota (Pihak Independen) Member (Independent Party)
4	Jono Effendy	Anggota (Pihak Independen) Member (Independent Party)

PIAGAM KOMITE COMMITTEE CHARTER

Piagam Komite merupakan pedoman dan tata tertib kerja Komite yang berisikan hal-hal seperti uraian tugas dan tanggung jawab, wewenang, larangan, aturan keanggotaan, etika kerja, rapat dan lainnya. Tujuan Piagam Komite adalah untuk mendukung pelaksanaan tugas Komite Pemantau Risiko.

The Charter of the Committee is a working guide which governs matters such as job descriptions and responsibilities, authorities, restrictions, rules of membership, work ethics, meetings and others. The purpose of the Committee Charter is to support the implementation of the duties of the Risk Oversight Committee.

PROFIL KOMITE PEMANTAU RISIKO RISK OVERSIGHT COMMITTEE PROFILE

Suwartini

Ketua/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Khairil Anwar

Anggota/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Teuku Radja Sjahnan

Anggota/Pihak Independen

Profil beliau dapat dilihat di bagian Profil Komite Audit pada halaman 179.

Jono Effendy

Anggota/Pihak Independen

Profil beliau dapat dilihat di bagian Profil Komite Audit pada halaman 180.

Suwartini

Chairman/Independent Commissioner

Her profile can be seen in the Board of Commissioners Profile section on page 45.

Khairil Anwar

Member/Independent Commissioner

His profile can be seen in the Board of Commissioners Profile section on page 45.

Teuku Radja Sjahnan

Member/Independent Party

His profile can be seen in the Audit Committee's Profile section on page 179.

Jono Effendy

Member/Independent Party

His profile can be seen in the Audit Committee's Profile section on page 180.

TUGAS DAN TANGGUNG JAWAB DUTIES AND RESPONSIBILITIES

Tugas dan tanggung jawab Komite Pemantau Risiko meliputi:

1. Memantau area-area risiko yang dikelola oleh Bank Commonwealth, yaitu Risiko Kredit, Pasar, Likuiditas, Operasional, Hukum, Reputasi, Kepatuhan dan Strategis, dan memastikan bahwa penerapan manajemen risiko telah sesuai dengan kebijakan manajemen risiko;
2. Memantau dan menilai kinerja Risk Management Committee dan Satuan Kerja Manajemen Risiko;
3. Memantau perkembangan kasus hukum yang melibatkan Bank dan menilai risiko terkait, seperti risiko hukum, reputasi dan kepatuhan;
4. Secara berkala melaporkan kegiatannya, termasuk pemberian nasihat tentang hal-hal yang menjadi perhatian Dewan Komisaris.

The duties and responsibilities of the Risk Oversight Committee include:

1. Monitoring all the risk types managed by the Commonwealth Bank, which are Credit, Market, Liquidity, Operational, Legal, Reputation, Compliance and Strategic Risks, and ensure that the implementation of risk management is in compliance with risk management policies;
2. Monitoring and assessing the performance of the Risk Management Committee and Risk Management Work Unit;
3. Monitoring the progress of legal cases involving the Bank and assess its related risks, such as legal, reputation and compliance risks;
4. Periodically reporting on its activities, including providing advice on matters of concern to the Board of Commissioners.

RAPAT KOMITE PEMANTAU RISIKO RISK OVERSIGHT COMMITTEE MEETINGS

Komite Pemantau Risiko telah menyelenggarakan rapat sebanyak 6 (enam) selama tahun 2018 dengan tingkat kehadiran anggota komite sebagai berikut:

The Risk Oversight Committee has held 6 (six) meetings throughout 2018 with the following attendance of its members:

No.	Anggota Member	Jabatan Position	Periode Period						Total	Persentase Percentage
			Mar	Apr	Jul	Sep	Oct	Dec		
1	Khairil Anwar	Komisaris Independen Independent Commissioner	√	√	√	√	√	√	6	100%
2	Andrew Farmer*)	Wakil Presiden Komisaris Vice President Commissioner	√	√	-	√	√	√	5	80%

No.	Anggota Member	Jabatan Position	Periode Period						Total	Persentase Percentage
			Mar	Apr	Jul	Sep	Oct	Dec		
3	Suwartini	Komisaris Independen <i>Independent Commissioner</i>	√	√	√	√	√	√	6	100%
4	Teuku Radja Sjahnhan	Pihak Independen <i>Independent Party</i>	√	√	√	√	√	√	6	100%
5	Jono Effendy	Pihak Independen <i>Independent Party</i>	√	√	√	√	√	√	6	100%

*) Andrew Farmer mengundurkan diri efektif per tanggal 7 Desember 2018
Andrew Farmer resigned effective on 7 December 2018

PELAKSANAAN KEGIATAN KOMITE PEMANTAU RISIKO IMPLEMENTATION OF RISK OVERSIGHT COMMITTEE ACTIVITIES

Pelaksanaan tugas Komite Pemantau Risiko tahun 2018 adalah sebagai berikut:

1. Memantau dan mengevaluasi kebijakan Manajemen Risiko (*Risk Management Committee Charter*),
2. Tinjauan atas Profil Risiko Bank yang mencakup 8 (delapan) jenis risiko yaitu risiko kredit, pasar, likuiditas, operasional, hukum, kepatuhan, strategi dan reputasi.
3. Pemantauan terhadap *Risk Appetite*, toleransi dan limit risiko sesuai dengan metrik risiko yang telah ditetapkan untuk 8 (delapan) jenis risiko dan ketahanan modal ("*capital resilience*").
4. Pemantauan terhadap permodalan Bank dengan mengaitkan tingkat risiko dengan kecukupan modal sesuai dengan ketentuan ICAAP (*Internal Capital Adequacy Assessment Process*) untuk mengantisipasi potensi kerugian yang dapat timbul dari aktivitas usaha Bank.
5. Pembahasan terkait manajemen risiko antara lain pengkinian Risk Appetite Statement, penyempurnaan tata kelola komite manajemen risiko (*risk management governance committees*), manajemen kredit macet (*Non-Performing Loan*), insiden dan kerugian risiko operasional, implementasi perhitungan Net Stable Funding Ratio (NSFR), kepatuhan terhadap ketentuan regulasi, penanganan kasus hukum/ litigasi, publikasi media dan penanganan terhadap keluhan nasabah.

The duties of the Risk Oversight Committee of 2018 are as follows:

1. *Monitoring and evaluating the policy of the Risk Management Committee Charter.*
2. *Reviewing Bank's Risk Profiles covering 8 (eight) types of risks: credit, market, liquidity, operational, legal, compliance, strategy and reputational risks.*
3. *Monitoring Risk Appetite, tolerance and risk limits in accordance with predetermined risk metrics for 8 (eight) types of risk and capital resilience.*
4. *Monitoring Bank capital by linking risk level to capital adequacy in accordance with ICAAP (Internal Capital Adequacy Assessment Process) to anticipate potential losses that may arise from Bank's business activities.*
5. *Conducting discussions related to risk management include updating of Risk Appetite Statement, improvement on risk management governance committee, Non-Performing Loan management, incident and operational risk loss, Net Stable Funding Ratio (NSFR), compliance to regulatory requirements, handling of legal cases/litigation, media publications and handling of customer complaints.*

KOMITE REMUNERASI DAN NOMINASI

Remuneration and Nomination Committee

Komite Remunerasi dan Nominasi memiliki peranan dalam mendukung tugas Dewan Komisaris terkait fungsi remunerasi dan nominasi.

The Remuneration and Nomination Committee has a role in supporting the Board of Commissioners regarding remuneration and nomination.

KOMPOSISI DAN KEANGGOTAAN COMPOSITION AND MEMBERSHIP

Susunan keanggotaan Komite Remunerasi dan Nominasi paling kurang terdiri dari 1 (satu) orang Komisaris Independen; 1 (satu) orang Komisaris dan 1 (satu) orang Pejabat Eksekutif yang membawahi fungsi Sumber Daya Manusia.

Membership composition of Remuneration and Nomination Committee shall consist of at least 1 (one) Independent Commissioner; 1 (one) Commissioner and 1 (one) Executive Officer in charge of Human Resources.

Komite Remunerasi dan Nominasi Bank Commonwealth telah memenuhi persyaratan regulasi yaitu terdiri dari:

The Remuneration and Nomination Committee at Commonwealth Bank has fulfilled the regulatory requirements, namely:

No.	Nama Name	Jabatan Position	Periode Period
1.	Suwartini	Ketua (Komisaris Independen) <i>Chairman (Independent Commissioner)</i>	2012 - sekarang
2.	Khairil Anwar	Anggota (Komisaris Independen) <i>Member (Independent Commissioner)</i>	2013 - sekarang
3.	Bagus Harimawan	Anggota (Pejabat Eksekutif yang membidangi Sumber Daya Manusia) <i>Member (Executive in charge of Human Resources)</i>	2011 - sekarang

PIAGAM KOMITE COMMITTEE CHARTER

Sebagai pedoman dan tata tertib kerja, Komite memiliki piagam (charter) yang mengatur tugas dan tanggung jawab, wewenang, larangan, keanggotaan, etika kerja, rapat dan lainnya

The Committee has a charter for a code of conduct that regulates duties and responsibilities, authorities restrictions, membership, work ethics, meetings and others

PROFIL KOMITE REMUNERASI DAN NOMINASI REMUNERATION AND NOMINATION PROFILE

Suwartini

Ketua/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Suwartini

Chairman/Independent Commissioner

Her profile can be seen in Board of Commissioners Profile section on page 45.

Khairil Anwar

Anggota/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Khairil Anwar

Member/Independent Commissioner

His profile can be seen in the Board of Commissioners Profile section on page 45.

Bagus Harimawan

Anggota/Pejabat Eksekutif yang Membawahi Sumber Daya Manusia

Bagus Harimawan telah menjabat sebagai anggota Komite Remunerasi dan Nominasi sejak Maret 2011 melalui Surat Rekomendasi Komite Remunerasi dan Nominasi No. 002/RNC/III/2011. Beliau memperoleh gelar Sarjana di bidang Administrasi Bisnis dan Manajemen dari Universitas Brawijaya, Malang pada tahun 1998, dan memiliki pengalaman lebih dari 10 tahun di bidang Sumber Daya Manusia.

Bagus Harimawan

Member/Executive Officer in charge of Human Resources Bagus

Bagus Harimawan has been a member of the Remuneration and Nomination Committee since March 2011 through a Letter of Recommendation of Remuneration and Nomination Committee No. 002/RNC/III/2011. He obtained a Bachelor's degree in Business and Management Administration from Brawijaya University, Malang in 1998, and has more than 10 years experience in the field of Human Resources.

Memulai kariernya di Philip Morris International sebagai HR Assistant (1999-2000) dan HR Compensation & Benefit Officer (2000-2001), beliau melanjutkan ke ExxonMobil dengan posisi HR Workforce Planning (2001-2004) dan HR Client Advisor (2005-2006), Citibank sebagai HR Outsourcing Management Head (2006-2007), HSBC sebagai Vice President Human Resources (2007-Juni 2008 & Juli 2008-2009), PT Bank Ekonomi Raharja Tbk (member of HSBC Group) (2009-2010) sebagai HR Business Partner, HSBC Indonesia sebagai Vice President, HR Resourcing (2010), dan Standard Chartered Bank sebagai Vice President, HR

Starting his career at Philip Morris International as an HR Assistant (1999-2000) and HR Compensation & Benefit Officer (2000-2001), he continued at ExxonMobil as HR Workforce Planning (2001-2004) and HR Client Advisor (2005-2006), at Citibank as HR Outsourcing Management Head (2006-2007), HSBC as Vice President of Human Resources (2007-June 2008 & July 2008-2009), PT Bank Ekonomi Raharja Tbk (member of HSBC Group) (2009-2010) as HR Business Partner, HSBC Indonesia as Vice President, HR Resourcing (2010), and Standard Chartered Bank as Vice President, HR Business Partner for Consumer

Business Partner for Consumer Banking (2010). Beliau memulai karir dengan Commonwealth Bank sebagai EVP, Head of HR Operations, Compensation Benefit & Industrial Relations (2010-2012), kemudian menjadi EVP, Head of HR Shared Services, Remuneration & Industrial Relations (2013-2015), dan pada November 2015 hingga saat ini beliau menjabat sebagai Chief of Human Resources di Bank Commonwealth.

TUGAS DAN TANGGUNG JAWAB DUTIES AND RESPONSIBILITIES

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi meliputi:

Terkait Fungsi Remunerasi

1. Komite bertanggung jawab untuk melaksanakan fungsi pengawasan terhadap penyusunan dan/atau pelaksanaan Program dan Kebijakan Remunerasi bagi anggota Dewan Komisaris, anggota Direksi, dan karyawan Bank yang diajukan oleh Direksi melalui Presiden Direktur dan/atau Direktur yang bertanggung jawab atas Direktorat/Fungsi Sumber Daya Manusia, yang memiliki dampak dan/atau perubahan signifikan pada kondisi finansial Bank dan/atau yang memiliki dampak signifikan pada Anggota Dewan Komisaris, Direksi dan Karyawan Bank yang didasarkan pada remunerasi berbasis kinerja dengan memperhatikan faktor-faktor risiko yang ada.
2. Dewan Komisaris melalui Komite Remunerasi dan Nominasi memberikan wewenang kepada Direksi melalui Presiden Direktur dan/atau Pimpinan yang bertanggung jawab atas Direktorat/Fungsi Sumber Daya Manusia untuk melakukan evaluasi, menyusun dan memastikan Program dan Kebijakan Remunerasi Bank memiliki daya saing dengan industri sejenis serta menerapkan asas kesetaraan dan keadilan dalam menerapkan Program Remunerasi di Bank berdasarkan kinerja, di antaranya dengan melakukan tinjauan terhadap program remunerasi secara berkala, menyesuaikan dan meningkatkan program-program remunerasi dan manfaat.
3. Setelah melaksanakan fungsi pengawasan, termasuk melakukan evaluasi, Komite akan memberikan rekomendasi kepada Dewan Komisaris mengenai:
 - a. Penyusunan dan/atau pelaksanaan Program dan Kebijakan Remunerasi bagi Direksi dan Dewan Komisaris untuk disampaikan kepada RUPS; dan
 - b. Penyusunan dan/atau pelaksanaan Program dan Kebijakan Remunerasi bagi pegawai secara keseluruhan untuk disampaikan kepada Direksi.

Terkait Fungsi Nominasi

1. Memberikan rekomendasi kepada Dewan Komisaris terkait dengan sistem, prosedur, pemilihan, pengangkatan, penggantian, dan pengangkatan kembali untuk anggota Dewan Komisaris dan anggota

Banking (2010). He began his career with Commonwealth Bank as EVP, Head of HR Operations, Compensation Benefit & Industrial Relations (2010-2012), then became EVP, Head of HR Shared Services, Remuneration & Industrial Relations (2013-2015), and in November 2015 until now he served as Chief of Human Resources at Commonwealth Bank.

The duties and responsibilities of the Remuneration and Nomination Committee include:

Remuneration Function Related

1. *The Committee is responsible for carrying out the supervision function of the preparation and/or implementation of the Programme and Remuneration Policy for members of the Boards of Commissioners and Directors as well as the Bank's employees submitted by the Board of Directors through the President Director and/or Director in charge of the Directorate/Function of Human Resources, with significant impacts and/or changes in the Bank's financial condition and/or with a significant impact on Members of the Boards of Commissioners and Directors as well as the Bank's Employees in accordance with performance-based remuneration by taking into account existing risk factors.*
2. *The Board of Commissioners through the Remuneration and Nomination Committee authorises the Board of Directors through the President Director and/or Head responsible for the Directorate/ Function of Human Resources to evaluate, prepare and ensure that the Bank's Remuneration Programme and Policy have competitiveness with similar industries and that they apply the principle of equality and fairness in the implementation of the Bank's Remuneration Programme based on performance, including reviewing the remuneration programme on a regular basis, adjusting and improving remuneration and benefit programmes.*
3. *After carrying out the supervisory function, including conducting an evaluation, the Committee will provide recommendations to the Board of Commissioners concerning:*
 - a. *Preparation and/or implementation of the Programme and Remuneration Policy for the Board of Directors and Commissioners to be submitted to the GMS; and*
 - b. *Preparation and/or implementation of the Programme and Remuneration Policy for employees as a whole to be submitted to the Board of Directors.*

Nomination Function Related

1. *Providing recommendations to the Board of Commissioners concerning system, procedures, selection, appointment, replacement and reappointment of members of the Boards of*

Direksi kepada Dewan Komisaris, termasuk calon anggota Dewan Komisaris dan/atau calon anggota Direksi untuk disampaikan kepada RUPS.

2. Terkait dengan pemilihan, pengangkatan, penggantian, dan pengangkatan kembali Pihak Independen yang menjadi anggota komite-komite organ kerja Dewan Komisaris, Komite memberikan rekomendasi lebih lanjut kepada Dewan Komisaris untuk dapat dilakukan tinjauan lebih lanjut dan selanjutnya Pihak Independen tersebut dapat ditetapkan dan diangkat oleh Direksi.
3. Dewan Komisaris melalui Komite Remunerasi dan Nominasi akan melakukan tinjauan lebih lanjut terhadap rekomendasi Presiden Direktur atas pemaparan mengenai tinjauan kinerja secara berkala dari Direktur-Direktur dan Manajemen Puncak (Top Management) yang berada pada 1 (satu) tingkat di bawah Presiden Direktur selama masa penugasan tiap-tiap individu tersebut di Bank dan akan menyusun rekomendasi lebih lanjut kepada Dewan Komisaris.

Commissioners and Directors to the Board of Commissioners, including prospective members of the Board of Commissioners and/or prospective members of the Board of Directors to be submitted to the GMS.

2. *In relation to the selection, appointment, reimbursement and reappointment of the Independent Party who is a member of the Board of Commissioners' work organ committees, the Committee provides recommendations to the Board of Commissioners for further review; and moreover, the Independent Party can be appointed by the Board of Directors.*
3. *The Board of Commissioners, through the Remuneration and Nomination Committee, will conduct a further review of the President Director's recommendations concerning the presentation of periodic performance reviews from the top management 1 (one) level under the President Director during the term of office of each individual at the Bank, and will prepare further recommendations to the Board of Commissioners.*

INDEPENDENSI KOMITE REMUNERASI DAN NOMINASI INDEPENDENCE OF REMUNERATION AND NOMINATION COMMITTEE

Aspek independensi anggota komite sangat penting dalam menjalankan fungsi remunerasi dan nominasi. Seluruh anggota komite telah memenuhi kriteria independensi dan mampu menjalankan tugasnya secara independen.

The independence of committee members is very important in carrying out the functions of remuneration and nominations. All members have met the criteria of independence and are able to carry out their duties independently.

RAPAT KOMITE REMUNERASI DAN NOMINASI REMUNERATION AND NOMINATION COMMITTEE MEETINGS

Komite Remunerasi dan Nominasi wajib mengadakan rapat berkala setidaknya 4 (empat) kali dalam 12 bulan dan/atau sesuai kebutuhan sebagaimana yang tercantum dalam Charter dan Kebijakan Komite Remunerasi dan Nominasi. Sepanjang 2018, Komite Remunerasi dan Nominasi melaksanakan 6 (enam) kali rapat dengan rincian kehadiran sebagai berikut:

The Remuneration and Nomination Committee must hold regular meetings at least 4 (four) times in 12 months and/or as needed, as stated in the Charter and Policy of the Remuneration and Nomination Committee. Throughout 2018, the Remuneration and Nomination Committee held 6 (six) meetings with attendance details as follows:

No.	Nama Name	Periode Period						Total	Persentase Kehadiran Attendance Rate
		Feb	Apr	Jun	Aug	Okt	Des		
1.	Suwartini (Ketua/Chairman)	√	√	√	√	√	√	6	100%
2.	Khairil Anwar (Anggota/Member)	√	√	√	√	√	√	6	100%
3.	Bagus Harimawan (Anggota/Member)	√	√	√	√	√	√	6	100%

PELAKSANAAN KEGIATAN KOMITE REMUNERASI DAN NOMINASI IMPLEMENTATION OF REMUNERATION AND NOMINATION COMMITTEE ACTIVITIES

Selama tahun 2018, Komite Remunerasi dan Nominasi telah melaksanakan tugas dan tanggung jawabnya sebagai berikut:

During 2018, the Remuneration and Nomination Committee has carried out its duties and responsibilities as follows:

1. *Reviewing and accepting submissions from the President Director, Lauren Sulistiawati, regarding changes in the Board of Directors' term of office from*

- tahun dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu. Sedangkan untuk anggota Direksi yang saat ini masih menjabat, maka jangka waktu masa jabatannya tetap mengikuti keputusan RUPS pada saat anggota Direksi dimaksud diangkat;
2. Menerima surat pengunduran diri dari Mutia Nilawati Dewi, Chief of Compliance, Legal, & Corporate Secretary. Sejalan dengan hal ini, melakukan evaluasi terhadap kualifikasi, latar belakang, serta profil berdasarkan pengajuan yang disampaikan oleh Direksi, dan kemudian merekomendasikan kandidat internal, Thio Sucy;
 3. Memberikan rekomendasi pengangkatan Coenraad Johannes Jonker sebagai anggota Komite Remunerasi dan Nominasi;
 4. Meninjau dan memberikan rekomendasi terkait pengangkatan kembali Suwartini sebagai Komisaris Independen selama jangka waktu yang tercantum di dalam keputusan RUPS, dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu;
 5. Meninjau dan memberikan rekomendasi terkait pengangkatan kembali Khairil Anwar sebagai Komisaris Independen selama jangka waktu yang tercantum di dalam keputusan RUPS, dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu;
 6. Menerima pengajuan pensiun dari Stephen Vile, Direktur yang membawahi fungsi Risk. Sejalan dengan hal ini, menunjuk Ganda Rusli sebagai Head of Risk Management dan melapor langsung kepada Presiden Direktur;
 7. Meninjau dan memberikan rekomendasi terkait pengangkatan kembali Lauren Sulistiawati, President Direktur, selama jangka waktu yang tercantum di dalam keputusan RUPS, dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu;
 8. Menerima pengunduran diri dari Coenraad Johannes Jonker sebagai Presiden Komisaris. Sejalan dengan hal ini, melakukan evaluasi terhadap kualifikasi, latar belakang, serta profil berdasarkan pengajuan yang disampaikan oleh CBA sebagai pemegang saham mayoritas dan kemudian merekomendasikan David Antony Keith Cohen sebagai Presiden Komisaris. Komite juga memberikan rekomendasi terhadap Suwartini sebagai Presiden Komisaris sementara sampai pengangkatan David Antony Keith Cohen sebagai Presiden Komisaris menjadi efektif;
 9. Menerima pengunduran diri dari Andrew Farmer sebagai Wakil Presiden Komisaris. Sejalan dengan hal ini, melakukan evaluasi terhadap kualifikasi, latar belakang, serta profil berdasarkan pengajuan yang disampaikan oleh CBA sebagai pemegang saham mayoritas dan kemudian merekomendasikan Stephen Vile sebagai Wakil Presiden Komisaris.
 10. Meninjau dan memberikan rekomendasi terhadap perpanjangan masa kerja Teuku Radja Sjahnan sebagai Anggota Komite Independen.
- 3 (three) years to 5 (five) years without reducing the right of the GMS to dismiss them at any time. As for the current members of the Board of Directors, their term of office still follows the resolution of the GMS when those members of the Board of Directors are appointed;
2. Receiving a letter of resignation from Mutia Nilawati Dewi, Chief of Compliance, Legal & Corporate Secretary. In accordance with the situation, evaluating the qualifications, background, and profile pursuant to the submission by the Directors, and then recommending internal candidate, Thio Sucy;
 3. Recommending the appointment of Coenraad Johannes Jonker as a member of the Remuneration and Nomination Committee;
 4. Reviewing and providing recommendation regarding the reappointment of Suwartini as an Independent Commissioner for the period stated in the GMS resolution, without reducing the right of the GMS to dismiss her at any time;
 5. Reviewing and giving recommendation regarding the reappointment of Khairil Anwar as an Independent Commissioner during the period stated in the GMS resolution, without reducing the right of the GMS to dismiss him at any time;
 6. Accepting resignation of Stephen Vile, Director who oversees the Risk function. In line with this situation, appointing Ganda Rusli as Head of Risk Management and reporting directly to the President Director;
 7. Reviewing and providing recommendation regarding the reappointment of Lauren Sulistiawati, President Director, during the period stated in the GMS resolution, without reducing the right of the GMS to terminate her at any time;
 8. Receiving the resignation of Coenraad Johannes Jonker as President Commissioner. In line with this, evaluated the qualification, background and profile based on recommendation from CBA as majority shareholders and recommended David Antony Keith Cohen as President Commissioner. Committee also recommended Suwartini as acting President Commissioners until the appointment of David Antony Keith Cohen as President Commissioner becomes effective;
 9. Receiving the resignation of Andrew Farmer as Vice President Commissioner. In line with this, evaluated the qualification, background and profile based on recommendation from CBA as majority shareholders and recommended Stephen Vile as Vice President Commissioner.
 10. Reviewing and providing recommendation regarding the reappointment of Teuku Radja Sjahnan as Independent Committee member.

11. Meninjau dan memberikan rekomendasi terhadap perpanjangan masa kerja Jono Effendy sebagai Anggota Komite Independen;
12. Memberikan dukungan atas perubahan struktur organisasi Bank Commonwealth;
13. Memberikan dukungan atas proposal FY18 Annual Performance Bonus dan menganjurkan Direksi untuk melakukan monitoring terkait pelaksanaan tersebut.

11. *Reviewing and providing recommendation regarding the reappointment of Jono Effendy as Independent committee member.*
12. *Providing support regarding the changes on organisation structure of Commonwealth Bank*
13. *Providing support regarding the FY18 Annual Performance Bonus proposal and encouraging the Board of Directors to monitor the implementation.*

KOMITE TATA KELOLA TERINTEGRASI

Integrated Governance Committee

Merujuk kepada Peraturan Otoritas Jasa Keuangan No.18/POJK.03/2014 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan, Bank Commonwealth sebagai Entitas Utama dalam konglomerasi keuangan membentuk Komite Tata Kelola Terintegrasi untuk mendukung tugas Dewan Komisaris Entitas Utama dalam melakukan pengawasan terhadap pelaksanaan tata kelola yang terintegrasi.

Referring to the Financial Services Authority Regulation No.18/ POJK.03/2014 on the Implementation of Integrated Governance for Financial Conglomeration, Commonwealth Bank as the Prime Entity in financial conglomerate established the Integrated Governance Committee to support duties of Board of Commissioners of the Prime Entity in exercising oversight of the implementation of integrated management.

Komite Tata Kelola Terintegrasi dibentuk oleh Dewan Komisaris dan ditetapkan melalui Surat Keputusan Direksi No. SK-DIR/001/CBA-EU/2015 tanggal 22 Desember 2015 mengenai Penetapan Anggota Komite Tata Kelola Terintegrasi.

The Integrated Governance Committee was established by Board of Commissioners and authorized through Board of Directors Decision Letter No. SK-DIR/001/CBA-EU/2015 dated 22 December 2015 on the Confirmation of Members of the Integrated Governance Committee.

KOMPOSISI DAN KEANGGOTAAN KOMITE COMMITTEE MEMBERSHIP AND COMPOSITION

Komposisi anggota Komite Tata Kelola Terintegrasi per 31 Desember 2018 terdiri dari:

The composition of the Integrated Governance Committee as of 31 December 2018 is as follows:

No	Nama Name	Jabatan Position	Keterangan Description
1	Suwartini	Ketua/Chairman	Komisaris Independen Bank Commonwealth <i>Independent Commissioner of Commonwealth Bank</i>
2	Jono Effendy	Anggota/Member	Komisaris Independen PT Commonwealth Life <i>Independent Commissioner of PT Commonwealth Life</i>
3	Teuku Radja Sjahnan	Anggota/Member	Komisaris Independen PT FSII dan Pihak Independen Bank Commonwealth <i>Independent Commissioner of PT FSII and Independent Party of Commonwealth Bank</i>

PIAGAM ATAU PEDOMAN KERJA KOMITE COMMITTEE CHARTER

Pedoman dan tata tertib kerja (charter) Komite Tata Kelola Terintegrasi merupakan acuan anggota komite dalam melaksanakan tugas dan tanggung jawabnya. Charter komite berisi tentang uraian tugas dan tanggung jawab, keanggotaan, dan penyelenggaraan rapat.

The charter of the Integrated Governance Committee is a reference of the committee's members in executing their duties and responsibilities. The committee's charter contains the description of the duties and responsibilities as well as on the organising meeting.

PROFIL KOMITE TATA KELOLA TERINTEGRASI INTEGRATED GOVERNANCE COMMITTEE PROFILE

Suwartini

Ketua/Komisaris Independen

Profil beliau dapat dilihat di bagian Profil Dewan Komisaris pada halaman 45.

Teuku Radja Sjahnan

Anggota/Pihak Independen

Profil beliau dapat dilihat di bagian Profil Komite Audit pada halaman 179.

Jono Effendy

Anggota/Pihak Independen

Profil beliau dapat dilihat di bagian Profil Komite Audit pada halaman 180.

Suwartini

Chairman/Independent Commissioner

Her profile can be seen in the Board of Commissioners Profile section on page 45.

Teuku Radja Sjahnan

Member/Independent Party

His profile can be seen in the Audit Committee's Profile section on page 179.

Jono Effendy

Member/Independent Party

His profile can be seen in the Audit Committee's Profile section on page 180.

TUGAS DAN TANGGUNG JAWAB DUTIES AND RESPONSIBILITIES

Komite Tata Kelola Terintegrasi memiliki tanggung jawab sebagai berikut:

1. Mengevaluasi pelaksanaan Tata Kelola Terintegrasi oleh Direksi Entitas Utama paling sedikit melalui penilaian kecukupan pengendalian intern dan pelaksanaan fungsi kepatuhan secara terintegrasi.
2. Memberikan rekomendasi kepada Dewan Komisaris Entitas Utama untuk penyempurnaan Kebijakan Tata Kelola Terintegrasi.

The Integrated Governance Committee has the following responsibilities:

1. Evaluate the implementation of Integrated Governance by the Board of Directors of Prime Entity at least through the assessment on the adequacy of internal control and the implementation of an integrated compliance function.
2. Provide recommendations to Board of Commissioners of the Prime Entity for the improvement on Integrated Governance Policy.

RAPAT KOMITE TATA KELOLA TERINTEGRASI INTEGRATED GOVERNANCE COMMITTEE MEETINGS

Komite Tata Kelola Terintegrasi wajib menyelenggarakan rapat paling sedikit 1 (satu) kali dalam setiap semester.

The Integrated Governance Committee has the obligation to hold at least 1 (one) meeting each semester.

Sepanjang 2018, Komite Tata Kelola Terintegrasi telah melaksanakan 2 (dua) kali rapat dengan kehadiran anggota sebagai berikut:

Throughout 2018, the Committee held 2 (two) meetings with the following attendance:

No.	Anggota Member	Jabatan Position	Jumlah Rapat Number of Meetings	Persentase Kehadiran Attendance Rate
1.	Suwartini	Ketua/Komisaris Independen Chairman/Independent Commissioner	2	100%
2.	Jono Effendy	Anggota/Komisaris Independen PT Commonwealth Life Member/Independent Commissioner of PT Commonwealth Life	2	100%
3.	Teuku Radja Sjahnan	Anggota/Komisaris Independen PT FSII dan Pihak Independen Bank Commonwealth Member/Independent Commissioner of PT FSII and Independent Party of Commonwealth Bank	2	100%

PELAKSANAAN KEGIATAN KOMITE TATA KELOLA TERINTEGRASI IMPLEMENTATION OF INTEGRATED GOVERNANCE COMMITTEE ACTIVITIES

Pelaksanaan tugas komite Tata Kelola Terintegrasi selama tahun 2018, sebagai berikut:

The duties the Integrated Governance Committee implemented throughout 2018 are as follows:

- Mengkaji Laporan Penilaian Sendiri (self-assessment) Pelaksanaan Tata Kelola Terintegrasi.

- Review Self-Assessment Report on the Implementation of Integrated Governance.

- Memberikan saran terkait draf peraturan OJK mengenai kewajiban perusahaan induk bagi konglomerasi keuangan.
- Provide advice regarding the draft of the Financial Services Authority (OJK) regulation on holding company's obligations to financial conglomerates.

KOMITE-KOMITE DI BAWAH DIREKSI COMMITTEES UNDER BOARD OF DIRECTORS

Dalam melaksanakan tugas dan tanggung jawabnya, Direksi Bank Commonwealth memiliki komite-komite berikut:

1. Komite Manajemen Risiko
2. Komite Aset dan Liabilitas (ALCO)
3. Komite Kredit
4. Komite Kebijakan Perkreditan
5. Komite Pengarah Teknologi Informasi
6. Komite Sumber Daya Manusia
7. Komite Manajemen Risiko Terintegrasi

In implementing its duties and responsibilities, the Board of Directors has the following committees:

1. Risk Management Committee
2. The Asset and Liability Committee (ALCO)
3. Credit Committee
4. Credit Policy Committee
5. Information Technology Steering Committee
6. People Committee
7. Integrated Risk Management Committee

KOMITE MANAJEMEN RISIKO RISK MANAGEMENT COMMITTEE

Komite Manajemen Risiko membantu tugas Direksi dalam memantau dan mengelola risiko-risiko yang mungkin dihadapi Bank, termasuk Risiko Kredit, Pasar, Likuiditas, Operasional, Hukum, Strategis, Kepatuhan dan Reputasi.

The Risk Management Committee provides assistance to Board of Directors in monitoring and managing risks that may be encountered by the Bank, including Credit, Market, Liquidity, Operational, Legal, Strategic, Compliance and Reputational Risks.

Komposisi dan Keanggotaan Composition and Membership

Ketua: <i>Chairperson:</i>	Direktur Risiko <i>Director of Risk</i>		
Anggota: <i>Members:</i>	- Presiden Direktur <i>President Director</i>	-	Direktur SME Banking <i>Director of SME Banking</i>
	- Direktur Operations & IT <i>Director of Operations & IT</i>	-	Direktur Kepatuhan <i>Director of Compliance</i>
	- Kepala Satuan Audit Internal (anggota non- voting) <i>Chief of Audit (non-voting member)</i>	-	Chief Financial Officer <i>Chief Financial Officer</i>
	- Direktur Retail Banking <i>Director of Retail Banking</i>	-	Chief of Human Resources <i>Chief of Human Resources</i>

Tugas dan Tanggung Jawab

1. Memberikan rekomendasi kepada Presiden Direktur terkait dengan:
 - a. Pembuatan kebijakan, strategi dan petunjuk terkait manajemen risiko.
 - b. Perbaikan yang berkelanjutan terkait penerapan manajemen risiko berdasarkan hasil evaluasi yang telah dilakukan.
2. Menjamin pelaksanaan kerangka kerja manajemen risiko Bank secara efektif melalui:
 - a. Memastikan bahwa manajemen mengambil langkah-langkah yang diperlukan untuk memantau, mengelola dan melaporkan kepada Komite Pemantau Risiko terkait paparan risiko material yang muncul termasuk pelanggaran terhadap Risk Appetite, Toleransi dan Limit risiko yang telah ditetapkan.

Duties and Responsibilities

1. Provide recommendations to the President Director in relation to:
 - a. Policy-making, strategy and guidance related to risk management.
 - b. Improvements related to the implementation of risk management based on the results of the evaluation that has been conducted.
2. Assure effective implementation of the Bank's risk management framework through:
 - a. Ensure that the management take the necessary steps needed to monitor, manage and report to the Risk Oversight Committee in relation to the material risk exposure including the violation to the set Risk Appetite, Tolerance and risk limits.

- | | |
|---|--|
| <ul style="list-style-type: none"> b. Mengkaji dan menyetujui kerangka kerja manajemen risiko Bank, yang termasuk namun tidak terbatas pada kerangka Internal Capital Adequacy Assessment Process, Risk Appetite Statement dan Kerangka Manajemen Risiko Operasional. c. Memantau pelaksanaan kebijakan manajemen risiko yang meliputi namun tidak terbatas pada pemantauan Profil Risiko Bank, pengujian kontrol dan anti-fraud. d. Menjadi titik eskalasi atas semua hal yang terkait manajemen risiko, termasuk penyimpangan dalam kebijakan. | <ul style="list-style-type: none"> b. Review and approve the framework of the Bank's risk management, including but not limited to the framework of the Internal Capital Adequacy Assessment Process, Risk Appetite Statement and Operational Risk Management. c. Monitor the implementation of the risk management policy, including but not limited to the Bank's Risk Profile oversight, as well as control and anti-fraud testing. d. As the escalation platform for all matters relating to risk management, including deviations in policies. |
| <ul style="list-style-type: none"> 3. Memberikan dukungan atas dokumen yang perlu diajukan kepada Komite Pemantau Risiko. 4. Mengembangkan dan terus meningkatkan budaya manajemen risiko Bank. | <ul style="list-style-type: none"> 3. Provide support for the documents that need to be proposed to the Risk Oversight Committee. 4. Develop and continuously increase the Bank's risk management culture. |

KOMITE ASET DAN LIABILITAS (ALCO) ASSET AND LIABILITY COMMITTEE (ALCO)

Komposisi dan Keanggotaan

Anggota-anggota Komite ALCO adalah:

- Direktur Utama (Ketua)
- Kepala Bagian Keuangan dan Treasury (Wakil Ketua Pertama)
- Direktur Manajemen Risiko (Wakil Ketua Kedua)
- Direktur Retail Banking
- Direktur SME Banking
- Direktur TI dan Operasional

Standing attendees (bukan anggota dan tidak memiliki hak suara) adalah:

- Direktur Kepatuhan
- Kepala Bagian Manajemen Risiko Perusahaan
- Kepala Bagian Manajemen Likuiditas dan Neraca

Rapat Komite ALCO

Komite ALCO telah menyelenggarakan rapat sebanyak 15 (lima belas) kali selama tahun 2018.

Tugas dan Tanggung Jawab

- Mengkaji dan mendukung kebijakan untuk diajukan kepada Dewan Komisaris, Komite Risiko dan Audit, atau Presiden Direktur untuk disetujui. Komite ini mengawasi batas kepatuhan untuk eskalasi yang relevan kepada Dewan Komisaris, Komite Risiko dan Audit, atau Direktur Utama;
- Mengawasi toleransi yang relevan (dalam Kebijakan) dan metodologi untuk risiko pasar, likuiditas, pendanaan, manajemen modal, dan penetapan harga transfer dana;
- Mengawasi posisi dan strategi neraca, menangani keefektifan pendekatan pendanaan kewajiban, dan manajemen risiko suku bunga dalam buku perbankan;
- Mengawasi kinerja bisnis yang membahas arah dan penjelasan margin bunga bersih perbankan;
- Mengawasi kebijakan pengawasan yang merupakan standar minimum untuk memenuhi persyaratan peraturan dan praktik terbaik;

Composition and Membership

The members of the ALCO are:

- President Director (Chairman)
- Chief of Finance and Treasury (1st Vice Chairman)
- Director of Risk Management (2nd Vice Chairman)
- Director of Retail Banking
- Director of SME Banking
- Director of Operations & IT

Standing attendees (not members and without voting rights) are:

- Director of Compliance
- Head of Enterprise Risk Management
- Head of Liquidity and Balance Sheet Management

ALCO Committee's Meeting

The ALCO Committee has convened 15 (fifteen) meetings in 2018.

Duties and Responsibilities

- Review and endorse policies for submission to the Board of Commissioners, Risk and Audit Committee, or President Director for approval. It oversees limit compliance for relevant escalation to the Board of Commissioners, Risk and Audit Committee, or President Director;
- Oversee relevant tolerances (within Policies) and methodologies for market risk, liquidity, funding, capital management, and funds transfer pricing;
- Oversee balance sheet position and strategy, addressing the effectiveness of liability funding approaches, and the management of interest rate risk in the banking book;
- Oversee business performance addressing the direction and explanation of banking net interest margin;
- Oversee the supervisory policies which are the minimum standards expected to satisfy the regulatory requirements as well as best practices;

- Mencatat kinerja Treasury termasuk perubahan dalam mix aset dan liabilitas, manajemen likuiditas, dan sumber/jangka waktu pendanaan; dan
- Mengawasi pengelolaan risiko pasar untuk portofolio yang diperdagangkan.

- *Review Treasury performance including changes in the asset and liability mix, liquidity management and source/tenor of wholesale funding; and*
- *Oversee the management of market risk for portfolios being traded.*

Pelaksanaan Tugas dan Tanggung Jawab ALCO selama tahun 2018 adalah sebagai berikut:

Duties and Responsibilities of ALCO in 2018 are as follows:

- Meninjau Likuiditas Tahunan dan Rencana Pendanaan untuk tahun buku 2019;
- Meninjau Risiko Bunga Tahunan Buku Bank (IRRBB) untuk tahun buku 2019;
- Meninjau nilai pinjaman dan simpanan (termasuk proposal penetapan nilai ad-hoc);
- Mengawasi inisiatif pendanaan Bank;
- Meninjau kemampuan Bank dalam mengakses likuiditas pasar antar bank;
- Meninjau kemampuan Bank dalam mengelola portofolio investasinya;
- Mengawasi profitabilitas dan kepatuhan Bank terhadap undang-undang dan rasio internal/batasan.

- *Review Annual Liquidity and Funding Plan for 2019 financial year;*
- *Review Interest Rate Risk in Banking Book (IRRBB) for 2019 financial year;*
- *Review the loan and deposit pricing (including ad-hoc pricing proposal);*
- *Oversee the Bank's funding initiatives;*
- *Review the Bank's capability in accessing interbank market liquidity;*
- *Review the Bank's capability in managing its investment portfolio;*
- *Oversee the Bank's profitability and compliance to statutory and internal ratios/limits.*

KOMITE KREDIT CREDIT COMMITTEE

Komite Kredit merupakan komite operasional yang membantu direksi dalam mengevaluasi dan/atau memutuskan permohonan Kredit atau Pembiayaan untuk jumlah dan jenis Kredit atau Pembiayaan yang ditetapkan oleh direksi.

The Credit Committee is an operational committee that assists the Board of Directors in evaluating and/or approving applications for Credit or Financing for the amount and type of credit or financing as determined by the Board of Directors.

Komposisi dan Keanggotaan

Composition and Membership

Anggota Komite Kredit dengan Hak Suara (*voting*):

Credit Committee Members with Voting Rights:

- Presiden Direktur (Ketua)
- Direktur Retail Banking (atau *Executive Vice President* yang didelegasikan)
- Direktur SME Banking (atau *Executive Vice President* yang didelegasikan)

- *President Director (Chairman)*
- *Director of Retail Banking (or delegated Executive Vice President)*
- *Director of SME Banking (or delegated Executive Vice President)*

Anggota Komite Kredit Tanpa Hak Suara (*non-voting*):

Non-voting Credit Committee Members:

- Direktur Manajemen Risiko
- *Head of Credit Risk*

- *Director of Risk Management*
- *Head of Credit Risk*

Penanggung Jawab dari Komite Kredit adalah Presiden Direktur, Dalam keadaan dimana Presiden Direktur tidak dapat memimpin komite, maka Direktur Ritel akan memimpin rapat. Dalam kapasitas ini, Direktur Ritel tidak dapat mendelegasikan lagi kewenangannya.

The person in charge of the Credit Committee is the President Director. In circumstances where the President Director is unable to lead the committee, the Retail Banking Director will instead chair the meeting. In this capacity, the Retail Banking Director can no longer delegate authority.

Apabila diperlukan Direktur Kepatuhan (atau delegasinya) dan Head of Internal Audit dapat hadir dalam rapat Komite Kredit sebagai undangan. Komite Kredit dapat mengundang pejabat eksekutif lain untuk menghadiri rapat. Para undangan tidak memiliki Hak Suara (*non-voting*).

If needed, the Director of Compliance (or his delegation) and the Head of Internal Audit may attend the Credit Committee meeting as invitee(s). The Credit Committee can also invite other executives to attend meetings. The invitee does not have voting rights.

Rapat Komite Kredit

Credit Committee's Meeting

Komite Kredit telah menyelenggarakan rapat sebanyak 4 kali selama tahun 2018.

The Credit Committee has convened 4 (four) meetings in 2018.

Tugas dan Tanggung Jawab

1. Memutuskan permohonan kredit yang berada diluar kewenangan Unit Business.
2. Melakukan fungsinya dalam persetujuan/penolakan kredit berdasarkan kompetensinya secara jujur, objektif, cermat, serta seksama.
3. Menolak permintaan dan/atau pengaruh pihak yang berkepentingan dengan pemohon Kredit atau Pembiayaan untuk memberikan persetujuan Kredit atau Pembiayaan yang hanya bersifat formalitas.
4. Berkoordinasi dengan Komite Aset dan Liabilitas (ALCO) terkait dengan kesediaan dana untuk pemberian kredit.

KOMITE KEBIJAKAN PERKREDITAN CREDIT POLICY COMMITTEE

Komite Kebijakan Perkreditan merupakan komite yang membantu direksi dalam merumuskan kebijakan, mengawasi pelaksanaan kebijakan, memantau perkembangan dan kondisi portofolio perkreditan atau pembiayaan serta memberikan saran langkah perbaikan.

Komposisi dan Keanggotaan

Anggota dengan Hak Suara (*voting*):

- Presiden Direktur (Ketua)
- Direktur Risiko (atau *Executive Vice President* yang didelegasikan)
- Direktur Retail Banking(atau *Executive Vice President* yang didelegasikan)
- Direktur SME Banking(atau *Executive Vice President* yang didelegasikan)
- *Head of Credit Operation*

Anggota Tanpa Hak Suara (*non-voting*):

- Kepala Internal Audit
- *Head of Credit Risk*

Penanggung Jawab dari Komite Kebijakan Perkreditan adalah Presiden Direktur, Dalam keadaan dimana Presiden Direktur tidak dapat memimpin Komite Kebijakan Perkreditan, maka Direktur Risiko akan memimpin rapat.

Rapat Komite Kebijakan Kredit

Komite Kebijakan Kredit telah menyelenggarakan rapat sebanyak 2 kali selama tahun 2018.

Tugas dan Tanggung Jawab

1. Memberikan masukan kepada Direksi dalam penyusunan *credit risk appetite* dan Kebijakan Perkreditan Bank.
2. Mengawasi penerapan Kebijakan Perkreditan Bank.
3. Melakukan kajian berkala terhadap Kebijakan Perkreditan Bank dan memberikan saran kepada Direksi dalam hal perbaikan Kebijakan Perkreditan Bank.
4. Memantau dan mengevaluasi:
 - a. Perkembangan dan kualitas portofolio kredit Bank.
 - b. Pelaksanaan kewenangan memutuskan Kredit/ pendelegasiannya.

Duties and Responsibilities

1. *Approve loan applications that are above the authority of the Business Unit.*
2. *Perform its functions in credit approval/rejection based on its competence in an honest, objective, careful and thorough manner.*
3. *Refuse requests and/or influence from parties concerned with Credit or Financing applications to provide Credit or Financing agreements on the nature of formalities.*
4. *Coordinate with the Asset and Liability Committee (ALCO) in relation to provision of funds for credit.*

The Credit Policy Committee is a committee that supports the Board of Directors in formulating policies, overseeing the implementation of policies, monitoring the progress and conditions of credit or financing portfolios and providing recommendations for corrective steps.

Composition and Membership

Members with voting rights:

- *President Director (Chairman)*
- *Director of Risk (or delegated Executive Vice President)*
- *Director of Retail Banking(or delegated Executive Vice President)*
- *Director of SME Banking(or delegated Executive Vice President)*
- *Head of Credit Operation*

Non-voting Members:

- *Chief of Internal Audit*
- *Head of Credit Risk*

The person in charge of the Credit Policy Committee is the President Director. In circumstances where the President Director is unable to chair the Credit Policy Committee, the Director of Risk is subject to chair the meeting.

Credit Policy Committee's Meeting

The Credit Policy Committee has convened 2 (two) meetings in 2018.

Duties and Responsibilities

1. *Provide input to the Board of Directors in formulating credit risk appetite and Bank's Credit Policy.*
2. *Oversee the implementation of the Bank's Credit Policies.*
3. *Conduct periodic reviews of the Bank's Credit Policies and provide advice to the Board of Directors in terms of improving the Bank's Credit Policies.*
4. *Monitor and evaluate:*
 - a. *The development and quality of the Bank's loan portfolios.*
 - b. *The implementation of authority to approve Credit/its delegation.*

- c. Proses pemberian kredit, risiko konsentrasi kredit dan kualitas kredit yang diberikan kepada pihak terkait dengan Bank dan debitur besar tertentu.
 - d. Pelaksanaan ketentuan BMPK.
 - e. Ketaatan terhadap ketentuan peraturan perundang-undangan dan peraturan lain dalam pelaksanaan pemberian kredit.
 - f. Penyelesaian kredit bermasalah sesuai dengan Kebijakan Perkreditan Bank.
 - g. Pemenuhan terhadap kecukupan pencadangan kredit dan beban biaya penurunan nilai kredit
5. Menyampaikan laporan tertulis secara berkala kepada Direksi dengan tembusan kepada Dewan Komisaris mengenai:
 - a. Hasil pengawasan atas pelaksanaan Kebijakan Perkreditan Bank.
 - b. Pemantauan dan evaluasi mengenai hal-hal yang dimaksud dalam poin 4.
 6. Memberikan saran sebagai langkah perbaikan terhadap risiko kredit kepada Direksi dan Dewan Komisaris mengenai hal-hal yang terdapat di poin 5.

- c. *The process of granting credit, credit concentration risk and credit quality provided to parties related to certain banks and large debtors.*
 - d. *The implementation of the provisions of Credit Extension Maximum Limit.*
 - e. *Compliance with the prevailing legislation and other regulations regarding implementation of extension of loan.*
 - f. *Settlement of non-performing loans in compliance to the Bank's Credit Policy.*
 - g. *Fulfillment of the adequacy of credit reserves and the allowance for the impairment loss*
5. *Submit a written report periodically to the Board of Directors with a copy to the Board of Commissioners concerning:*
 - a. *Supervision results on the implementation of the Bank's Credit Policies.*
 - b. *Monitoring and evaluation on the matters referred to in point 4.*
 6. *Provide recommendations to improve credit risk management to the Board of Directors and Board of Commissioners on matters contained in point 5.*

KOMITE PENGARAH TEKNOLOGI INFORMASI INFORMATION TECHNOLOGY STEERING COMMITTEE

IT Steering Committee (ITSC) merupakan komite yang membantu Direksi dalam memantau kegiatan TI terkait penyelarasan rencana strategis Teknologi Informasi (TI) dengan strategi bisnis Bank, optimalisasi pengelolaan sumber daya, nilai yang diberikan TI (IT Value Delivery), pengukuran kinerja dan efektivitas penerapan manajemen risiko.

IT Steering Committee (ITSC) is a committee that assist the Board of Directors in monitoring related IT activities by means of aligning the Information Technology (IT) strategic plan with the Bank's business strategy; optimising resource management, IT value delivery, measuring performance and effectiveness of the risk management implementation.

Tugas dan Tanggung Jawab

Wewenang dan tanggung jawab IT Steering Committee adalah memastikan rencana dan implementasi strategis telah sesuai dengan strategi bisnis Bank serta memberikan rekomendasi kepada Direksi yang paling kurang mencakup:

Duties and Responsibilities

The authorities and responsibilities of the IT Steering Committee are to ensure that strategic plans and their implementation are in line with the Bank's business strategy and provide recommendations to the Board of Directors that at least include:

Umum:

- a. Keselarasan rencana serta implementasi strategis TI dengan strategi bisnis Bank.
- b. Efektivitas implementasi kebijakan pengamanan informasi Bank.
- c. Efektivitas langkah-langkah mitigasi risiko yang dilakukan untuk meningkatkan pengamanan informasi Bank.

General:

- a. *The alignment of IT strategic plans and their implementation with the Bank's business strategy*
- b. *The effectiveness of the implementation of the Bank's information security policy*
- c. *The effectiveness of risk mitigation measures to improve the Bank's information security.*

Khusus:

IT Steering Committee bertanggung jawab untuk memberikan rekomendasi kepada Direksi yang terkait, namun tidak terbatas pada:

Specific:

The IT Steering Committee is responsible for providing recommendations to the Board of Directors that are related, but not limited to:

- Rencana Strategis TI yang sejalan dengan rencana strategis kegiatan usaha Bank. Dalam memberikan rekomendasi, Komite Pengarah TI harus memperhatikan faktor efisiensi, efektivitas, dan hal-hal lain, yaitu:
 - 1) Road-map untuk mencapai kebutuhan TI yang mendukung strategi bisnis Bank. Peta jalan

- *IT Strategic Plan in line with the Bank's strategic business plan. In providing recommendations, the IT Steering Committee shall pay attention to the factors of efficiency, effectiveness, and other matters, such as:*
 - 1) *Road map to achieve the IT needs in support of the Bank's business strategy. The road map consists of*

(road-map) terdiri dari kondisi saat ini (current state), kondisi yang ingin dicapai (future state), dan langkah-langkah yang akan dilakukan untuk mencapai kondisi yang ingin dicapai.

- 2) Sumber daya yang dibutuhkan.
 - 3) Manfaat yang akan diperoleh saat Rencana Strategis TI diterapkan.
 - 4) Kendala yang mungkin timbul dalam penerapan Rencana Strategis TI.
- Perumusan kebijakan, standar, dan prosedur TI yang utama, misalnya kebijakan TI yang utama yaitu kebijakan pengamanan TI dan manajemen risiko terkait penggunaan TI di Bank.
 - Kesesuaian antara proyek TI yang disetujui dengan Rencana Strategis TI. Komite pengarah TI juga menetapkan status prioritas proyek TI yang bersifat kritis yang berdampak signifikan terhadap kegiatan operasional Bank.
 - Kesesuaian antara TI dengan kebutuhan sistem informasi manajemen serta kebutuhan kegiatan usaha Bank.
 - Efektivitas langkah-langkah dalam meminimalisasi risiko atas investasi Bank pada sektor TI agar investasi Bank pada sektor TI memberikan kontribusi terhadap pencapaian tujuan bisnis Bank.
 - Pemantauan atas kinerja TI dan upaya peningkatan kinerja TI, misalnya pengukuran efektivitas dan efisiensi penerapan kebijakan pengamanan TI.
 - Upaya penyelesaian berbagai masalah terkait TI yang tidak dapat diselesaikan oleh satuan kerja pengguna dan penyelenggara TI secara efektif, efisien, dan tepat waktu.

current state, future state, and steps to be taken to achieve the desired conditions.

- 2) *Required resources.*
 - 3) *Benefits obtained from the implementation of the IT Strategic Plan.*
 - 4) *Constraints that may arise in the implementation of IT Strategic Plan.*
- *Formulation of key IT policies, standards and procedures; e.g. the primary IT policies, namely IT security policies and risk management related to the IT utilisation in the Bank.*
 - *Conformity between approved IT projects and IT Strategic Plans. The IT Steering Committee also sets the priority status of IT projects that are critical and have significant impacts to the Bank's operational activities.*
 - *Conformity between IT and the needs of management information systems as well as the needs of the Bank's business activities.*
 - *Effectiveness of steps in minimising the Bank's investment risk in the IT sector so that the Bank's investment in the IT sector can lead to the achievement of the Bank's business goals.*
 - *Monitoring of IT performance and initiatives to improve IT performance; e.g. measurement on the effectiveness and efficiency of the implementation of IT security policies.*
 - *Initiatives to resolve various IT-related challenges that cannot be resolved by the work units and IT providers in an effective, efficient and punctual manner.*

KOMITE SUMBER DAYA MANUSIA PEOPLE COMMITTEE

Tujuan utama pembentukan Komite ini adalah untuk mengawasi keselarasan antara perilaku dan pola pikir karyawan yang sejalan dengan nilai-nilai perusahaan, regulasi, ketentuan dan prosedur. Selama tahun 2018, Komite Sumber Daya Manusia telah mengkaji, melakukan pembahasan dan memberikan keputusan pada area-area sebagai berikut:

- a. Pengkajian terhadap remunerasi dan program kesejahteraan karyawan;
- b. Perubahan pada pengaturan kerja karyawan;
- c. Pembaharuan peraturan perusahaan secara periodik;
- d. Fraud yang dilakukan oleh karyawan;
- e. Rekomendasi atas tindak lanjut dari jalur *Whistleblower*;
- f. Perbuatan buruk karyawan
- g. Perilaku tidak etis (non-ethical behavior) karyawan; dan
- h. Pelanggaran lain terhadap Peraturan Perusahaan.

Sepanjang tahun 2018, People Komite Sumber Daya Manusia telah mengadakan 4 (empat) kali rapat yaitu pada bulan Agustus, September, Oktober dan November 2018.

The main purpose of the establishment of this committee is to oversee the alignment between employees' behavior and mindset in line with the Company's values, regulations, provisions and procedures. Throughout 2018, People Committee has reviewed, discussed and provided decisions in the following areas:

- a. *Assessment of remuneration and employee welfare programmes;*
- b. *Changes in employee work arrangements;*
- c. *Periodic review of the Company's regulations;*
- d. *Fraud committed by employees;*
- e. *Recommendations on follow-up of the Whistleblower channel;*
- f. *Misconduct;*
- g. *Non-ethical behaviors committed by employees; and*
- h. *Other violations to the company regulations.*

Throughout the year 2018, the People Committee held 4 (four) meetings in August, September, October and November 2018.

Komposisi dan Keanggotaan *Composition and Membership*

Ketua <i>Chairman</i>	Chief of Human Resources <i>Chief of Human Resources</i>
Anggota dengan Hak Suara <i>Members with Voting Right</i>	Seluruh Direksi <i>All Members of The Board of Directors</i>
Undangan Tetap <i>Permanent Invitee</i>	Seluruh Chief (terkecuali Kepala Audit) <i>All Chief (except Chief of Audit)</i>
Sekretaris <i>Secretary</i>	sesuai penunjukkan resmi dari Ketua Komite <i>based on official appointment from the Chairman</i>
Anggota Tanpa Hak Pilih <i>Members without Voting Right</i>	Kepala Audit (sebagai observer) <i>Chief of Audit (as observer)</i>

Tugas dan Tanggung Jawab Komite Sumber Daya Manusia adalah sebagai berikut:

- Melakukan pengawasan terhadap implementasi nilai-nilai Bank, regulasi, dan segala hal berkaitan dengan kepatuhan terhadap kebijakan, prosedur, dan pelaksanaannya oleh Bank.
- Mendampingi Direksi dan/atau Komite Remunerasi dan Nominasi dalam memenuhi tanggung jawab pengawasan bagi Direksi dan Pejabat Eksekutif dalam hal:
 - Penunjukan (rekrutmen, rotasi, dan promosi)
 - Evaluasi kinerja
 - Talent Management* terkait dengan pengembangan SDM, *retention strategies*, dan manajemen *succession planning*
 - Strategi remunerasi
- Tinjauan secara rutin atas peraturan dan kebijakan terkait remuneration & benefit yang memiliki dampak terhadap kesejahteraan karyawan.
- Mengkaji Peraturan Perusahaan setiap dua tahun sekali sebelum adanya pembaharuan.
- Bekerjasama dengan *Fraud Control Unit* (FCU) dan Compliance untuk laporan pelanggaran oleh karyawan *fraud*, *whistleblower*, *misconduct*, perilaku tidak etis, atau pelanggaran lain yang dilakukan oleh karyawan untuk kemudian menetapkan tindakan disipliner yang akan diambil serta pihak yang akan mengeksekusi tindakan disipliner (atau yang lainnya) tersebut.
- Komite ini juga dapat memberikan rekomendasi kepada *Risk Management Committee* (RMC) dalam usaha memperkuat fungsi kontrol terhadap *fraud* dan/atau penanganan mitigasi risiko.

Duties and Responsibilities of People Committee are as follows:

- Oversee the implementation of the Bank's values, regulations, and all matters related to the compliance to regulations, procedures and its practices;*
- Assist the Board of Directors and/or the Remuneration and Nomination Committee to fulfill their oversight responsibilities for the Board of Directors and Executive Officers related to:*
 - Appointment (recruitment, rotation and promotion)*
 - Performance appraisal*
 - Talent management in relation to the human capital development, retention strategy, and succession management planning.*
 - Remuneration strategy;*
- Review regulations and policies related to remuneration & benefit which may have impact on employee welfare;*
- Review the Company's regulations on bi-annual basis;*
- In collaboration with Fraud Control Unit and Compliance, to review investigation report related to fraud, whistleblowers and violations committed by employee and to impose the disciplinary action(s) on the parties responsible;*
- The committee may also provide recommendations to the Risk Management Committee (RMC) as an effort to strengthen the control function related to fraud and/ or risk mitigation.*

KOMITE MANAJEMEN RISIKO TERINTEGRASI *INTEGRATED RISK MANAGEMENT COMMITTEE*

Sebagai Entitas Utama, Bank Commonwealth memiliki Komite Manajemen Risiko Terintegrasi (KMRT) yang membantu pelaksanaan tugas dan tanggung jawab Direksi terkait manajemen risiko terintegrasi.

As the Prime Entity, Commonwealth Bank has an Integrated Risk Management Committee (KMRT) that supports the Board of Directors' duties and responsibilities related to integrated risk management.

Komposisi dan Keanggotaan

Komposisi keanggotaan KMRT terdiri dari Direktur Entitas Utama yang membawahkan fungsi Manajemen Risiko sebagai ketua merangkap anggota KMRT, Direktur yang

Composition and Membership

The membership composition of the KMRT consists of the Prime Entity Director who oversees the Risk Management function and serves as chairman as well as a member of

mewakili/ditunjuk dari Lembaga Jasa Keuangan dalam Konglomerasi Keuangan dan pejabat eksekutif terkait yang merupakan pejabat satu tingkat di bawah Direksi, antara lain pejabat eksekutif yang memimpin satuan kerja operasional dan/atau fungsi/satuan kerja Manajemen Risiko. Jumlah dan komposisi anggota KMRT disesuaikan dengan ketentuan yang ditetapkan dengan memperhatikan keterwakilan masing-masing sektor jasa keuangan.

Tugas dan Tanggung Jawab

KMRT memiliki Piagam Komite yang mengatur tugas dan tanggung jawab komite, antara lain:

- a. Memberikan rekomendasi kepada Direktur Entitas Utama dalam penyusunan kebijakan manajemen risiko terintegrasi dan termasuk penyempurnaan kebijakannya.
- b. Mengevaluasi kesesuaian kebijakan Manajemen Risiko Terintegrasi dengan pelaksanaan kebijakan tersebut.
- c. Memantau dan mengevaluasi pelaksanaan tugas Satuan Kerja Manajemen Risiko Terintegrasi.
- d. Melakukan kajian pelaksanaan Manajemen Risiko Terintegrasi yang terdiri dari:
 1. Laporan Profil Risiko baik secara individu Lembaga Jasa Keuangan maupun profil risiko secara terintegrasi dengan perusahaan terelasi.
 2. Laporan lainnya terkait dengan pengelolaan 10 (sepuluh) jenis risiko yaitu risiko kredit, risiko pasar, risiko operasional, risiko likuiditas, risiko hukum, risiko kepatuhan, risiko reputasi, risiko strategik, risiko transaksi intra-group dan risiko asuransi.
- e. Memantau kecukupan proses identifikasi, pengukuran, pemantauan, pengendalian dan sistem informasi Manajemen Risiko Terintegrasi.
- f. Melaksanakan Rapat Komite Manajemen Risiko Terintegrasi sekurang-kurangnya sekali dalam 6 (enam) bulan.
- g. Membuat laporan berkala mengenai kegiatan Komite Manajemen Risiko Terintegrasi serta hal-hal yang diperlukan untuk menjadi perhatian Dewan Komisaris sekurang-kurangnya sekali dalam 6 (enam) bulan.

Komite Manajemen Risiko Terintegrasi telah menyelenggarakan 2 (dua) kali rapat selama tahun 2018. Rapat dihadiri secara fisik oleh semua anggota komite dan pihak terkait lainnya dengan pembahasan topik/materi sebagai berikut:

- Tinjauan atas Profil Risiko Terintegrasi Bank yang mencakup 10 (sepuluh) jenis risiko yaitu risiko kredit, pasar, likuiditas, operasional, hukum, kepatuhan, strategi, reputasi, transaksi intra-grup dan asuransi.
- Pemantauan permodalan terintegrasi Konglomerasi Keuangan terhadap ketentuan penyediaan modal minimum Konglomerasi Keuangan (regulatory capital) yang dipersyaratkan oleh regulator untuk mengantisipasi potensi kerugian yang dapat timbul dari aktivitas usaha Konglomerasi Keuangan.

KMRT, the Director representing/appointed from financial services institution(s) in the Financial Conglomeration and relevant executive officers who are one-level under Board of Directors, including executive officers who lead the operational and/or function/work unit of Risk Management. The number and composition of KMRT members are in accordance with the stipulated provisions by considering the representation of each sector of financial services.

Duties and Responsibilities

KMRT has a Committee Charter that governs the duties and responsibilities of the committee, such as:

- a. *Provide recommendations to the Director of the Prime Entity in the formulation and improvement to the integrated risk management policy.*
- b. *Evaluate the implementation of Integrated Risk Management against its policy.*
- c. *Monitor and evaluate the implementation of duties of Integrated Risk Management Unit.*
- d. *Conduct review on the implementation of Integrated Risk Management that consists of:*
 1. *Risk Profile Report both individually by a Financial Services Provider and integrated risk profile with its related companies.*
 2. *Other reports related to the management of 10 (ten) risk types such as credit, market, operational risk, liquidity, legal, compliance, reputational, strategic, intra-group transaction and insurance risks.*
- e. *Monitor the adequacy of the process of identification, measurement, monitoring, control and integrated Risk Management information system.*
- f. *Organize Integrated Risk Management Committee Meeting at least once every 6 (six) months.*
- g. *Submit periodic report on the activities of Integrated Risk Management Committee as well as matters for Board of Commissioners' attention at least once every 6 (six) months.*

The Integrated Risk Management Risk held 2 (two) meetings throughout 2018. The meetings were attended by all members of the committee and other related parties with the following topic/material discussions:

- *Overview of Bank's Integrated Risk Profile which covers 10 (ten) risk types: Credit, market, liquidity, operational, legal, compliance, strategy, reputation, intra-group transaction and insurance risks.*
- *Monitoring of Integrated capital adequacy of Financial Conglomeration toward the minimum regulatory capital required by the regulator to anticipate potential losses that may arise from business activities of Financial Conglomeration.*

SEKRETARIS PERUSAHAAN

Corporate Secretary



Departemen *Corporate Secretary* berada di bawah supervisi langsung *Chief of Marketing, Corporate Affairs and Legal* dan merupakan organ pendukung Perusahaan. *Corporate Secretary* bertindak sebagai mediator Bank dengan pemegang saham dan para pemangku kepentingan, serta mendukung pelaksanaan tugas Direksi, Dewan Komisaris serta komite Audit dan komite Pemantau Risiko.

The Corporate Secretary Department is under the direct supervision of the Chief of Marketing, Corporate Affairs and Legal as well as being a supporting organ of the Company. The Corporate Secretary acts as the Bank's mediator with shareholders and stakeholders, and supports the implementation of the duties of the Board of Directors, Board of Commissioners, Audit Committee and Risk Oversight Committee.

TUGAS DAN TANGGUNG JAWAB DUTIES AND RESPONSIBILITIES

Sesuai dengan Kebijakan Sekretaris Perusahaan, tugas dan tanggung jawab Sekretaris Perusahaan adalah:

1. **Aktivitas Kesekretariatan**
Bertanggung jawab atas aktivitas kesekretariatan untuk memastikan terlaksananya proses dan dokumentasi rapat Direksi, Dewan Komisaris, Komite Audit, dan Komite Pemantau Risiko dengan optimal yang mencakup persiapan agenda rapat, memantau serta mendistribusikan materi rapat, membuat Risalah Rapat, termasuk memonitor tindak lanjut dari keputusan Rapat dengan unit-unit terkait, serta berkoordinasi dengan sekretaris-sekretaris dalam mengelola jadwal Komisaris dan Direksi.

Pursuant to its policy, the Corporate Secretary has the following duties and responsibilities:

1. **Secretarial Activities**
Responsible for secretarial activities to assure in an optimal manner the implementation of the process and documentation of meetings of the Board of Directors, Board of Commissioners, Audit Committee and Risk Oversight Committee. This includes the preparation of meeting agenda, monitoring and distributing meeting materials, making Minutes of Meetings, monitoring follow-up of Meeting decisions with related units, as well as coordinating with secretaries in managing the schedules of Commissioners and Directors.

2. Implementasi GCG

Mendukung pelaksanaan tata kelola perusahaan yang baik di dalam Perseroan termasuk:

- sebagai pengelola administrasi pemegang saham;
- sebagai koordinator dalam pelaksanaan Rapat Umum Pemegang Saham dan pelaksanaan aksi korporasi;
- sebagai koordinator dalam pembuatan Laporan Tahunan Perseroan;
- memberikan pendapat dan rekomendasi kepada manajemen dan komite untuk memastikan kepatuhan kepada standar-standar *corporate governance* yang berlaku;
- bersama dengan Compliance dan Human Resources Department, memastikan bahwa pelaporan kepada Otoritas Jasa Keuangan, Bank Indonesia, dan institusi lainnya terkait dengan pengangkatan Direksi dan Dewan Komisaris telah memenuhi Anggaran Dasar Perseroan, Undang-undang Perseroan Terbatas, dan peraturan terkait lainnya.

3. Pengelolaan Dokumen Perseroan

Mengelola dan menyimpan dokumen-dokumen Perseroan yang relevant dengan tugas dan tanggung jawab Sekretaris Perusahaan, dan menjaga kerahasiaan dokumen, data serta informasi Perseroan.

2. GCG Implementation

Support the implementation of good corporate governance in the Company including:

- as the administration manager for shareholders;
- as the coordinator in organising the General Meeting of Shareholders and corporate actions;
- as the coordinator in the creation of the Company's Annual Report.
- providing opinions and recommendations to the management and committees to ensure compliance with applicable corporate governance standards.
- together with Compliance and Human Resources Departments, ensure that the reporting to the Financial Services Authority, Bank Indonesia, and other institutions related to the appointments of Directors and Commissioners are in compliance with the Company's Articles of Association, Limited Liability Company Laws and other related regulations.

3. Management of Company Documents

Manage and file the Company's documents that are relevant to the Corporate Secretary's duties and responsibilities, and maintain the confidentiality of the Company's documents, data and information.

SATUAN KERJA AUDIT INTERN

Internal Audit Work Unit

Visi Satuan Kerja Audit Intern (SKAI) adalah untuk menjadi penyedia jasa *assurance* yang independen, profesional, konstruktif, dan berkualitas.

Misi SKAI untuk memberikan *assurance* yang independen dan objektif kepada Direksi dan Dewan Komisaris melalui Komite Audit terhadap efektivitas desain dan efektivitas operasional tata kelola, manajemen risiko, dan sistem pengendalian internal Bank.

The vision of the Internal Audit Work Unit (SKAI) is to become an independent, professional, constructive, and qualified assurance provider.

The mission of the SKAI is to provide independent and objective assurance to Board of Directors and Board of Commissioners through the Audit Committee on the design effectiveness and operational effectiveness of the Bank's governance, risk management, and internal control system.

PROFIL KEPALA SATUAN KERJA AUDIT INTERN (SKAI) CHIEF OF AUDIT PROFILE

Reza HM Soemadipradja

Kepala Satuan Kerja Audit Intern

Reza HM Soemadipradja memulai karirnya di bidang audit keuangan pada tahun 1997 dengan bergabung di Kantor Akuntan Publik Sarwoko & Sandjaja (Ernst & Young) dan menjabat sebagai Senior Auditor sampai dengan tahun 2001.

Pada tahun 2001, ia bergabung ke Citibank N.A. selama hampir 10 tahun. Jabatan terakhir adalah sebagai Senior Vice President, Kepala Satuan Audit Intern.

Reza HM Soemadipradja

Chief of Audit

Reza HM Soemadipradja began his career in financial audit in 1997 by joining Sarwoko & Sandjaja (Ernst & Young) Public Accounting Firm where he served as Senior Auditor until 2001.

In 2001, he joined Citibank N.A. and worked there for almost 10 years. His last positions were Senior Vice President, Head of the Internal Audit Unit.

Pada bulan Juli 2011, Reza HM Soemadipradja bergabung dengan Bank Commonwealth sebagai Chief of Audit hingga saat ini berdasarkan Surat Pengangkatan No. HRP/8/194/2011.

In July 2011, Reza HM Soemadipradja joined Commonwealth Bank as Chief of Audit to date, based on the Appointment Letter No. HRP/8/194/2011.

PENDIDIKAN/PELATIHAN EDUCATION/TRAINING

SKAI merencanakan dan merealisasikan program Pelatihan dan Pengembangan dengan koordinasi bersama unit kerja Sumber Daya Manusia. SKAI secara berkelanjutan menjadwalkan program alih pengetahuan untuk para anggotanya, melalui:

- pengikutsertaan anggota SKAI dalam pelatihan-pelatihan terkait keahlian khusus dalam audit serta program sertifikasi, jika diperlukan;
- sharing session, dengan mengundang pembicara dari unit kerja terkait untuk menjelaskan proses, produk, dan lain sebagainya kepada anggota SKAI.

The SKAI plans and conducts the Training and Development program in coordination with the Human Resources work unit.

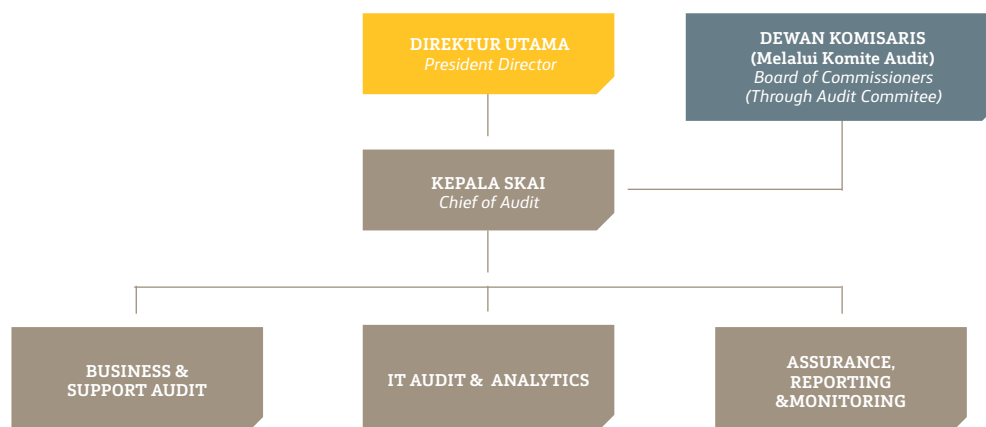
The SKAI periodically schedules knowledge transfer programmes for its members by means of:

- *involving SKAI members in training related to special expertise in audits and certification programmes, if needed;*
- *sharing session, by inviting speakers from related work units to explain to SKAI members about processes, products, and other subjects.*

STRUKTUR DAN KEDUDUKAN SKAI STRUCTURE AND POSITION OF SKAI

Struktur organisasi SKAI di Bank Commonwealth adalah sebagai berikut:

The organisation structure of SKAI in Commonwealth Bank is as follows:



SKAI dikepalai oleh seorang Kepala SKAI. Sampai dengan 31 Desember 2018, jumlah anggota SKAI adalah 16 orang.
SKAI is chaired by a Chief of Audit. As of 31 December 2018, the number of SKAI members is 16.

KUALIFIKASI/ SERTIFIKASI SKAI SKAI QUALIFICATION/CERTIFICATION

Selama tahun 2018, seluruh anggota SKAI telah tersertifikasi dalam bidang manajemen risiko perbankan sesuai dengan ketentuan Bank Indonesia. SKAI memiliki anggota tim yang berasal dari berbagai latar belakang seperti firma akuntansi, bank lain, dan juga dari Unit Kerja lain dalam Bank dengan mayoritas pengalaman audit maupun keahlian dan pengetahuan di area tertentu.

Throughout 2018, all members of the SKAI have been certified in the field of banking risk management in accordance with Bank Indonesia regulations. The membership of SKAI includes those from various backgrounds such as accounting firms, other banks, and also other Work Units in the Bank. The majority of the members possess audit experience as well as expertise and knowledge in certain areas.

TUGAS DAN TANGGUNG JAWAB SKAI SKAI DUTIES AND RESPONSIBILITIES

SKAI adalah fungsi yang secara independen dan objektif memberikan assurance kepada Dewan Direksi dan Dewan Komisaris melalui Komite Audit terhadap efektivitas operasional tata kelola, manajemen risiko, dan sistem pengendalian internal Bank.

Dalam melaksanakan tugas dan tanggung jawabnya, SKAI mengacu pada pada Standar Pelaksanaan Fungsi Audit Intern Bank Umum (SPFAIB) yang diterbitkan Bank Indonesia (PBI No. 1/6/PBI/1999), Standard Praktik Profesional dari the Institute of Internal Auditors (IIA), dan Piagam Audit Intern yang menjabarkan visi, misi, wewenang, dan tanggung jawab SKAI.

PENGANGKATAN/PEMBERHENTIAN KEPALA SKAI APPOINTMENT/DISMISSAL OF CHIEF OF AUDIT

Kepala SKAI diangkat dan diberhentikan oleh Presiden Direktur Bank dengan persetujuan Dewan Komisaris. Kepala SKAI melapor langsung kepada Presiden Direktur dan memiliki jalur komunikasi dengan Dewan Komisaris melalui Komite Audit. Anggota SKAI diangkat dan diberhentikan oleh Kepala SKAI.

PIAGAM DAN PANDUAN SKAI INTERNAL AUDIT CHARTER & MANUAL

SKAI memiliki Piagam Audit Internal (*Internal Audit Charter*) yang memuat visi, misi, wewenang, dan tanggung jawab SKAI. Panduan Audit Intern (Internal Audit Manual) yang dimiliki SKAI memuat pendekatan dan metodologi dalam melakukan audit. Panduan Audit Intern dikaji ulang secara berkala dan diperbaharui dengan mempertimbangkan kebutuhan audit.

PELAKSANAAN TUGAS SKAI IMPLEMENTATION OF SKAI DUTIES

SKAI menggunakan pendekatan berdasarkan risiko (*risk-based*) dalam penyusunan rencana audit tahunan maupun pelaksanaan penugasan audit. Rencana Audit PTBC beserta perubahan - perubahannya untuk tahun 2018 telah disetujui oleh Direktur Utama dan Ketua Komite Audit. Per tanggal 31 Desember 2018, SKAI telah melaksanakan seluruh audit yang direncanakan untuk tahun 2018 yang mencakup 20 audit.

Temuan-temuan utama SKAI secara berkala dilaporkan kepada Dewan Komisaris dan Direksi melalui Rapat Dewan Komisaris dan Rapat Manajemen. Selain itu, seluruh temuan audit juga dilaporkan setiap semester kepada Otoritas Jasa Keuangan (OJK) melalui Laporan Pelaksanaan dan Pokok-Pokok Hasil Audit Intern (LPPHA).

SKAI has the function that independently and objectively provides assurance to the Board of Directors and Board of Commissioners through the Audit Committee regarding the effectiveness of the executions of governance, risk management and the Bank's internal control system.

In carrying out its duties and responsibilities, the SKAI refers to the Standard of the Implementation of Commercial Bank Internal Audit Functions issued by Bank Indonesia (PBI No. 1/6 / PBI / 1999), Professional Practice Standards from the Institute of Internal Auditors (IIA), and the Internal Audit Charter that describes the vision, mission, authorities, and responsibilities of the SKAI.

The Chief of Audit is appointed and dismissed by the President Director of the Bank with the approval of the Board of Commissioners. The Chief of Audit reports directly to the President Director and has communication channels with the Board of Commissioners through the Audit Committee. Members of SKAI are appointed and dismissed by the Chief of Audit.

The SKAI has an Internal Audit Charter that contains SKAI's vision, mission, authority and responsibilities. The Internal Audit Manual of contains approaches and methodologies in conducting audits. The Internal Audit Manual is regularly reviewed and updated by considering audit requirements.

The SKAI uses a risk-based approach in the preparation of the annual audit plan and the execution of audit assignments. The President Director and the Chairman of the Audit Committee have approved the PTBC Audit Plan and its changes for 2018. As of 31 December 2018, the SKAI has carried out all the audits planned for 2018 that include 20 audits.

The main findings of the SKAI are regularly reported to the Board of Commissioners and Board of Directors through Board of Commissioners Meetings and Management Meetings. In addition, all of the audit findings are also reported every semester to the Financial Services Authority (OJK) through the Implementation Report and Principles of Internal Audit Results (LPPHA).

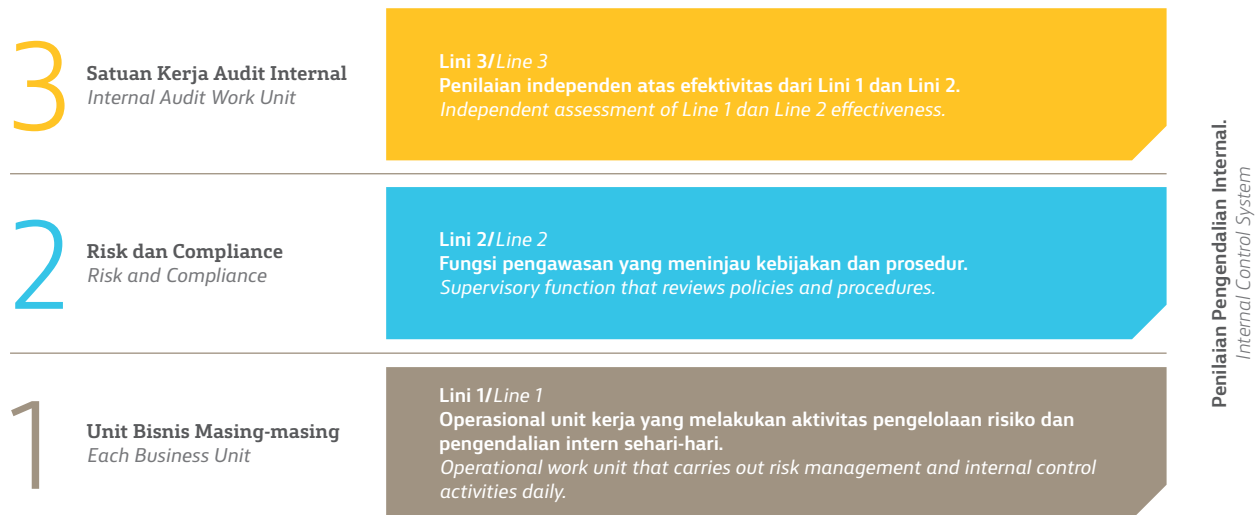
Secara berkesinambungan, SKAI melakukan pemantauan atas pencapaian rencana audit serta risiko-risiko yang muncul (*emerging risks*). Hal ini dilakukan sehingga dari waktu ke waktu sehingga SKAI dapat mengevaluasi rencana audit di tahun berjalan dan melakukan perubahan jika diperlukan.

The SKAI continuously monitors the achievement of the audit plan as well as the emerging risks. This is done so that from time to time the SKAI can evaluate the audit plan in the current year and make changes if necessary.

SISTEM PENGENDALIAN INTERNAL INTERNAL CONTROL SYSTEM

Sistem pengendalian internal Bank dilakukan melalui kerangka Tiga Lini Akuntabilitas.

The Bank's Internal Control System is executed through Three Lines of Accountability.



Secara umum, SKAI selaku lini 3 bertindak sebagai penilai independen atas efektivitas sistem pengendalian internal yang dilakukan oleh Lini 1 dan 2 dengan menjalankan rencana tahunan audit yang telah disetujui oleh Direktur Utama dan Dewan Komisaris melalui Ketua Komite Audit.

In general, SKAI acts as an independent assessor on the effectiveness of the internal control system conducted by Lines 1 and 2. This is performed by carrying out an annual audit plan approved by the President Director and the Board of Commissioners through the Chairman of the Audit Committee.

Tinjauan atas efektivitas sistem pengendalian internal – Lini 3

Efektivitas sistem pengendalian internal dilakukan di tiap lini akuntabilitas (*line of accountability*). SKAI selaku lini 3 melakukan penilaian efektivitas sistem pengendalian internal melalui aktivitas audit berbasis risiko. Penilaian tersebut terdokumentasi dalam kertas kerja dan laporan SKAI. Per tanggal 31 Desember 2018, SKAI telah melaksanakan seluruh audit yang direncanakan untuk tahun 2018 yang mencakup 20 audit. Audit yang dijalankan mengacu pada rencana audit tahunan yang telah didiskusikan dan disetujui oleh Direktur Utama dan Dewan Komisaris melalui Komite Audit.

Review of effectiveness of internal control system - Line 3

The effectiveness of the internal control system is conducted on every line of accountability. SKAI as the line 3 evaluates the effectiveness of the internal control system through risk-based audit activities. The assessment is documented in work papers and SKAI reports. As of 31 December 2018, the SKAI has carried out all of the audits planned for 2018 that include 20 audits. The conducted audit refers to the annual audit plan discussed and approved by the President Director and the Board of Commissioners through the Audit Committee.

Untuk memastikan bahwa komitmen audit telah dilaksanakan dengan sesuai secara tepat waktu oleh unit bisnis, maka Internal Audit melakukan pemantauan secara rutin. Temuan-temuan utama SKAI secara berkala dilaporkan kepada Dewan Komisaris dan Direksi melalui Rapat Dewan Komisaris dan Rapat Manajemen.

To ensure audit commitments are realised accordingly in a timely manner by the business units, the Internal Audit conducts regular monitoring. The SKAI's main findings are regularly reported to the Board of Commissioners and Board of Directors through Board of Commissioners and Management Meetings.

PENANGANAN BENTURAN KEPENTINGAN

Conflict of Interest Handling

Benturan Kepentingan adalah suatu kondisi dimana kepentingan ekonomis perusahaan berbenturan dengan kepentingan ekonomis pribadi (karyawan, anggota Direksi dan Dewan Komisaris). Bank memiliki kebijakan Benturan Kepentingan sebagai pedoman bagi karyawan termasuk anggota Direksi dan Dewan Komisaris dalam penanganan Benturan Kepentingan.

Selama tahun 2018 tidak terdapat transaksi material yang mengandung Benturan Kepentingan.

Conflict of interest is a condition where the company's economic interests clash with the individual economic interests (i.e. employees, members of the Boards of Directors and Commissioners). As a means of handling Conflict of Interest, the Bank has a Conflict of Interest policy as a guideline for employees including members of the Boards of Directors and Commissioners.

Throughout 2018, there was no material transaction containing Conflict of Interest.

Tabel Transaksi yang Memiliki Benturan Kepentingan
Table of Transactions with Conflict of Interest

No.	Nama dan Jabatan Pihak yang Memiliki Benturan Kepentingan <i>Name and Position having Conflict of Interest</i>	Nama dan Jabatan Pengambilan Keputusan <i>Name and Position of Decision Maker</i>	Jenis Transaksi <i>Type of Transaction</i>	Nilai Transaksi (dalam jutaan Rupiah) <i>Value of Transaction (in million Rupiah)</i>	Keterangan*) <i>Description*)</i>
1	-	-	-	-	-
2	-	-	-	-	-
3	-	-	-	-	-

FUNGSI KEPATUHAN

Compliance Function

Bank Commonwealth merupakan lembaga yang melakukan bisnis berdasarkan kepercayaan sehingga diperlukan penerapan *good corporate governance* secara konsisten dengan prinsip kehati-hatian. Penerapan fungsi kepatuhan yang konsisten akan mendukung pelaksanaan *good corporate governance*.

Commonwealth Bank is an institution that conducts business based on trust, hence, it is necessary to implement the good corporate governance consistently with prudential banking principles. The consistent implementation of compliance function is supportive of good corporate governance practices.

STRUKTUR ORGANISASI FUNGSI KEPATUHAN

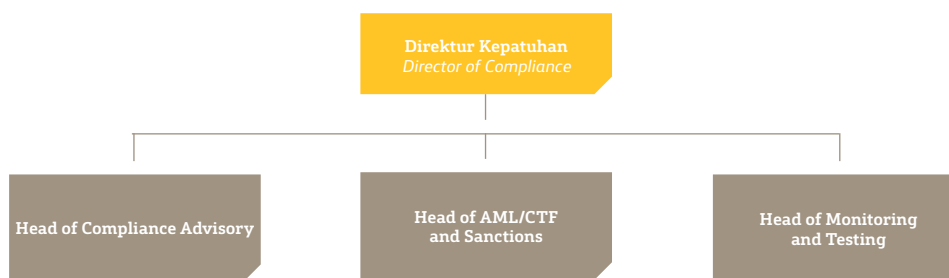
ORGANISATION STRUCTURE OF COMPLIANCE FUNCTION

Unit Kerja Kepatuhan sebagai satuan kerja independen yang menjalankan fungsi kepatuhan dan bertanggung jawab langsung kepada Direktur yang membawahi fungsi kepatuhan atau Direktur Kepatuhan.

Compliance Work Unit is an independent work unit in charge of carrying out the compliance function and is responsible directly to the Director in charge of compliance or Director of Compliance.

Direktur Kepatuhan di Bank Commonwealth saat ini adalah Thio Suci yang diangkat melalui Keputusan Rapat Umum Pemegang Saham. Pengangkatan Direktur Kepatuhan telah sesuai dengan ketentuan khususnya ketentuan Pelaksanaan Fungsi Kepatuhan, Uji Kemampuan dan Kepatuhan (*Fit and Proper Test*).

Director of Compliance at Commonwealth Bank is Thio Suci. She was appointed through the General Meeting of Shareholders Resolution. The appointment of the Director of Compliance is pursuant to the provisions, particularly those of the Implementation of Compliance Function (Fit and Proper Test).



Direktorat Kepatuhan Bank Commonwealth dibagi menjadi 3 (tiga) fungsi yaitu

1. *Compliance Advisory*
Compliance Advisory atau Satuan Kerja Kepatuhan memiliki tanggung jawab untuk melakukan komunikasi dengan regulator, memberi saran/rekomendasi kepatuhan dan mengkaji produk/layanan, kebijakan dan prosedur guna memastikan produk/layanan, kebijakan Bank telah sesuai dengan peraturan dan perundang-undangan serta memantau kepatuhan komitmen Bank kepada regulator.
2. *AML/CTF and Sanction*
Fungsi ini bertanggung jawab dalam pelaksanaan program Anti Pencucian Uang (APU) dan Pencegahan Pendanaan Terorisme (PPT) sesuai peraturan yang berlaku dan juga memastikan transaksi keuangan dan perdagangan internasional sesuai dengan ketentuan Sanctions yang berlaku serta memberikan pelatihan kepada karyawan terkait pelaksanaan APU dan PPT.
3. *Monitoring dan Testing*
Unit *Monitoring dan Testing* memiliki tanggung jawab dalam melakukan identifikasi risiko kepatuhan berdasarkan peraturan-peraturan yang diterbitkan oleh regulator dan melakukan pemantauan dan pengujian terhadap efektifitas dari pengendalian risiko kepatuhan pada Line 1.

The Directorate of Compliance at Commonwealth Bank has the following 3 (three) functions:

1. *Compliance Advisory*
Compliance Advisory or Compliance Work Unit is responsible for communicating with regulators, providing advice/compliance recommendations and reviewing products/services, policies and procedures so as to ensure products/services and the Bank's policies are in accordance with prevailing regulations and legislation, as well as monitoring compliance with the Bank's commitment to regulators.
2. *AML/CTF and Sanction*
This function is responsible for implementing the Anti Money Laundering (APU) and Counter Terrorism Financing (CFT) programmes in accordance with prevailing regulations. The function also ensures that international financial and trade transactions are in accordance with the applicable Sanctions provisions, and provides training to employees on the implementation of AML and CTF.
3. *Monitoring and Testing*
The Monitoring and Testing Unit is responsible for identifying compliance risks in accordance with prevailing regulations issued by regulators, and monitoring and testing the effectiveness of compliance risk control in Line 1.

INDIKATOR KEPATUHAN DI TAHUN 2018 COMPLIANCE INDICATORS IN 2018

Selama tahun 2018 tidak terdapat pelanggaran peraturan. Persyaratan *regulatory parameter* utama seperti Kewajiban Penyediaan Modal Minimum (KPMM), Giro Wajib Minimum (GWM), *Net Performing Loan* (NPL), Batas Maksimum Pemberian Kredit (BMPK) dan Posisi Devisa Neto (PDN) dapat dipenuhi Bank dengan baik termasuk pemenuhan komitmen terhadap tindak lanjut hasil pemeriksaan Otoritas Jasa Keuangan dan Bank Indonesia.

Throughout 2018, there was no violation of regulation. The Bank fulfilled all key regulatory requirements such as Minimum Capital Adequacy Requirement (GPMM), Minimum Statutory Reserves, Non Performing Loan (NPL), Credit Distribution Maximum Limit (BMPK), Foreign Currency Net Open Position (PDN). The Bank was also able to realise its commitments in the follow-up on the results of examination by the Financial Services Authority and Bank Indonesia.

PELAKSANAAN KEGIATAN SATUAN KERJA KEPATUHAN DI TAHUN 2018 IMPLEMENTATION OF COMPLIANCE UNIT ACTIVITIES IN 2018

Selama tahun 2018, pelaksanaan fungsi kepatuhan telah dilakukan melalui kegiatan antara lain mencakup:

1. Sosialisasi peraturan baru (OJK/BI/PPATK) kepada unit-unit terkait termasuk membuat *summary gap analysis* atas peraturan-peraturan tersebut.

In 2018, the implementation of the compliance function was realised through the activities that include:

1. *Dissemination of new regulations (OJK/BI/PPATK) to related units including making a summary gap analysis of these regulations.*

- | | |
|---|---|
| <ol style="list-style-type: none"> 2. Memberikan pelatihan Kepatuhan kepada karyawan baru melalui basic induction program. 3. Memberikan pelatihan APU/PPT dan Sanctions kepada semua karyawan baru. 4. Melakukan kajian/review kepatuhan rancangan produk/layanan baru dan kebijakan/prosedur, serta fungsi konsultatif kepada unit bisnis/pendukung guna memastikan rancangan produk/layanan baru dan kebijakan/prosedur Bank telah sesuai dengan peraturan dan perundang-undangan. 5. Mengawasi pelaksanaan pengelolaan risiko kepatuhan di lini 1 telah sesuai dengan Compliance Risk Management Framework (CRMF) dan melakukan uji kepatuhan secara lebih mendalam (thematic review) atas pelaksanaan dari regulasi yang berdampak signifikan terhadap Bank. 6. Otomasi regulatory reminder kepada unit-unit terkait untuk penyampaian laporan rutin kepada regulator. 7. Melakukan pemantauan tindak lanjut hasil pemeriksaan Otoritas Jasa Keuangan dan Bank Indonesia, untuk memastikan corrective action dilakukan sesuai dengan komitmen Bank kepada regulator. | <ol style="list-style-type: none"> 2. <i>Conducting Compliance training to new employees through the basic induction program.</i> 3. <i>Conducting training on AML/CTF and Sanctions to all new employees.</i> 4. <i>Reviewing compliance on the initiative of new product/service and policies/procedures, as well as consultative functions to business/supporting units to ensure the initiatives of new products/services and the Bank's policies/procedures are in accordance with prevailing laws and regulations.</i> 5. <i>Monitoring the implementation of compliance risk management in Line 1 against the the Compliance Risk Management Framework (CRMF) and conducting a more thorough thematic review on the exercising of regulations that have significant impact to the Bank.</i> 6. <i>Automation of regulatory reminders to related units for submission of routine reports to regulators.</i> 7. <i>Monitoring the follow-up of the results of the reviews by the Financial Services Authority and Bank Indonesia, to ensure that corrective actions are carried out in accordance with the Bank's commitment to the regulator.</i> |
|---|---|

**ANTI PENCUCIAN UANG (APU)/PENGECAHAN PENDANAAN TERORISME (PPT)
ANTI MONEY LAUNDERING (AML)/ COUNTER TERRORISM FINANCING (CTF)**

Bank Commonwealth dalam menjalankan aktivitasnya berkomitmen untuk mencegah produk dan layanannya digunakan sebagai media pencucian uang dan pendanaan terorisme dengan menerapkan program APU dan PPT sesuai dengan ketentuan peraturan perundang-undangan dan regulasi perbankan yang berlaku serta mengacu pada *best practice* yang berlaku secara internasional.

In conducting its business activities, Commonwealth Bank is committed to preventing its products and services from being used as a medium for money laundering and terrorism funding. The Bank implements the AML and CTF programmes that are in accordance with to prevailing laws and regulations and banking regulations as well as referring to international best practices.

Sesuai dengan Undang – Undang Tindak Pidana Pencucian Uang No.8 tahun 2010, Undang – Undang Pencegahan dan Pemberantasan Tindak Pidana Pendanaan Terorisme No. 9 tahun 2013, Peraturan OJK No.12/POJK.02/2017, Surat Edaran OJK No.32/SEOJK.03/2017 serta peraturan terkait lainnya, maka Bank telah memiliki dan menerapkan program APU dan PPT yang ditetapkan seperti:

Pursuant to the Law on Money Laundering no. 8 Year 2010, the Law No. 9 Year 2013 on Prevention and the Eradication of Crime of Terrorism Funding, OJK Regulation No.12/POJK.02/2017, OJK Circular Letter No.32/SEOJK.03/2017, and other related regulations, the Bank has henceforth established and implemented AML and CTF programmes such as:

1. Pengawasan Aktif Direksi dan Dewan Komisaris

Pengawasan aktif dari Direksi dan Dewan Komisaris dilakukan diantaranya melalui pemberian persetujuan atas kebijakan APU dan PPT serta pemantauan terhadap penerapan program APU dan PPT melalui laporan yang disampaikan secara berkala. Informasi yang disampaikan meliputi kegiatan pemantauan APU dan PPT, rencana serta realisasi terkait pengembangan system serta penyampaian laporan kepada regulator.
2. Kebijakan dan Prosedur
Dalam upaya mendukung perkembangan usaha dan kegiatan transaksi, Bank telah memiliki kebijakan dan prosedur terkait pelaksanaan program APU dan PPT sesuai dengan ketentuan OJK yang berlaku, antara lain terkait:

1. *Active Supervision from the Board of Directors and Board of Commissioners*
Active supervision from the Board of Directors and Board of Commissioners is carried out, among others, through approving AML and CTF policies and monitoring the implementation of the AML and CTF programme by submitting periodic reports. The information submitted includes the oversight activities of AML and CTF, plans and realisation related to the development of the system and the submission of reports to regulators.
2. *Policies and Procedures*
In an effort to support business development and transaction activities, the Bank has policies and procedures related to the implementation of AML and CTF programs based on the prevailing OJK regulations, among others:

- a. *Customer Due Diligence (CDD)* dalam rangka identifikasi Nasabah dan Pengkinian Data Nasabah, termasuk metode klasifikasi penentuan risiko Nasabah terhadap potensi pencucian yang dan pendanaan terorisme, identifikasi Beneficial Owner dan penyaringan data Nasabah terhadap database *Anti Money Laundering Watch list*.
 - b. Pemantauan dan analisa secara berkesinambungan untuk mengidentifikasi kesesuaian antara transaksi Nasabah dengan profil Nasabah, termasuk penutupan hubungan usaha dan penolakan transaksi dalam rangka penerapan APU dan PPT.
 - c. Proses identifikasi dan penilaian risiko terjadinya pencucian uang dan pendanaan terorisme terkait produk dan layanan Bank.
 - d. Proses identifikasi dan Pelaporan Transaksi Keuangan Mencurigakan (LTKM), Transaksi Keuangan Tunai (LTKT), Transaksi Keuangan Luar Negeri (LTKL) dan Sistem Penggunaan Jasa Terpadu (SIPESAT) ke PPAATK.
 - e. Prosedur penyaringan karyawan baru dan pemantauan transaksi karyawan sebagai bagian dari penerapan *Know Your Employee (KYE)*.
 - f. Prosedur penatausahaan dokumen CDD dan dokumen lainnya terkait APU dan PPT.
3. Pengendalian Intern
- Kerangka Kerja penerapan program APU dan PPT digambarkan dalam konsep 3 (tiga) lini akuntabilitas sebagai berikut:
- a. Lini Pertama
Dilaksanakan oleh unit bisnis/operasional/kontrol yang melakukan aktivitas perusahaan sehari-hari sebagai garis depan organisasi. Lini pertama merupakan lini pertahanan terpenting dalam mencegah Tindak Pidana Pencucian Uang dan Pendanaan Terorisme, mendeteksi kemungkinan terjadinya tindak pidana dimaksud, mengidentifikasi kelemahan dan kerentanan pengendalian penerapan APU dan PPT. Dengan demikian seluruh pimpinan dan pegawai harus memahami dan melaksanakan APU dan PPT dengan sungguh sungguh dan melakukan pengendalian terhadap pelaksanaannya.
 - b. Lini Kedua
Merupakan fungsi pemantauan untuk memastikan pertahanan lapis pertama telah menjalankan fungsinya dengan baik. Lini kedua ini dilaksanakan oleh Divisi APU/PPT & Sanctions. Lini kedua memiliki tugas dan tanggung jawab menyiapkan metoda maupun alat yang dapat digunakan oleh lini pertama untuk menjalankan tugas dan tanggung jawabnya. Terkait dengan pelaksanaan program APU dan PPT maka tugas dan tanggung jawab fungsi lini kedua adalah menyiapkan kebijakan dan prosedur, sistem dan pelatihan yang memadai agar lini pertama dapat menerapkan Program APU dan PPT secara efektif.

- a. *Customer Due Diligence (CDD)* in the context of identifying Customers and Updating Customer Data, including the method of classification of Customer against potential risk of laundering and financing terrorism, identifying Beneficial Owners and screening Customer data on *Anti Money Laundering Watch list*.
 - b. Continuous monitoring and analysis to identify conformity between Customer transactions and Customer profiles, including terminating business relationships and rejecting transactions in terms of AML and CFT implementation.
 - c. Process of identifying and assessing the risk of money laundering and terrorism funding related to the Bank's products and services.
 - d. Process of identifying and Reporting Suspicious Financial Transactions, Cash Financial Transactions, International Fund Transfer Instruction (IFTI) and Integrated Information of Service Users System (SIPESAT) to PPAATK.
 - e. Procedures for screening new employees and monitoring employee transactions as part of the implementation of *Know Your Employee (KYE)*.
 - f. Procedure for administering CDD documents and other documents related to AML and CTF.
3. Internal Control
- The framework for implementing the AML and CTF programme is described in the 3 (three) lines of accountability concept as follows:
- a. First Line
Conducted by business/operational/ control units that carry out daily corporate activities as the front line of the organisation. First Line is the most important line of defence in preventing Money Laundering and Terrorism Financing, detecting the possibility of the occurrence of the intended crime, identifying weaknesses and vulnerabilities in controlling the AML and CFT practice. Hence, all heads and employees shall understand and implement AML and CFT seriously and exercise control over their implementation.
 - b. Second Line
This monitoring function is established to ensure that the first layer of defence has performed its function properly. The AML/CTF & Sanctions Division carries out this second line. Second Line has the duties and responsibilities of preparing methods and tools that can be used by the first line to execute their duties and responsibilities. Concerning the implementation of the AML and CTF programme, the duties and responsibilities of the Second Line include preparing adequate policies and procedures, systems and training so that the First Line can effectively implement the AML and CTF Programme.

- c. Lini Ketiga
Merupakan fungsi pengawasan terhadap penerapan program APU dan PPT yang dilakukan oleh lini pertama dan kedua. Fungsi ini dijalankan oleh auditor internal maupun auditor eksternal untuk memastikan fungsi lini pertama maupun lini kedua telah berjalan secara efektif.
4. Sistem Informasi Manajemen
Untuk keperluan pemantauan profil dan transaksi Nasabah, Bank Commonwealth telah memiliki sistem aplikasi yang dapat mengidentifikasi, menganalisa, memantau dan menyediakan laporan mengenai karakteristik transaksi yang dilakukan oleh Nasabah, termasuk identifikasi transaksi keuangan mencurigakan. Aplikasi ini dilengkapi dengan parameter dan threshold yang secara berkesinambungan di evaluasi sesuai dengan perkembangan modus pencucian uang dan pendanaan terorisme. Aplikasi ini juga memiliki fungsi untuk melakukan proses screening terhadap database *Anti Money Laundering Watch list*.
5. Sumber Daya Manusia dan Pelatihan
Dalam menjalankan fungsinya, Divisi APU/PPT & Sanctions melapor dan bertanggung jawab langsung kepada Direktur Kepatuhan. Per posisi 31 Desember 2018 Divisi ini terdiri 11 orang yang memiliki pengetahuan dan pengalaman perbankan yang memadai mengenai penilaian dan mitigasi risiko terkait penerapan program APU dan PPT.

Program pelatihan APU dan PPT wajib diikuti oleh seluruh karyawan secara berkala. Metode pelatihan dilakukan melalui berbagai metode, diantaranya melalui metode tatap muka seperti *Basic Induction Program*, *Onboarding for Front liner*, dan metode *e-learning*.

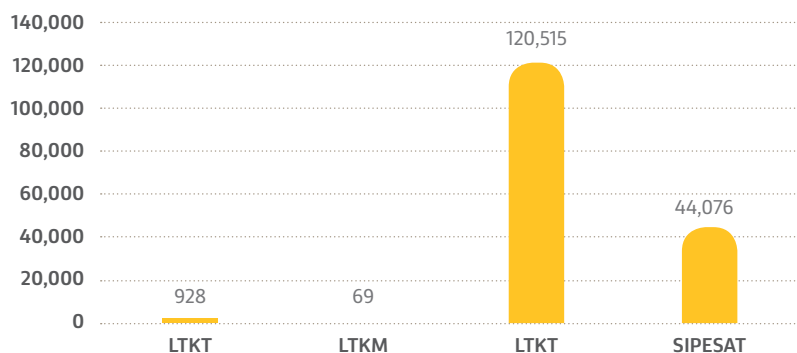
6. Pelaporan dan pemenuhan permintaan data kepada regulator/penegak hukum
- a. Selama tahun 2018, pelaporan terkait implementasi program APU dan PPT dengan rincian sebagai berikut:
- Laporan Transaksi Keuangan Mencurigakan (LTKM)
 - Laporan Transaksi keuangan Tunai (LTKT)
 - Laporan Transaksi Keuangan Luar Negeri (LTKL)
 - SIPESAT

- c. *Third Line*
As the supervisory function on the implementation of AML and CTF programmes, which are carried out by first and second line. Internal auditors and external auditors exercise this function to ensure the effectiveness of controls implemented by the Line 1 and Line 2.
4. *Management Information System*
For the purpose of monitoring Customer profiles and transactions, Commonwealth Bank has a system that can identify, analyse, monitor and provide reports on the characteristics of transactions conducted by the Customer, including identification of suspicious financial transactions. This application is equipped with parameters and thresholds that are continuously evaluated according to the development of the modus operandi of money laundering and terrorism funding. This application also has a function to screen process for the Anti Money Laundering Watch list database.
5. *Human Resources and Training*
In carrying out its functions, the AML/CTF & Sanctions Division reports and is responsible directly to the Director of Compliance. As of 31 December 2018, this division consists of 11 people who possess adequate banking knowledge and experience on risk assessment and mitigation related to the implementation of AML and CTF programmes.

All employees on a regular basis are obliged to attend the AML and CTF training programmes. The training sessions are held through various methods, including face-to-face like the Basic Induction Programme, Onboarding for Front Liners and e-learning modules.

6. *Reporting and meeting data requests to regulators/ law enforcement*
- a. *Throughout 2018, reporting related to the implementation of the AML and CFT programme was detailed as follows:*
- *Suspicious Financial Transaction Report*
 - *Cash Financial Transaction Report*
 - *International Fund Transfer Instruction (IFTI)*
 - *SIPESAT*

Jumlah Laporan
Number of Reports



Jenis Laporan Type of Report	Jumlah Laporan Number of Reports
LTKT	928
LTKM	69
LTKL	120.515
SIPESAT	44.076

- b. Selama 2018, Bank telah memberi respon atas permintaan data dari Apgakum (PPATK dan KPK) dengan rincian sebagai berikut:

- b. Selama 2018, Bank telah memberi respon atas permintaan data dari Apgakum (PPATK dan KPK) dengan rincian sebagai berikut:

Regulator/Apgakum	Total
Komisi Pemberantasan Korupsi (KPK) <i>Corruption Eradication Commission</i>	18
Pusat Pelaporan & Analisa Transaksi Keuangan (PPATK) <i>Center of Financial Transaction Analysis & Reporting</i>	61
Badan Narkotika Nasional (BNN) <i>National Drugs Administration</i>	1
SIPESAT	80

AKUNTAN PUBLIK/AUDITOR EKSTERNAL

Public Accountants/External Auditors

PENUNJUKAN AUDITOR EKSTERNAL

THE APPOINTMENT OF EXTERNAL AUDITORS

Berdasarkan keputusan Para Pemegang Saham di Luar Rapat Umum Pemegang Saham Tahunan Bank tanggal No. SHR/RES/2018/V/003, Dewan Komisaris diberikan kewenangan untuk menunjuk auditor independen untuk mengaudit Laporan Keuangan Bank untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 dan untuk menentukan syarat-syarat dan ketentuan-ketentuan penunjukan tersebut dengan tetap memperhatikan rekomendasi dari Komite Audit Perseroan.

Based on Unanimous Written Resolutions of the Shareholders of the Bank in Lieu of the Annual General Meeting of Shareholders with the No. SHR/RES/2018/V/003, the Board of Commissioners is granted the authority to appoint an independent auditor to audit the Bank's Financial statements for the year ended on 31 December 2018 and to determine terms and conditions with regards to the Audit Committee recommendation.

Dewan Komisaris menunjuk Kantor Akuntan Publik (KAP) Tanudiredja, Wibisana, Rintis & Rekan (PwC) sebagai auditor eksternal untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 dengan biaya audit sebesar Rp2.360.000.000.000 (di luar VAT dan OPE).

The Board of Commissioners appointed the Public Accounting Firm (KAP) of Tanudiredja, Wibisana, Rintis & Partners (PwC) as an external auditor for the year ended on 31 December 2018 with audit fee of Rp2,360,000,000 (excluded VAT and OPE).

Berikut ini adalah Kantor Akuntan Publik dan Akuntan Publik yang memberikan jasa audit dalam waktu 5 (lima) tahun terakhir:

The following are Public Accounting Firms and Public Accountants that provide the audit services for the past 5 (five) years:

Nama Kantor Akuntan Publik <i>Name of Public Accounting Firm</i>	Nama Akuntan Publik <i>Name of Public Accountant</i>	Tahun <i>Year</i>
KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PwC)	Jimmy Pangestu, S.E.	2018
KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PwC)	Drs. M. Jusuf Wibisana, M.Ec, CPA	2017
KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PwC)	Drs. M. Jusuf Wibisana, M.Ec, CPA	2016
KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PwC)	Drs. M. Jusuf Wibisana, M.Ec, CPA	2015
KAP Tanudiredja, Wibisana & Rekan (a member of PwC)	Angelique Dewi Daryanto, S.E, CPA	2014

Selama tahun 2018, jasa lain yang diberikan PwC adalah melakukan review atas perhitungan pajak penghasilan Bank.
During 2018, other service provided by PwC was reviewing the calculation of the Bank's income tax.

MANAJEMEN RISIKO

Risk Management

Guna mendukung pelaksanaan fungsi manajemen risiko, Bank membentuk struktur organisasi antara lain Satuan Kerja Manajemen Risiko (SKMR) dan Komite Manajemen Risiko (KMR). SKMR berfungsi secara independen terhadap satuan kerja bisnis/operasional, Satuan Kerja Kepatuhan (SKK) dan Satuan Kerja Audit Internal (SKAI), yang mana *Head of Risk* bertanggung jawab secara langsung kepada Presiden Direktur Bank.

SKMR berfungsi memantau risiko terhadap unit kerja bisnis/operasional yang menyampaikan laporan eksposur risiko kepada SKMR secara berkala. Penerapan manajemen risiko kredit dilakukan antara lain dengan memberikan rekomendasi terhadap pengambilan keputusan kredit oleh unit bisnis. Sedangkan, penerapan manajemen risiko operasional dilakukan melalui penetapan kerangka kerja dan kebijakan manajemen risiko operasional dan didukung oleh operational risk champion yang melakukan pengendalian risiko operasional pada unit kerjanya masing-masing. Manajemen risiko pasar dan likuiditas dilakukan melalui pemantauan secara independen terhadap aktivitas Bank yang terkait dengan risiko-risiko tersebut. SKMR dan KMR memiliki wewenang dan tanggung jawab yang jelas yang tercantum dalam kebijakan manajemen risiko maupun piagam Komite Manajemen Risiko. SKMR bekerja sama dengan SKAI dan SKK dalam melaksanakan pengendalian intern. Fungsi tersebut terus dipantau dan dievaluasi oleh Komite Manajemen Risiko melalui rapat yang dilakukan secara berkala.

Kebijakan dan prosedur penerapan manajemen risiko yang dimiliki Bank diperbarui secara berkala. Komisaris dan Direksi mengawasi secara aktif implementasi kebijakan dan strategi manajemen risiko melalui rapat Komite Pemantau Risiko dan Komite Manajemen Risiko yang diadakan 1 (satu) kali setiap 2 (dua) bulan. Bank menetapkan limit risiko untuk setiap jenis potensi risiko yang melekat dalam aktivitas Bank. Selain itu, Bank juga mengevaluasi dan memantau kepatuhan terhadap Risk Appetite, toleransi dan limit risiko yang telah ditetapkan. Hasil pemantauan terhadap Risk Appetite, toleransi dan limit risiko dilaporkan kepada Komite Manajemen Risiko dan Komite Pemantau Risiko secara berkala. Bank juga memperhitungkan dan menyesuaikan aktivitas usahanya dengan kemampuan permodalan untuk mengurangi risiko kerugian. Kecukupan permodalan dipantau oleh Divisi Finance dan SKMR serta dilaporkan secara berkala kepada Direksi dan Dewan Komisaris dalam rapat-rapat komite.

Penerapan sistem pengendalian intern yang menyeluruh dan efektif sudah dilaksanakan dalam mendukung pelaksanaan manajemen risiko. Hal tersebut disusun sesuai dengan tujuan bisnis Bank. Pengendalian risiko Bank dikelola berdasarkan Model Tiga Lini Akuntabilitas. Model ini memberikan struktur di mana kerangka manajemen

To support the implementation of risk management function, Bank has adequate organisational structure such as Risk Management Work Unit (SKMR) and Risk Management Committee (KMR). SKMR has a function that is independent of business/operational unit, Compliance Work Unit (SKK) and Internal Audit Work Unit (SKAI), in which the Head of Risk is directly responsible to President Director of the Bank.

SKMR monitors the risk to business/operational unit that prepares the risk exposure report to SKMR on a regular basis. The implementation of credit risk management is carried out, among others, by providing recommendation on credit decision making by business unit. Meanwhile, the implementation of operational risk management is conducted through the implementation of operational risk management framework and policy, and supported by operational risk champions which perform operational risk controls within their respective working units. Market and liquidity risk management are conducted through independent monitoring of the Bank's activities that are related to those risks. SKMR and KMR have clear authorities and responsibilities listed in the risk management policy and the Risk Management Committee Charter. SKMR cooperates with SKAI and SKK in implementing internal controls in which the function is continuously monitored and evaluated by Risk Management Committee through regular meetings.

Bank has adequate risk management policies and procedures that have been periodically updated. Board of Commissioners and Board of Directors exercise active supervision over the implementation of risk management policies and strategies through meetings with Risk Oversight Committee and Risk Management Committee held once on bi-monthly basis. The Bank imposes risk limits for each type of potential risk inherent to Bank's activities. In addition, Bank also evaluates and monitors the compliance to Risk Appetite, tolerances and risk limits. Monitoring result of Risk Appetite, tolerances and risk limits are reported to the Risk Management Committee and Risk Oversight Committee on a regular basis. The Bank also calculates and adapts its business activities with capital capacity to minimize risk of loss. The adequacy of capital is monitored by the Finance Division and SKMR and reported periodically to Board of Directors and Board of Commissioners in committee meetings.

A comprehensive and effective implementation of internal control system has been implemented to support the implementation of risk management. It is formulated according to the Bank's business objectives. Risk control is managed based on the Three Lines of Accountability Model. This model provides a structure where the risk

risiko dapat diimplementasikan dan dilakukan secara efektif oleh seluruh bisnis unit, termasuk untuk pengendalian. Pengendalian internal dirancang dan diadopsi melalui formalisasi dan pelaksanaan berbagai kebijakan dan prosedur Bank serta pemenuhan atas kewajiban peraturan atau regulasi. Lini Pertama bertanggung jawab untuk identifikasi, penilaian, eskalasi, pemantauan dan pelaporan risiko serta kelemahan pengendalian atau proses selama kegiatan usaha. Lini Kedua menetapkan kerangka kerja dan kebijakan Manajemen Risiko dan memastikan kebijakan tersebut dilaksanakan dengan baik. Sebagai Lini ketiga, SKAI mengulas audit secara berkala dan menyampaikan hal-hal yang memerlukan tindak lanjut auditee dan Manajemen Bank Commonwealth.

management framework can be implemented and effectively implemented by all business units, including for control. Internal control is designed and adopted through the formalization and implementation of various Bank policies and procedures and compliance with rules and regulations. The First Line is responsible for identifying, assessing, escalating, monitoring and reporting of risk and weaknesses of control in business processes. The Second Line establishes the Risk Management framework and policies and ensures that these policies are implemented properly. As the third line, SKAI conducts audit review regularly and reports situation that require a follow-up to auditors and the Management of Commonwealth Bank.

PERMASALAHAN HUKUM

Legal Cases

PERKARA HUKUM YANG DIHADAPI DEWAN KOMISARIS DAN DIREKSI BANK COMMONWEALTH

LEGAL CASES FACED BY COMMONWEALTH BANK BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

Sepanjang tahun 2018, Bank Commonwealth menghadapi sejumlah kasus gugatan perdata dan Penundaan Kewajiban Pembayaran Utang (PKPU)/Kepailitan dengan uraian sebagai berikut:

Throughout 2018, Commonwealth Bank faced several cases of civil lawsuit and Delays in Debt Payment Obligations (PKPU)/Bankruptcy with the following description:

Perkata Perdata Civil Case

Proses Hukum <i>Legal Process</i>	Jumlah Perkara <i>Number of Cases</i>	
	Perdata <i>Civil Case</i>	
	2018	2017
Sudah selesai (dengan finalisasi hukum dan kekuatan mengikat) <i>Completed (with the finalisation of the law and binding force)</i>	-	1
Dalam proses penyelesaian <i>In the completion process</i>	4	3
Total	4	4

Bank Commonwealth sebagai Pihak dalam PKPU/ Kepailitan:

Commonwealth Bank as a party in the PKPU/Bankruptcy cases:

Proses Hukum <i>Legal Process</i>	Jumlah Perkara <i>Number of Cases</i>	
	PKPU/Kepailitan <i>PKPU/Bankruptcy</i>	
	2018	2017
Sudah selesai (dengan finalisasi hukum dan kekuatan mengikat) <i>Completed (with the finalisation of the law and binding force)</i>	1	1
Dalam proses penyelesaian <i>In the completion process</i>	8	7
Total	9	8

Informasi dibawah ini terkait persidangan hukum yang masih dalam proses:

1. Kasus Gugatan Perdata

- a. Gugatan Perdata diajukan oleh debitur dari salah satu perusahaan *multifinance* yang memiliki kerjasama pembiayaan dengan Bank. Debitur mengajukan gugatan perdata perbuatan melawan hukum kepada Bank, karena merasa dirugikan dengan tindakan Bank yang melaporkan kualitas kredit debitur pada regulator (OJK).

Pengadilan Negeri memutuskan menolak gugatan Debitur dimaksud, namun Debitur keberatan dan mengajukan upaya hukum Banding.

- b. Bank digugat secara perdata yang diajukan oleh pemilik tanah & bangunan terdahulu yang menjual kepada Debitur dan telah dijamin ke Bank serta telah dilelang. Penggugat mengajukan tuntutan untuk membatalkan penjualan lelang atas jaminan tersebut, proses persidangan masih berlangsung.
- c. Salah satu Debitur Bank yang bergerak di bidang air mineral telah gagal melakukan kewajiban berdasarkan perjanjian kredit, sehingga Bank melakukan proses lelang atas jaminan Debitur pada Bank. Namun lelang masih belum dapat dilakukan karena obyek lelang disita oleh Kejaksaan karena terdapat dugaan kasus tindak pidana korupsi yang melibatkan Debitur.
- d. Salah satu Penjamin dari Debitur Bank mengajukan gugatan perdata kepada Debitur untuk membatalkan kesepakatan peminjaman jaminan tanah dan bangunan dan meminta Pengadilan untuk menarik objek jaminan yang sudah dijamin kepada Bank.

2. Kasus Penundaan Kewajiban Pembayaran Utang (PKPU)/Kepailitan

- a. Terdapat 2 (dua) kasus yang diajukan PKPU oleh Bank ke Pengadilan Niaga, yaitu:
 - 1) Debitur yang menjalankan usaha di bidang Perkebunan, namun Debitur tidak dapat melaksanakan kewajibannya sebagaimana disepakati dalam Perjanjian Perdamaian (Homologasi), sehingga salah satu Kreditor mengajukan pembatalan Perjanjian Perdamaian (Homologasi) dan disetujui oleh Pengadilan Niaga, oleh karenanya Debitur dinyatakan Pailit.

Kurator akan melakukan penjualan boedel pailit dan hasil penjualan akan dibagikan kepada Para Kreditor.

- 2) Debitur yang menjalankan usaha di bidang trading alat telekomunikasi (*handphone*) dan aksesorisnya, saat ini Debitur telah mengajukan usulan perdamaian yang masih dipertimbangkan oleh Para Kreditor untuk disetujui atau tidak disetujui menjadi putusan perdamaian (homologasi).

Below is the information on legal proceedings that are still in process:

1. *Civil Lawsuit Case*

- a. *The Civil Lawsuit is filed by a debtor from one of the multi-finance companies that has financing cooperation with the Bank. The debtor submitted a civil suit against the Bank as he feels aggrieved by the Bank's actions of the Bank that reports the quality of the debtor's credit to the regulator (OJK).*

The District Court decided to reject the said Debtor claim, but the Debtor objected and submitted an appeal.

- b. *The Bank was sued in a civil court submitted by the previous land & building owner that sold to the Debtor and has been put as a collateral to the Bank and has been auctioned. The Plaintiff filed a claim to cancel the auction sale; and the trial process is still ongoing.*
- c. *One of the Bank Debtors engaged in mineral water has failed to meet the obligation under the credit agreement, thus the Bank conducted an auction process on Debtor's collateral at the Bank. However, the auction has yet to be conducted because the District of Attorney confiscated the object of the auction. The confiscation was due to the allegation of a corruption case involving the Debtor.*
- d. *One of the Guarantors of the Bank's Debtor submitted a civil claim to the Debtor to call off the agreement of land and building collateral and requested the Court to withdraw the object that has been put as the collateral to the Bank.*

2. *Case of the Debt Postponement Petition (PKPU)/ Bankruptcy*

- a. *There are 2 (two) cases of PKPU submitted by the Bank to the Commercial Court, namely:*
 - 1) *The debtor run a business in the field of Plantation, but the Debtor is unable to fulfill his obligations as agreed in the Homologation. Hence, one of the Creditors submitted a cancellation on the agreement (Homologation) and was approved by the Commercial Court, therefore the Debtor has been declared Bankrupt.*

The curator will sell bankrupt boedle and the proceeds will be distributed to the creditors.

- 2) *The debtor engaged in the field of trading in telecommunication devices (mobile phones) and their accessories, has currently proposed a homologation agreement. The Creditors are still considering the proposed agreement, whether it is to be approved or not.*

- b. Terdapat 2 (dua) kasus dimana Debitur mengajukan PKPU atas nama sendiri.
- 1) Debitur menjalankan usahanya di bidang batu split mengajukan PKPU atas diri sendiri ke Pengadilan Niaga. PKPU yang diajukan oleh Debitur ditolak oleh para Kreditor, sehingga Debitur dinyatakan pailit oleh Pengadilan Niaga. Seluruh objek jaminan Debitur berhasil dijual oleh Kurator dan hasil penjualan telah dibayarkan kepada Bank.
 - 2) Debitur menjalankan usahanya di bidang multifinance tidak dapat melaksanakan kewajibannya kepada Bank berdasarkan perjanjian kredit dan Debitur mengajukan proses PKPU ke Pengadilan Niaga. PKPU yang diajukan diterima oleh hakim dengan disahkannya Perjanjian Perdamaian (Homologasi). Saat ini proses pembayaran utangnya telah dilaksanakan berdasarkan perjanjian perdamaian/homologasi.
- c. Terdapat 4 (empat) kasus dimana Debitur mengajukan PKPU oleh para Kreditornya, dan Bank termasuk salah satu Kreditor.
- 1) Debitur menjalankan usahanya dalam bidang paper packaging. Dua pemasok Debitur mengajukan PKPU terhadap Debitur. Lebih lanjut, Debitur dinyatakan pailit oleh Pengadilan Niaga. Kurator akan melakukan penjualan boedel pailit dan hasil penjualan akan dibagikan kepada Para Kreditor.
 - 2) Debitur menjalankan usahanya dalam bidang usaha makanan ternak. Kreditor mengajukan proses PKPU terhadap Debitur. Pengadilan Niaga telah mengesahkan Perjanjian Perdamaian (Homologasi) yang diajukan oleh Debitur dan Debitur berkewajiban untuk menyelesaikan kewajibannya kepada Bank
 - 3) Debitur menjalankan usahanya dalam bidang oil & gas. Pemasok Debitur mengajukan proses PKPU terhadap Debitur. Pengadilan Niaga telah mengesahkan Perjanjian Perdamaian (Homologasi) dan Debitur wajib menyelesaikan kewajibannya kepada Bank.
 - 4) Debitur menjalankan usahanya di bidang produksi *springbed*. Pemasok Debitur mengajukan PKPU terhadap Debitur. Seluruh Kreditor menolak usulan perdamaian yang diajukan oleh Debitur sehingga Pengadilan Niaga menyatakan Debitur Pailit. Kurator akan melakukan penjualan boedel pailit dan hasil penjualan akan dibagikan kepada Para Kreditor.
 - 5) Debitur menjalankan usahanya dibidang trading asphalt. Salah satu Kreditor mengajukan PKPU terhadap Debitur. Seluruh
- b. *The following are 2 (two) cases where the debtor submitted PKPU on their own behalf.*
- 1) *The debtor, engaged in the split rock business, submitted PKPU on behalf of self to the Commercial Court. The PKPU submitted by the Debtor was rejected by the Creditors, hence the Debtor has been declared bankrupt by the Commercial Court. All the Debtor collateral objects have been sold by the Curator and the proceeds have been paid to the Bank.*
 - 2) *The debtor engaged in the multi-finance business is unable to fulfill his obligation to the Bank under a credit agreement and the Debtor submitted the PKPU process to the Commercial Court. The PKPU submitted has been accepted by the judge with the ratification of the Homologation. Currently, the debt payment process has been carried out based on the homologation agreement.*
- c. *The following are 4 (four) cases where the debtor submitted PKPU by its creditors, whereby the Bank is one of the creditors.*
- 1) *The debtor engaged in paper packaging business. Two of the debtor's suppliers submitted the PKPU to the debtor. Moreover, the Commercial Court has declared the debtor bankrupt. The Curator will sell bankrupt boedle and the proceeds of the sale will be distributed to the Creditors.*
 - 2) *The debtor engaged in animal feed business. The creditor submitted a PKPU process to the Debtor. The Commercial Court has ratified the Homologation submitted by the Debtor and the Debtor is obliged to settle its obligations to the Bank*
 - 3) *The debtor engaged business in the field of oil & gas. The Debtor's Supplier submitted the PKPU process to the Debtor. The Commercial Court has ratified the Homologation and the Debtor is obliged to settle its obligations to the Bank.*
 - 4) *The debtor engaged business in the field of springbed production. The debtor's supplier submitted PKPU to the debtor. All Creditors have rejected the peace proposal submitted by the Debtor, hence the debtor has been declared bankrupt by the Commercial Court. The curator will sell the bankrupt boedle and the proceeds will be distributed to the creditors.*
 - 5) *The debtor engaged his business in the field of asphalt trading. One of the Creditors submitted PKPU to the Debtor. All Creditors rejected the*

Kreditur menolak usulan perdamaian yang diajukan oleh Debitur sehingga Pengadilan Niaga menyatakan Debitur Pailit. Kurator akan melakukan penjualan boedel pailit dan hasil penjualan akan dibagikan kepada Para Kreditur.

proposed homologation submitted by the Debtor, hence the debtor has been declared bankrupt by the Commercial Court. The curator will sell the bankrupt boedle and the proceeds will be distributed to the creditors.

SANKSI ADMINISTRATIF ADMINISTRATIVE SANCTIONS

Selama tahun 2018, tidak terdapat sanksi administratif yang material yang mempengaruhi kelangsungan usaha Bank maupun sanksi administratif yang dikenakan kepada anggota Dewan Komisaris dan anggota Direksi Bank Commonwealth. Sanksi administratif dalam bentuk penalti oleh Otoritas Jasa Keuangan (OJK) atau otoritas lain merupakan sanksi atas kesalahan pelaporan dan tidak material.

Throughout 2018, there was no material administrative sanctions which impacted the Bank's business; nor was there any administrative sanctions imposed on any member of the Board of Commissioners and the Board of Directors of Commonwealth Bank. Any administrative sanction in the form of a penalty from the Financial Services Authority (OJK) or other authority are sanctions for error in reporting and are not material in nature.

PENYEDIAAN DANA PIHAK TERKAIT DAN PENYEDIAAN DANA BESAR

Fund Provision for Related Parties and Large Exposures

Penyediaan dana kepada pihak terkait dan penyediaan dana besar (individu atau grup) dilakukan secara wajar dan sesuai persyaratan komersial normal

The provision of fund to related parties and the provision of large exposure (individual or group) is carried out fairly and under normal commercial terms.

Transaksi penyediaan dana kepada pihak terkait mengacu pada peraturan Bank Indonesia tentang Batas Maksimum Pemberian Kredit (BMPK) Bank Umum dan kebijakan internal Bank.

Transaction of provision of funds to related parties refers to Bank Indonesia regulation concerning Legal Lending Limit (LLL) of Commercial Bank and internal policy of Bank.

Selama tahun 2018 tidak terdapat pelanggaran maupun pelanggaran BMPK dalam penyediaan dana kepada pihak terkait.

During 2018 there was no exceedance or violation of LLL in the provision of fund to related parties.

Penyediaan dana kepada pihak terkait dan penyediaan dana besar selama tahun 2018 adalah sebagai berikut:

The provision of fund to related parties and the provision of considerable fund during 2018 are as follows:

Pemberian Dana Funding	Jumlah Debitur Number of Debtors	Jumlah (dalam juta Rupiah) Total (in million Rupiah)
Kepada Pihak Terkait To Related Party	27	460.054
Penyediaan Dana Besar Large Funding		
a. Debitur Individu Individual Debtors	19	368.540
a. Debitur Grup Group Debtors	13	136.917

RENCANA STRATEGIS BANK

Bank Strategic Plan

Rencana strategis Bank Commonwealth didasarkan pada tujuan/purpose dan misi Bank yang dirumuskan sebagai arah kebijakan utama dalam mencapai pertumbuhan bisnis yang sejalan dengan fokus bisnis Bank. Bank secara konsisten melaksanakan strateginya dengan fokus pada segmen Ritel dan SME (*Small, Medium, Enterprise*) serta melanjutkan pengembangan digital dalam pelaksanaan strategi Bank.

RENCANA JANGKA PENDEK SHORT-TERM PLAN

Dengan memperhatikan asumsi pertumbuhan industri dan ekonomi makro, Bank Commonwealth telah menetapkan langkah-langkah strategis yang akan diambil di tahun 2019. Transformasi model bisnis untuk menjadi lebih “*customer centric*” untuk melayani nasabah dengan lebih baik berdasarkan “*value proposition*” yang relevan. Pengembangan Kapabilitas Digital untuk mempercepat transformasi bank dalam mencapai misinya “*to be the market leader in providing Digital Financial Solutions for our Retail & SME target customers*”.

Untuk segmen Ritel, Bank akan menawarkan solusi keuangan (*funding, lending dan wealth management*) yang sesuai dengan kebutuhan nasabah. Bank akan terus mengembangkan Digital Kiosk pada lokasi-lokasi strategis agar Bank dapat berada lebih dekat dengan nasabah dan calon nasabah.

Di segmen SME/UKM, Bank akan fokus kepada penyeimbangan komposisi jenis fasilitas kredit, peningkatan aktivasi transaksi bisnis nasabah yang akan membantu pertumbuhan pembiayaan, pengembangan segmen pengusaha wanita dengan bekerja sama dengan institusi komunitas terkait, serta menggiatkan program financial literacy.

RENCANA JANGKA MENENGAH DAN PANJANG MEDIUM- AND LONG- TERM PLAN

Bank telah menerapkan *strategy framework* yang meliputi *purpose and values expectations*, target segmen dan tujuan jangka menengah dan panjang. Bank menetapkan strategi sesuai tujuan jangka menengah dan jangka panjang yaitu akuisisi jutaan nasabah, pengalihan akuisisi dan pelayanan nasabah ke digital channel, mencapai posisi sebagai *employer of choice* di industry, dan mencapai target *Net Promoter Score (NPS)* sebagai ukuran kepuasan dan loyalitas nasabah dan dengan terus menjaga pencapaian finansial yang sehat.

Commonwealth Bank strategic plan is based on the Bank's purpose and mission as the main policy direction in achieving business growth that is in line with the Bank's business focus. The Bank consistently executes its strategy by focusing on Retail and SME (Small, Medium, Enterprise) by enhancing its digital development for the implementation of the Banks's strategy.

Considering the industry growth assumption and macroeconomic conditions, Commonwealth Bank has set out strategic measures to be taken in 2019. Business model transformation to be more customer centric, to serve customers better through a better understanding in creating value propositions. Continuous development and improvement in our Digital capabilities to support the Bank in its mission “to be the market leader in providing Digital Financial Solutions for our Retail and SME target customers”.

For Retail segment, the Bank will offer financial solutions (funding, lending and wealth management) that suit the customer needs. The Bank will also expand the Digital Kiosk at the strategic locations to be closer with potential customers.

For SME segment, the Bank focuses on the credit portfolio balancing, increase customer business transactions to support lending growth, the development of women entrepreneur segment by cooperating with relevant communities and institutions, as well as improving the financial literacy programmes.

The Bank has implemented a strategy framework which includes purpose and values expectations, target segment and medium and long term goals. The Bank establishes its strategy in line with the medium- and long-term objectives which are to acquire a million customers, to shift customer service and acquisition models to digital channels, to acquire the position as “employer of choice” in the industry, and to achieve the targeted Net Promoter Score (NPS) which is used as a measure for customer satisfaction and loyalty, whilst maintaining a healthy financial performance.

TRANSPARANSI KONDISI KEUANGAN DAN NON-KEUANGAN

Transparency of Financial and Non-Financial Conditions

Kondisi keuangan dan non-keuangan Bank Commonwealth telah diungkapkan secara berkala melalui media massa dan situs web Bank Commonwealth di www.commbank.co.id. Laporan terkait kondisi keuangan dan non-keuangan disusun dan disampaikan kepada regulator, pemegang saham dan publik sesuai dengan ketentuan yang berlaku. Laporan-laporan tersebut antara lain Laporan Publikasi Triwulanan, Laporan Keuangan Publikasi, Laporan Tahunan, Laporan Tata Kelola Perusahaan, Informasi Produk termasuk Tata Cara Pengaduan Nasabah dan Penyelesaiannya serta informasi non-keuangan lainnya.

The financial and non-financial conditions of Commonwealth Bank have been regularly disclosed through the mass media and the Commonwealth Bank website at www.commbank.co.id. Reports related to financial and non-financial conditions are prepared and submitted to regulators, shareholders and the public in accordance with applicable regulations. These reports include Quarterly Publication Reports, Financial Reports, Annual Reports, Corporate Governance Reports, Product Information including Customer Complaints and Settlement Procedures, and other non-financial information.

OPSI SAHAM

Stock Options

Bank Commonwealth tidak memberikan opsi saham apa pun kepada anggota Dewan Komisaris, Direksi, dan Pejabat Eksekutif.

Commonwealth Bank does not provide any stock options to members of Board of Commissioners, Board of Directors and Executive Officers.

PEMBELIAN KEMBALI SAHAM DAN OBLIGASI BANK

Buyback of Bank Shares and Bonds

Tidak terdapat transaksi pembelian kembali obligasi atau saham di Bank Commonwealth.

There was no repurchases of bonds or shares at Commonwealth Bank.

DANA UNTUK KEPENTINGAN SOSIAL DAN POLITIK

Fund for Social and Political Interests

KEGIATAN SOSIAL SOCIAL ACTIVITIES

Bank Commonwealth secara aktif melakukan kegiatan sosial yang disalurkan melalui program dan kegiatan di bawah rangkaian tanggung jawab sosial perusahaan. Bank memfokuskan kegiatan sosialnya di bidang edukasi literasi keuangan dan pengembangan sosial.

Commonwealth Bank actively conducts social activities through programmes and activities under corporate social responsibility. The Bank focuses its social activities in the field of financial literacy education and social development.

No	Kegiatan Activities	Penerima Recipient	Frekuensi Kegiatan Activity Frequency	Total Biaya Total Cost
1	WISE/WISE Program WISE – program edukasi keuangan untuk perempuan, yang terdiri dari kelas-kelas edukasi bersama berbagai komunitas perempuan, aplikasi mobile WISE dan edukasi di conventional dan social media <i>WISE Program – financial literacy program for female, which consists of education classes with various female communities, WISE mobile app education in conventional and social media</i>	Publik (peserta program WISE) <i>Public (WISE program participants)</i>	- 11 kelas WISE selama 2018 di 8 kota Indonesia <i>11 WISE courses during 2018 in 8 cities of Indonesia</i> - Konten berupa artikel dan video di aplikasi mobile WISE sepanjang tahun <i>Content in form of article and video in WISE mobile app throughout the year</i> Januari - Desember 2018 <i>January - December 2018</i>	Rp337.000.000
2	Donor Darah PMI <i>PMI Blood Donor</i>	+150 packs kantong darah untuk PMI <i>+150 blood packs to PMI</i>	1 kali - 2 Februari 2018 <i>1 time - 2 February 2018</i>	Rp1.000.000 (untuk konsumsi anggota PMI) <i>(for PMI's members consumption)</i>
3	Pelatihan Shibori untuk Ibu-ibu PKK Pelatihan keterampilan berupa teknik pembuatan batik Shibori untuk ibu-ibu PKK Jakarta Selatan <i>Shibori training for PKK's females of South Jakarta</i>	100 Ibu-ibu PKK Jakarta Selatan <i>100 PKK's females of South Jakarta</i>	1 kali - 20 April 2018 <i>1 time - 20 April 2018</i>	Rp49.750.000 (untuk Shibori Kit, Transportasi, Makan Siang & Baju Volunteers) <i>(for Shibori Kit, Transportation, Lunch & Volunteers Uniform)</i>
4	Bantuan Bencana Gempa untuk Lombok, Palu dan Donggala via PERBANAS <i>Earthquake relief for Lombok, Palu and Donggala via PERBANAS</i>	Korban Bencana Gempa di Lombok, Palu & Donggala <i>Earthquake victims in Lombok, Palu & Donggala</i>	1 kali - Oktober 2018 <i>1 time - October 2018</i>	Rp25.000.000
5	Bantuan Bencana Gempa untuk Lombok, Palu dan Donggala via OJK Peduli <i>Earthquake relief for Lombok, Palu and Donggala via OJK Peduli</i>		1 kali - Oktober 2018 <i>1 time - October 2018</i>	Rp50.000.000
6	CBA Group CEO Christmas Gifts untuk Bantuan Bencana melalui Yayasan Sayangi Tunas Cilik (Save The Children) <i>CBA Group CEO Christmas Gifts Natural Disaster Relief via Sayangi Tunas Cilik (Save The Children) Foundation</i>		1 kali - Desember 2018 <i>1 time - December 2018</i>	Rp417.691.200

KEGIATAN POLITIK POLITICAL ACTIVITIES

Bank Commonwealth tidak memberikan donasi untuk kegiatan yang berhubungan dengan politik dan tidak terlibat dalam kegiatan politik.

Commonwealth Bank does not give any donations for any politically-related activities, and is not involved in any political activities.

KODE ETIK Code of Conduct

Kode etik merupakan pedoman etika atau tata tertib etika perusahaan dan aturan perilaku bagi seluruh karyawan dalam melakukan perannya. Kode etika mencerminkan nilai-nilai dasar Bank Commonwealth yaitu kejujuran, integritas dan kepercayaan.

Code of Conduct is a guideline of ethics or code of conduct of corporate ethics and rules of conduct for all employees in performing their roles. The Code of Conduct reflects Commonwealth Bank basic values of honesty, integrity and trust.

PERNYATAAN KODE ETIK STATEMENT OF CODE OF CONDUCT

Kode etik harus dipahami dan dipatuhi oleh seluruh karyawan dan pihak-pihak yang terkait. Setiap pelanggaran terhadap kode etik memiliki konsekuensi sanksi sampai dengan pemutusan hubungan kerja.

Code of Conduct should be understood and adhered to by all employees and relevant parties. Any violations of code of conduct has consequences ranging from sanction to termination of employment.

POKOK-POKOK KODE ETIK CODE OF CONDUCT PRINCIPLES

- | | |
|--|---|
| <p>1. Keadilan dan rasa hormat kepada pihak-pihak lain</p> <ul style="list-style-type: none"> - Perilaku saling menghormati dan tidak ada perlakuan pilih kasih, terhadap sesama karyawan, nasabah dan orang-orang yang melakukan usaha dengan Bank; - Mendukung usaha memastikan keselamatan dan keamanan; - Menghindari perilaku buruk di dalam maupun di luar perusahaan; - Menghindari perbuatan yang mendorong karyawan atau pihak lain untuk melanggar instruksi resmi dan/atau peraturan perusahaan; - Menghindari diri dari perbuatan illegal dan tidak bermoral dan atau mendorong pihak lain untuk melakukan perbuatan semacam itu. | <p>1. <i>Justice and respect to others</i></p> <ul style="list-style-type: none"> - <i>Mutual respect and no favoritism, respect to fellow employees, customers and people who conduct business with the Bank;</i> - <i>Support efforts that ensure safety and security;</i> - <i>Avoid bad behaviour inside and outside the company;</i> - <i>Avoid actions that encourage employees or other parties to violate official instructions and/or company regulations;</i> - <i>Avoid illegal and immoral acts and or encourage others not to commit such act.</i> |
| <p>2. Perlindungan terhadap reputasi dan integritas Perusahaan</p> <ul style="list-style-type: none"> - Mempertahankan perilaku yang baik di dalam dan luar tempat kerja dan berusaha menghindari perbuatan yang dapat merugikan perusahaan; - Menjaga kerahasiaan dan dokumen serta informasi mengenai perusahaan dan/atau nasabah; - Menghindari penggunaan jabatan dan kekuasaan di perusahaan untuk kepentingan pribadi dan/atau kepentingan keluarga/kerabat; - Membantu memelihara barang dan bangunan perusahaan dari kerusakan, menjauhkan diri dari kelalaian dan melaporkannya jika terjadi sesuatu yang dapat membahayakan; - Mematuhi etika perusahaan, menjaga dan meningkatkan nama baik perusahaan; - Menjalankan seluruh ketentuan yang terdapat dalam Peraturan Pelaksanaan Perusahaan dan Komitmen Perusahaan. | <p>2. <i>Protection on Company's reputation and integrity</i></p> <ul style="list-style-type: none"> - <i>Maintain good behaviour inside and outside the workplace and avoid committing acts that may harm the company;</i> - <i>Maintain confidentiality and documents as well as information about the company and/or its customers;</i> - <i>Avoid the use of position and power in the company for personal and/or family/family interests;</i> - <i>Help to protect the company's physical assets from damage, avoid negligent act and file a report in case of a potential harmful situation;</i> - <i>Adherence to the company's ethics to maintain and enhance the Company's good name;</i> - <i>Implement all the provisions contained in the Company Regulation and Our Commitment.</i> |

SOSIALISASI DAN PENEGAKKAN KODE ETIK CODE OF CONDUCT SOCIALIZATION AND ENFORCEMENT

Sosialisasi Kode Etik dilakukan melalui program pengenalan karyawan (*Induction Program*), refreshment workshop dan e-learning yang wajib diikuti oleh seluruh karyawan.

The socialisation of the Code of Conduct is conducted through the Induction Programme, refreshment workshop and e-learning modules which must be participated by all employees.

PENYIMPANGAN INTERNAL

Internal Fraud

Bank berkomitmen untuk menjadi Bank dengan tata kelola yang baik, kepatuhan terhadap peraturan, kode etik dan perundang-undangan menjadi prioritas utama bagi Bank. Akan tetapi, penyimpangan internal terkadang tetap tidak dapat dihindari. Bank senantiasa berupaya untuk meminimalkan kemungkinan terjadinya penyimpangan internal (*Internal Fraud*) yang terjadi dalam kegiatan operasional Bank yang dapat mempengaruhi kondisi keuangan Bank secara signifikan.

Oleh karena itu, Bank berkomitmen untuk melakukan tindak lanjut untuk menyelesaikan setiap penyimpangan internal yang terjadi. Bank juga selalu mengkaji penyimpangan internal yang terjadi untuk mengidentifikasi langkah-langkah perbaikan yang dapat diambil untuk menghindari kejadian tersebut di masa yang akan datang.

Selama tahun 2018, tidak terdapat penyimpangan internal dengan nilai yang lebih dari Rp100.000.000,00 (seratus juta rupiah):

Bank is committed in implementing good governance; regulatory compliance, adherence code of conduct and legislation certainly are the Bank's top priorities. However, internal fraud is sometimes unavoidable. The Bank always strive to minimise the possibility of internal fraud in the Bank's work processes and operational activities that might impact the Bank's financial condition significantly.

Therefore, the Bank is committed to conduct a follow-up on any internal fraud acts. The Bank always reviews internal fraud acts that occurred to identify any corrective steps that can be taken to avoid such acts from recurring.

Throughout 2018, there was no internal fraud with total value more than Rp 100.000.000,00 (one hundred million rupiah):

Penyimpangan Internal <i>Internal Fraud</i>	Jumlah Kasus yang Dilakukan oleh <i>Number of Cases Conducted by</i>					
	Manajemen <i>Management</i>		Karyawan Tetap <i>Full time Employee</i>		Karyawan Kontrak <i>Contract Employee</i>	
	2018	2017	2018	2017	2018	2017
Telah selesai <i>Settled</i>	-	-	-	1	-	-
Dalam proses penyelesaian internal <i>In the internal settlement process</i>	-	-	-	-	-	-
Dalam proses penyelesaian internal dan nasabah <i>In the customer and internal settlement process</i>	-	-	-	-	-	-
Saat ini tidak terdapat upaya penyelesaian <i>There is no current settlement effort</i>	-	-	-	-	-	-
Diproses secara hukum <i>Legally Processed</i>	-	-	-	-	-	-
Jumlah <i>Total</i>	-	-	-	1	-	-

WHISTLEBLOWING SYSTEM

Whistleblowing System



Bank memiliki komitmen untuk menjaga lingkungan kerja yang etis dan budaya organisasi yang tidak mentolerir tindakan *fraud* dan korupsi serta perilaku yang tidak sesuai dengan peraturan perusahaan dan kebijakan. Bank memiliki mekanisme penanganan pengaduan *whistleblower* yang dilengkapi dengan Kebijakan *Whistleblower* untuk mendorong dan memudahkan *whistleblower* melaporkan pelanggaran maupun potensi pelanggaran.

The Bank is committed to maintaining its ethical work environment and organisational culture that does not tolerate fraud and corruption as well as behaviours that are against the Company's regulations and policies. The Bank has a whistleblowing mechanism and policies that encourage and facilitate whistleblowers to report any fraud or potential violations.

PENYAMPAIAN LAPORAN WHISTLEBLOWER **SUBMISSION OF WHISTLEBLOWER REPORT**

Bank Commonwealth telah menyediakan jalur komunikasi untuk *whistleblower* yaitu:

- Email: integrity@commbank.co.id
- Hotline *Whistleblower*: 0807 1919 191
- Telepon Internal: 8800

Laporan yang disampaikan harus berdasarkan bukti dan dasar yang nyata dan *valid* tanpa ada

Commonwealth Bank has facilitated communication channels for whistleblowers, namely:

- Email: integrity@commbank.co.id
- *Whistleblower* hotline: 0807 1919 191
- Internal Phone: 8800

The report submitted must be based on evidence with real and valid basis without any

tujuan untuk memfitnah atau mencemarkan nama baik. Perilaku yang dapat dilaporkan, antara lain:

- Aktivitas fraud;
- Suap dan Korupsi;
- Tindakan ilegal (melakukan hal di luar kewenangan);
- Pelanggaran peraturan/hukum;
- Perilaku tidak etis dan pelanggaran kode etik;
- Perilaku lain yang tidak pantas; dan aktivitas lain yang dapat merugikan secara financial maupun non-finansial bagi Bank atau hal lain yang terkait dengan kepentingan Bank.

purpose of defamation. Behaviours that can be reported, among others are:

- *Fraud activities;*
- *Bribery and Corruption;*
- *Illegal actions (doing things outside jurisdiction);*
- *Regulation/legal violations;*
- *Unethical behaviour and violation of the code of conduct;*
- *Other inappropriate behaviours; and other activities that can be financially or non-financially detrimental to the Bank or other matters related to the Bank's interests.*

PERLINDUNGAN BAGI PELAPOR *PROTECTION FOR INFORMANT*

Bank memberikan perlindungan kepada *whistleblower* dari tindakan balasan pihak yang dilaporkan dan/atau pihak lain yang memiliki kepentingan. Bank akan melindungi pelapor, identitas pelapor dengan sebaik-baiknya termasuk substansi pengungkapan. Seluruh informasi yang diterima dari *whistleblower* disimpan dengan aman dan diperlakukan sangat rahasia. Selain itu, Bank juga akan melindungi pelapor dari segala ancaman dan/atau tindakan apa pun yang dilakukan oleh pihak yang dilaporkan.

Bank is providing protection to whistleblowers from retaliation from reported parties and/or other parties with interests. The Bank will protect the informant, their identity including the substance of disclosure. All information received from the whistleblower will be safely kept and confidentially treated. In addition, the Bank will also protect the informant from any threats and/or actions taken by the reported party.

PENANGANAN PELAPORAN *REPORTING HANDLING*

Pelaporan *whistleblower* diterima dan dikelola oleh *Fraud Control Unit* (FCU). Laporan yang masuk akan diinvestigasi dengan menghubungi pelapor untuk mendapatkan informasi dan bukti atau informasi yang lebih lengkap jika diperlukan.

Report from the whistleblower is received and managed by the Fraud Control Unit (FCU). The incoming report will be investigated by contacting the informant to obtain information and evidence or more comprehensive information if needed.

Jika informasi yang didapatkan dinilai tidak cukup atau tidak relevan, maka proses investigasi tidak dilanjutkan dan akan diinformasikan kepada *whistleblower*.

In the event that the information obtained is deemed insufficient or irrelevant, the process of the investigation shall be put off and the informant will be informed as such.

PENGADUAN YANG DITERIMA *COMPLAINTS RECEIVED*

Jumlah dan status pengaduan yang diterima oleh Bank melalui *whistleblowing system* di tahun 2018 adalah sebagai berikut:

The number and status of complaints received by the Bank through the whistleblowing system in 2018 are as follows:

Status Pengaduan <i>Status of Complaint</i>	Jumlah Pengaduan <i>Number of Complaints</i>	
	2018	2017
Dalam proses tindak lanjut <i>In follow-up process</i>	-	-
Sudah selesai <i>Settled</i>	4	7
Informasi saja/tidak ada temuan <i>Information only/No Finding</i>	4	6

Status Pengaduan Status of Complaint	Jumlah Pengaduan Number of Complaints	
	2018	2017
Malpraktik Misconduct	-	1
Penyimpangan Fraud	-	-
Jumlah Pengaduan Total Complaints	4	7

PENGUNGKAPAN INFORMASI KEBIJAKAN REMUNERASI DALAM LAPORAN TAHUNAN

Disclosure of Remuneration Policy Information in Annual Report

PELAKSANAAN TATA KELOLA REMUNERASI DIREKSI DAN DEWAN KOMISARIS

GOVERNANCE IMPLEMENTATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS REMUNERATION

Penetapan remunerasi bagi anggota Dewan Komisaris dan Direksi dilakukan melalui rekomendasi Komite Remunerasi dan Nominasi yang didasarkan pada kebijakan internal Bank Commonwealth yang tercantum di Anggaran Dasar Bank, peraturan perundang-undangan yang berlaku, serta pertimbangan atas kinerja Bank Commonwealth.

The remuneration for members of the Boards of Commissioners and Board of Directors is determined through the recommendations from the Remuneration and Nomination Committee, in accordance with the Commonwealth Bank's internal policies contained in the Bank's Articles of Association, prevailing laws and regulations, as well as the consideration of the Bank's performance.

Proses selanjutnya adalah penyerahan rekomendasi tersebut kepada Dewan Komisaris untuk kemudian disampaikan dalam RUPS dan kemudian disepakati oleh para pemegang saham.

The next process is the submission of the aforementioned recommendations to the Board of Commissioners, and later is submitted to the GMS and subject to the approval by the shareholders.

Struktur remunerasi yang diberikan kepada Dewan Komisaris dan Direksi meliputi:

The remuneration structure provided to the Boards of Commissioners and Directors includes:

1. Remunerasi dalam bentuk non-natura, termasuk gaji dan penghasilan tetap lainnya antara lain tunjangan, kompensasi berbasis saham, dan bentuk remunerasi lainnya; dan
2. Fasilitas lain dalam bentuk natura/non-natura yaitu penghasilan tidak tetap lainnya, termasuk tunjangan perumahan, transportasi, asuransi kesehatan, dan fasilitas lainnya yang dapat dimiliki maupun tidak dapat dimiliki.

1. *Remuneration in the form of non-natural means, including salaries and other fixed income, such as allowances, stock-based compensation, and other forms of remuneration; and*
2. *Other facilities in the form of natural/non-natural means namely non-fixed income, such as housing, transportation, health insurance, and other facilities – be it those that can be owned or otherwise.*

Sementara struktur remunerasi yang diungkapkan paling kurang meliputi:

Meanwhile, the remuneration structure disclosed at least includes:

1. Paket/kebijakan remunerasi dan fasilitas lain bagi anggota Dewan Komisaris dan Direksi yang ditetapkan Rapat Umum Pemegang Saham Bank; dan
2. Jenis remunerasi dan fasilitas lain bagi seluruh anggota Dewan Komisaris dan Direksi, paling kurang mencakup jumlah anggota Dewan Komisaris, jumlah anggota Direksi, dan jumlah seluruh paket/kebijakan remunerasi dan fasilitas lain sebagaimana dirincikan dalam tabel di bawah ini:

1. *Remuneration package/policy and other facilities for members of the Boards of Commissioners and Directors determined by the Bank's General Meeting of Shareholders; and*
2. *The types of remuneration and other facilities for all members of the Boards of Commissioners and Directors, at least include the number of members of the Boards of Commissioners and Directors, as well as the total remuneration package/ policy and other facilities as detailed in the table below:*

Jenis Remunerasi dan Fasilitas Lain Types of Remuneration and Other Facilities	Jumlah Diterima di Tahun 2018 Total Received in 2018			
	Dewan Komisaris Board of Commissioners		Direksi Board of Directors	
	Jumlah Komisaris Number of Commissioners	Dalam Juta Rp (Bruto) In Million Rupiah (Gross)	Jumlah Direktur Number of Directors	Dalam Juta Rp (Bruto) In Million Rupiah (Gross)
Remunerasi (gaji, bonus, tunjangan rutin, dan fasilitas lainnya dalam bentuk non-natura) Remuneration (salary, bonus, routine allowance, and other non natural facilities)	2	4.076	6	42.723
Fasilitas lain dalam bentuk natura (perumahan, transportasi, asuransi kesehatan dan sebagainya) yang: a. Dapat dimiliki b. Tidak dapat dimiliki Other non-natural facilities (housing, transportation, health insurance, and others) that: a. Can be owned b. Cannot be owned	2	793	6	2.338
Total	2	4.869	6	45.061

Menurut tingkat penghasilan, jumlah anggota Dewan Komisaris dan Direksi yang menerima paket remunerasi di tahun 2018 adalah sebagai berikut:

Based on the classifications by income level, numbers of members of Boards of Commissioners and Directors receiving the remuneration package in 2018 are as follows:

Remunerasi per orang dalam 1 (satu) tahun di 2018 Remuneration per person in 1 (one) year in 2018	Jumlah Komisaris Number of Commissioners	Jumlah Direktur Number of Directors
Di atas Rp3 miliar Above Rp3 billion	-	6
Di atas Rp2 miliar s/d Rp3 miliar Above Rp2 billion to Rp3 billion	1	-
Di atas Rp1 miliar s/d Rp2 miliar Above Rp1 billion to Rp2 billion	1	-
Di atas Rp500 juta s/d Rp1 miliar Above Rp500 million to Rp1 billion	-	-
Di bawah Rp500 juta Below Rp500 million	-	-

REMUNERASI BERSIFAT VARIABEL VARIABLE REMUNERATION

Bank Commonwealth memberikan remunerasi yang bersifat variabel dalam bentuk *Sign on Award* (untuk karyawan baru di tingkat jabatan atau pada kondisi tertentu), *Annual Performance Bonus*, *SIP Bonus* dan *Retention Scheme*.

Commonwealth Bank provides variable remuneration in the form of *Sign on Award* (for new employees based on the position or under certain conditions), *Annual Performance Bonus*, *SIP Bonus* and *Retention Scheme*.

Jumlah Direksi, Dewan Komisaris dan karyawan yang menerima remunerasi bersifat variabel selama satu tahun beserta nominalnya adalah sebagai berikut:

The numbers of Directors and Commissioners and employees who received variable remunerations and their nominal for one year are as follows:

Remunerasi Bersifat Variabel Variable Remuneration	Jumlah Diterima dalam 1 (satu) Tahun Total Received in 1 (one) Year							
	Direksi Board of Directors		Dewan Komisaris Board of Commissioners		Karyawan Employees		Total	
	Orang Number of People	Dalam Juta Rp In Million Rupiah	Orang Number of People	Dalam Juta Rp In Million Rupiah	Orang Number of People	Dalam Juta Rp In Million Rupiah	Orang Number of People	Dalam Juta Rp In Million Rupiah
Total	6	16.731	2	924	1494	78.530	1502	96.185

JABATAN DAN JUMLAH MATERIAL RISK TAKER POSITIONS AND NUMBER OF MATERIAL RISK TAKERS

Posisi-posisi yang dianggap menjadi *Material Risk Taker* terdiri dari: *Positions deemed as the Material Risk Takers consist of:*

No.	Jabatan Position
1.	Direktur Utama <i>President Director</i>
2.	Direktur Operations & IT <i>Director of Operations & IT</i>
4.	Direktur Kepatuhan <i>Director of Compliance</i>
5.	Direktur Retail Banking <i>Director of Retail Banking</i>
6.	Direktur SME Banking <i>Director of SME Banking</i>
7.	Chief of Finance <i>Chief of Finance</i>
8.	Chief of Human Resources <i>Chief of Human Resources</i>
9.	Chief of Marketing, Corporate Affairs & Legal <i>Chief of Marketing, Corporate Affairs & Legal</i>

RASIO GAJI TERTINGGI DAN TERENDAH HIGHEST AND LOWEST SALARY RATIO

Keterangan Description	Rasio Ratio
Karyawan dengan gaji tertinggi dan terendah <i>Employees with the highest and lowest salaries</i>	163.4 : 1
Direktur dengan gaji tertinggi dan terendah <i>Directors with the highest and lowest salaries</i>	2.5 : 1
Komisaris dengan gaji tertinggi dan terendah <i>Commissioners with the highest and lowest salaries</i>	1 : 1
Karyawan dan Direktur dengan gaji tertinggi <i>Employees and Directors with the highest salaries</i>	1 : 1

INFORMASI PEMUTUSAN HUBUNGAN KERJA WORK RELATIONSHIP INFORMATION

Sepanjang tahun 2018, Bank Commonwealth melalui kesepakatan dengan karyawan yang bersangkutan melakukan Pemutusan Hubungan Kerja karena berbagai alasan dan beberapa diantaranya adalah kinerja yang rendah dan tindakan disiplinari. Jumlah karyawan yang diputus hubungannya berjumlah 113 orang, dengan total kompensasi yang dibayarkan sebesar Rp13.533.451.390,-

Throughout 2018, Commonwealth Bank has conducted work termination of the employees concerned. These were done due to various reasons, some of which are due to low performance and disciplinary actions. The employees who have been terminated numbered 113, with the compensation paid amounting to Rp13,533,451,390.

Jumlah Nominal Kompensasi yang Dibayarkan per Orang dalam 1 Tahun Total Compensation Paid per Person in 1 Year	Jumlah Karyawan Number of Employees
Di atas Rp1 miliar Above Rp1 billion	1
Di atas Rp500 juta s/d Rp1 miliar Above Rp500 million to Rp1 billion	3
Rp500 juta ke bawah Below Rp500 million	109

REMUNERASI BERSIFAT VARIABEL YANG DITANGGUHKAN DEFERRED VARIABLE REMUNERATION

Informasi kebijakan dan informasi jumlah total yang dibayarkan selama 1 tahun *Information on policy and total paid for 1 year*

RINCIAN JUMLAH REMUNERASI DALAM SETAHUN DETAIL OF TOTAL REMUNERATION IN A YEAR

Remunerasi yang Bersifat Tetap*) Fixed Remuneration*)		
Tunai Cash		
Saham/Instrumen yang berbasis saham yang diterbitkan Bank Stock based instrument issued by the Bank		-
Remunerasi yang Bersifat Variabel*) Variable Remuneration*)		
	Tidak Ditangguhkan Not Deferred	Ditangguhkan Deferred
Tunai Cash		-
Saham/Instrumen yang berbasis saham yang diterbitkan Bank Stock based instrument issued by the Bank	-	-

*) hanya untuk Material Risk Taker dan diungkap dalam juta Rupiah.
only for Material Risk Takers and disclosed in million Rupiah.

INFORMASI KUANTITATIF QUANTITATIVE INFORMATION

Jenis Remunerasi yang bersifat Variabel Type of Variable Remuneration	Sisa yang Masih Ditangguhkan Remaining Amount Deferred	Total Pengurangan Selama Periode Laporan Total Reduction during the Reporting Period		
		Disebabkan Penyesuaian Eksplisit (A) Caused by Explicit Adjustment (A)	Disebabkan Penyesuaian Implisit (B) Caused by Implicit Adjustment (B)	Total (A) + (B)
Tunai (dalam juta Rupiah) Cash (in million Rupiah)	-	-	-	-
Saham/Instrumen yang berbasis saham yang diterbitkan Bank (dalam lembar saham dan nominal juta rupiah yang merupakan konversi dari lembar saham tersebut) Stock based instrument issued by the Bank (in shares and nominal million rupiah as a conversion of the shares)	-	-	-	-

LAPORAN TATA KELOLA TERINTEGRASI

Integrated Governance Report



TATA KELOLA TERINTEGRASI INTEGRATED GOVERNANCE

Konglomerasi keuangan (Commonwealth Bank of Australia) telah menerapkan tata kelola terintegrasi berdasarkan Peraturan Otoritas Jasa Keuangan No. 18/POJK.03/2014 tentang Penerapan Tata Kelola Terintegrasi bagi Konglomerasi Keuangan dan Surat Edaran OJK No. 15/SEOJK.03/2015. Bank Commonwealth sebagai Entitas Utama dalam konglomerasi keuangan telah mengintegrasikan penerapan tata kelola yang baik pada Konglomerasi Keuangan CBA yang terdiri dari Bank Commonwealth, PT Commonwealth Life, dan PT First State Investments Indonesia.

Kebijakan tata kelola terintegrasi yang disusun sebagai acuan untuk mendukung entitas dalam konglomerasi keuangan dalam menerapkan tata kelola integrasi antara lain:

- Kebijakan Tata Kelola Terintegrasi
- Kebijakan Manajemen Risiko Terintegrasi
- Kebijakan Kewajiban Penyediaan Modal Minimum Terintegrasi
- Pedoman dan Tata Tertib Komite Tata Kelola Terintegrasi
- Pedoman dan Tata Tertib Komite Manajemen Risiko Terintegrasi

The Financial Conglomerate (Commonwealth Bank of Australia) has implemented the integrated governance in accordance with the Financial Services Authority Regulation No. 18/POJK.03/2014 on the Implementation of Integrated Governance for Financial Conglomerates and the Financial Services Authority Circulation Letter No. 15/SEOJK.03/2015. Commonwealth Bank as the Prime Entity of the financial conglomerate has integrated the implementation of good corporate governance on the CBA Financial Conglomerate including Commonwealth Bank, PT Commonwealth Life and PT First State Investments Indonesia.

The integrated governance policies have been drafted as a reference to support the entities in the financial conglomerate in implementing the integrated policies among others are:

- *Integrated Governance Policy*
- *Integrated Risk Management Policy*
- *Integrated Minimum Capital Provision Policy*
- *Guideline and Rules of Integrated Governance Committee*
- *Guideline and Rules of Integrated Risk Management Committee*

Laporan Penilaian Pelaksanaan Tata Kelola Terintegrasi

Penilaian pelaksanaan tata kelola terintegrasi telah dilakukan secara *self-assessment* selama 2 (dua) kali dalam setahun. Penilaian dilakukan terhadap 3 aspek yaitu *governance structure*, *governance process*, dan *governance outcome*. Berikut hasil penilaian selama tahun 2018:

Report on Assessment of Integrated Governance Implementation

The assessment of the integrated governance implementation has been conducted by means of *self-assessment* twice in a year. The assessment conducted is done on the following three aspects: *governance structure*, *governance process* and *governance outcome*. The following are the results of the assessment throughout 2018:

Hasil Penilaian Sendiri Self Assessment Result Pelaksanaan Tata Kelola Terintegrasi Integrated Governance Implementation	
Entitas Utama Prime Entity	: PT Bank Commonwealth
Posisi Position	: Desember 2018/December 2018
Peringkat Rank	Definisi Peringkat Ranking Definition
2	<p>Konglomerasi Keuangan dinilai telah melakukan penerapan Tata Kelola Terintegrasi yang secara umum baik. Hal ini tercermin dari pemenuhan yang memadai atas penerapan prinsip Tata Kelola Terintegrasi. Apabila terdapat kelemahan dalam penerapan Tata Kelola Terintegrasi, secara umum kelemahan tersebut kurang signifikan dan dapat diselesaikan dengan tindakan normal oleh Entitas Utama dan/atau LJK.</p> <p><i>The Financial Conglomerate is deemed to have generally implemented the Integrated Governance well. This is reflected from the adequate fulfillment of the implementation of the Integrated Governance principle. In the event that there are weaknesses in the the Integrated Governance implementation, these are deemed insignificant and resolvable.</i></p>
Analisis Analysis	
Governance Structure	
<ol style="list-style-type: none"> 1. Anggota Direksi dan Dewan Komisaris Entitas Utama (PTBC) telah memenuhi persyaratan integritas, kompetensi, dan reputasi keuangan. Seluruh anggota Direksi telah lulus fit and proper test dan memperoleh persetujuan OJK. 2. Anggota Dewan Komisaris dan Direksi merupakan bankir nasional dan internasional yang memiliki pengalaman dan pengetahuan perbankan, serta memiliki pemahaman atas risiko-risiko yang ada pada di industri perbankan maupun keuangan. 3. Komposisi Direksi dan Dewan Komisaris sesuai dengan ketentuan. Pada 6 Desember 2018, Rapat Umum Pemegang Saham (RUPS) telah menyetujui pengunduran diri anggota Dewan Komisaris Entitas Utama yaitu Coenraad Johannes Jonker (Presiden Komisaris) dan Andrew Farmer (Wakil Presiden Komisaris) dan RUPS langsung mengangkat David Cohen sebagai Presiden Komisaris dan Stephen Vile sebagai Wakil Presiden Komisaris. 4. Komite Tata Kelola Terintegrasi memiliki pedoman yang merupakan acuan dalam melaksanakan tugas dan tanggung jawabnya. 5. Satuan Kerja Terintegrasi (SKKT, SKAIT dan SKMRT) independen terhadap satuan kerja operasional dengan kapasitas sumber daya manusia memadai dalam mendukung pelaksanaan tugasnya. 6. PTBC sebagai Entitas Utama memiliki struktur organisasi yang memadai dan didukung dengan kebijakan, prosedur dan Penetapan Limit Risiko yang memadai dalam menerapkan Manajemen Risiko Terintegrasi. 7. Kebijakan Tata Kelola Terintegrasi disusun sesuai dengan ketentuan OJK yang mencakup Kerangka Tata Kelola Terintegrasi bagi Entitas Utama dan entitas dalam Konglomerasi Keuangan. 	
Governance Structure	
<ol style="list-style-type: none"> 1. <i>The Board of Commissioners (BoC) and Board of Director (BoD) of the prime entity (PTBC) have met the requirements of integrity, competence and financial reputation. All BoD members have passed OJK's fit and proper test.</i> 2. <i>BoC and BoD are local and international bankers with vast banking experience and knowledge, and thorough understanding on risks applicable in banking and financial industries.</i> 3. <i>Composition of the BOD and BOC are as per regulations. On 6 December 2018, the GMS has approved the resignation of the BOC Prime Entity members i.e. Coenraad Johannes Jonker (President Commissioner) and Andrew Farmer (Vice President Commissioner) and the GMS has nominated David Cohen and Stephen Vile as President Commissioner and Vice President Commissioner respectively.</i> 4. <i>The roles and responsibilities of the Integrated Corporate Governance Committee is stipulated in the committee charter.</i> 5. <i>Integrated working units such as Integrated Compliance (SKKT), Integrated Internal Audit (SKAIT) and Integrated Risk Management (SKMRT) are independent operational work units with sufficient human resources to support its duties.</i> 6. <i>PTBC as Prime Entity has adequate organisation structure and is supported by adequate policies, procedures and determination of risk limit to implement the Integrated Risk Management.</i> 7. <i>The Integrated Corporate Governance Policy is formulated as per OJK regulations including Integrated Governance Framework for Prime Entity and entities within Financial Conglomerate.</i> 	
Governance Process	
<ol style="list-style-type: none"> 1. Direksi Entitas Utama melakukan pemantauan terhadap Pelaksanaan Tata Kelola Terintegrasi pada entitas dalam Konglomerasi Keuangan dan menindaklanjuti arahan dan/atau nasihat dari Dewan Komisaris Entitas Utama yang disampaikan baik melalui rapat Komite dan Dewan Komisaris. 2. Dewan Komisaris Entitas Utama melakukan pengawasan terhadap Pelaksanaan Tata Kelola Terintegrasi dalam Konglomerasi Keuangan melalui rapat Komite Tata Kelola Terintegrasi dan Dewan Komisaris Entitas Utama yang diselenggarakan setiap 6 (enam) bulan sekali. 3. Entitas dalam Konglomerasi Keuangan (SKKT, SKAIT, dan SKMRT) melakukan pertemuan secara rutin dalam rangka penerapan tata kelola terintegrasi termasuk kewajiban pelaporan bagi masing-masing entitas. 	
Governance Process	
<ol style="list-style-type: none"> 1. <i>BOD of Prime Entity monitors the implementation of integrated corporate governance in the financial conglomerate and follow up recommendation from BoC through the committee and BoC meetings.</i> 2. <i>BOC of Prime Entity conducts the supervision and evaluates the implementation of integrated corporate governance through the Integrated Corporate Governance committee on semi-annual basis.</i> 3. <i>Entities within the Financial Conglomerate (SKKT, SKAIT and SKMRT) have conducted meetings on regular basis including on reporting obligations for each entity.</i> 	

Governance Outcome

1. Hasil penilaian self-assessment Tata Kelola Terintegrasi dalam konglomerasi keuangan adalah 2.
2. Hasil self-assessment dan laporan tata kelola terintegrasi telah disampaikan kepada OJK sesuai dengan ketentuan.
3. Entitas Utama mendokumentasikan dengan baik hasil rapat Dewan Komisaris Entitas Utama dan Komite Tata Kelola Terintegrasi.
4. Satuan Kerja Terintegrasi (Satuan Kerja Kepatuhan Terintegrasi, Satuan Kerja Audit Terintegrasi, dan Satuan Kerja Manajemen Risiko Terintegrasi) telah menyampaikan laporan pelaksanaan tugas dan tanggung jawabnya kepada Direksi Entitas Utama.
5. Direksi Entitas Utama telah menindaklanjuti rekomendasi Komite Tata Kelola Terintegrasi terkait penerapan Tata Kelola Terintegrasi termasuk hasil audit.

Governance Outcomes

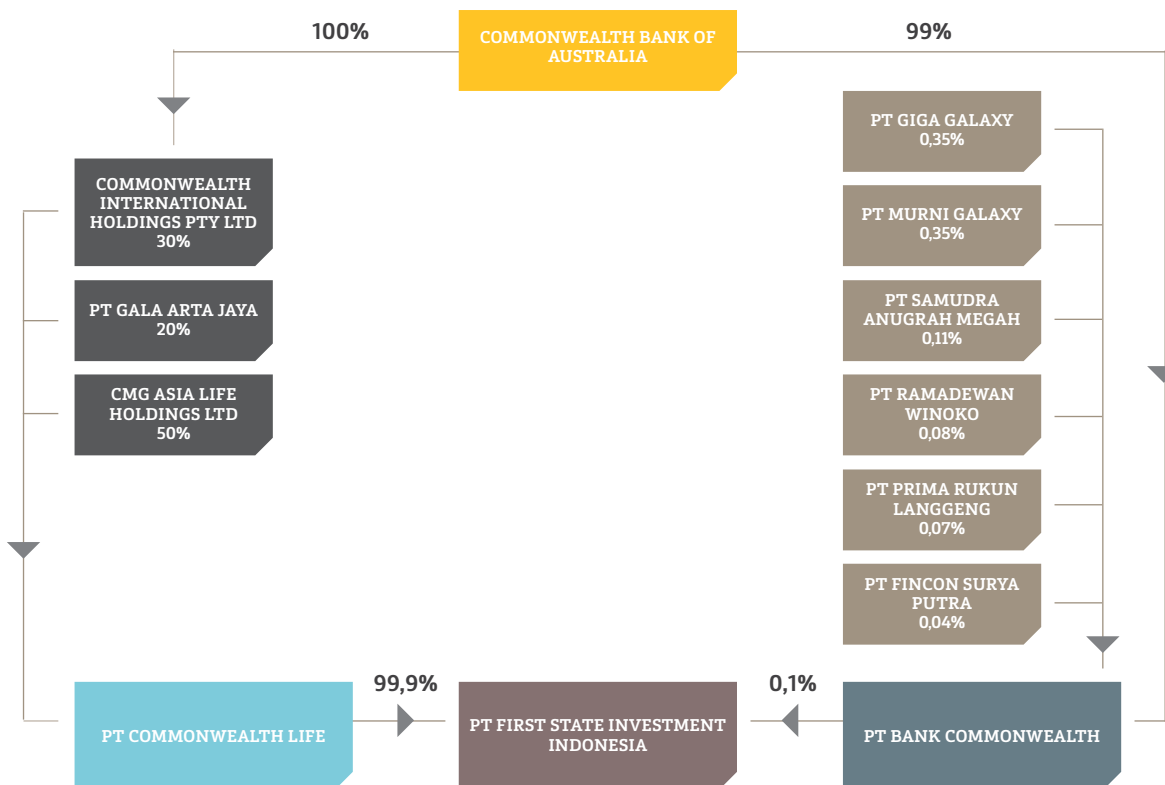
1. The Integrated Governance self-assessment in the financial conglomerate resulted in the score of 2.
2. The result of the integrated governance self-assessment has been submitted to the Financial Services Authority in accordance with the applicable provision.
3. The Prime Entity documents the result of the meeting of the Prime Entity's Board of Commissioners and the Integrated Governance Committee well.
4. Integrated Work Unit (consisting of Integrated Compliance Work Unit, Integrated Audit Work Unit and Integrated Risk Management Work Unit) have submitted the report on the implementation of their duties and responsibilities to the Prime Entity's Board of Directors.
5. The Prime Entity's Board of Directors has done the follow-up on the recommendations from the Integrated Governance Committee in relation with the Integrated Governance Implementation, including the audit result.

**STRUKTUR KONGLOMERASI KEUANGAN
STRUCTURE OF FINANCIAL CONGLOMERATE**

Sampai dengan akhir Desember 2018 tidak terdapat perubahan kepemilikan saham atas entitas konglomerasi keuangan Commonwealth Bank of Australia yang terdiri dari Commonwealth Bank, PT Commonwealth Life, dan PT First State Investment Indonesia (FSII).

As of the end of December 2018, there was no change in share ownership of the entities of Commonwealth Bank of Australia financial conglomerate, which includes Commonwealth Bank, PT Commonwealth Life and PT First State Investment Indonesia (FSII).

**Struktur Konglomerasi Keuangan-Commonwealth Bank of Australia
Financial Conglomeration Structure-Commonwealth Bank of Australia**



Sebagai bagian dari strategi bisnis Pemegang Saham Pengendali Entitas Utama (Commonwealth Bank of Australia) untuk fokus pada bisnis inti perbankan dan membangun “a Simpler, Better Bank”, Commonwealth Bank of Australia akan melepaskan kepemilikan sahamnya di PT Commonwealth Life. Sejalan dengan rencana tersebut,

As part of the business strategy of the Controlling Prime Entity Shareholders (Commonwealth Bank of Australia) to focuses on the banking core business and developing “a Simpler, Better Bank”, Commonwealth Bank of Australia plans to release its share ownership in PT Commonwealth Life. In line with the plan, Commonwealth Bank as the

Bank Commonwealth sebagai entitas utama konglomerasi keuangan juga berencana untuk melepas kepemilikan sahamnya pada FSII, dan rencana divestasi tersebut telah mendapat persetujuan OJK pada tanggal 29 Januari 2019.

Prime Entity of the financial conglomerate also plans to release its share ownership in FSII, and the plan of such divestation has been approved by the Financial Services Authority on 29 January 2019.

STRUKTUR KEPEMILIKAN SHAREHOLDERS COMPOSITION

Struktur Kepemilikan Saham Bank Commonwealth per Desember 2018 *Structure of Commonwealth Bank's Shareholders as of December 2018*

No.	Nama Name	Jumlah Saham Shareholders	Prosentase Percentage
1	Commonwealth Bank of Australia	3.781.469	99,00%
2	PT Giga Galaxy	13.199	0,35%
3	PT. Murni Galaxy	13.199	0,35%
4	PT Samudra Anugerah Megah	4.425	0,11%
5	PT Ramadewan Winoko	2.950	0,08%
6	PT Prima Rukun Langgeng	2.655	0,07%
7	PT Fincom Surya Putra	1.770	0,04%
Total		3.819.667	100%

Struktur Kepemilikan Saham PT Commonwealth Life per Desember 2018 *Structure of PT Commonwealth Life's Shareholders as of December 2018*

No.	Nama Name	Jumlah Saham Shareholders	Prosentase Percentage
1	CMG Asia Life Holdings Ltd	45.775	50%
2	Commonwealth International Holding Pty	27.465	30%
3	PT Gala Arta Jaya	18.310	20%
Total		91.550	100%

Struktur Kepemilikan Saham PT First State Investment Indonesia per Desember 2018 *The Structure of PT First State Investment Indonesia's Shareholders as of December 2018*

No.	Nama Name	Jumlah Saham Shareholders	Prosentase Percentage
1	PT Commonwealth Life	374 Seri A 73.192 Seri B	99,9%
2	PT Bank Commonwealth	64 Seri A	0,1%
Total		73.630	100%

STRUKTUR KEPENGURUSAN MANAGEMENT STRUCTURE

Anggota Direksi dan Dewan Komisaris Entitas Utama dan entitas dalam konglomerasi keuangan telah memenuhi persyaratan integritas, kompetensi dan reputasi keuangan sebagaimana yang ditetapkan oleh ketentuan. Berikut struktur kepengurusan anggota konglomerasi keuangan:

Members of the Boards of Directors and Commissioners of the Prime Entity and the entities in the financial conglomerate have met the integrity, competence and financial reputation requirements as stipulated in the applicable provision. The following is the structure of the financial conglomerate:

Struktur Kepengurusan Bank Commonwealth Management Structure of Commonwealth Bank

Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1. Lauren Sulistiawati (Presiden Direktur/ <i>President Director</i>)	1. David Cohen (Presiden Komisaris/ <i>President Commissioner</i>)*
2. Tjoe Mei Tjue (Direktur Operasional dan TI/ <i>Director of Operations and IT</i>)	2. Stephen Vile (Wakil Presiden Komisaris/ <i>Vice President Commissioner</i>)*
3. Rustini Dewi (Direktur Retail Banking/ <i>Director of Retail Banking</i>)	3. Suwartini (Komisaris Independen/ <i>Independent Commissioner</i>)
4. Ida Apulia Simatupang (Direktur SME Banking/ <i>Director of SME Banking</i>)	4. Khairil Anwar (Komisaris Independen/ <i>Independent Commissioner</i>)
5. Thio Suci (Direktur Kepatuhan/ <i>Director of Compliance</i>)	

*) Efektif memperoleh persetujuan OJK masing-masing per tanggal 8 Maret 2019 dan 25 Februari 2019.
Effective as per the OJK approval on 8 March 2019 and 25 February 2019 respectively.

Struktur Kepengurusan PT Commonwealth Life Management Structure of PT Commonwealth Life

Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1. Elvis Liongosari (Presiden Direktur/ <i>President Director</i>)	1. Simon John Bennett (Presiden Komisaris/ <i>President Commissioner</i>)
2. Agus Setiawan (Direktur Teknik/ <i>Technical Director</i>)	2. Helen Wijaya (Komisaris/ <i>Commissioner</i>)
3. Edwin Prayitno (Direktur Keuangan/ <i>Director of Finance</i>)	3. Jono Effendi (Komisaris Independen/ <i>Independent Commissioner</i>)
4. Indrayana Agustsaputra (Direktur Alternative Distribution Channel/ <i>Director of Alternative Distribution Channel</i>)	4. Teuku Radja Sjahnan (Komisaris Independen/ <i>Independent Commissioner</i>)
5. Sastradinata (Direktur Penjualan Keagenan/ <i>Agency Sales Director</i>)	

Struktur Kepengurusan PT First State Investments Indonesia Management Structure of PT First State Investments Indonesia

Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1. Hazrina Ratna Dewi (Presiden Direktur/ <i>President Director</i>)	1. Michael John Murphy (Presiden Komisaris/ <i>President Commissioner</i>)
2. Handityo Tranggono (Direktur/ <i>Director</i>)	2. Teuku Radja Sjahnan (Komisaris Independen/ <i>Independent Commissioner</i>)
3. Eli Djurfanto (Direktur/ <i>Director</i>)	

ORGAN TATA KELOLA TERINTEGRASI INTEGRATED GOVERNANCE STRUCTURE

Direksi Entitas Utama

Direksi entitas utama memiliki integritas, kompetensi dan reputasi keuangan yang disyaratkan dalam peraturan OJK dan telah lulus fit and proper. Direksi memiliki pengetahuan mengenai entitas utama dan entitas dalam konglomerasi keuangan.

Tugas dan Tanggung Jawab Direksi Entitas Utama

- Menyusun pedoman Tata Kelola Terintegrasi yang menjadi acuan bagi entitas utama dan entitas konglomerasi dalam menerapkan tata kelola terintegrasi;
- Memastikan penerapan Tata Kelola Terintegrasi pada entitas dalam konglomerasi keuangan;
- Mengarahkan, memantau, dan mengevaluasi pelaksanaan Pedoman Tata Kelola Terintegrasi;
- Menindaklanjuti arahan atau nasihat Dewan Komisaris terkait pelaksanaan Tata Kelola Terintegrasi.

Board of Directors of Prime Entity

Directors of the Prime Entity possess integrity, competence and financial reputation required by OJK regulations and have passed fit and proper test. Directors possess knowledge on the major entities and entities within the financial conglomerate.

Duties and Responsibilities of Board of Directors of Prime Entity

- *Compiling the Integrated Governance guidelines which become a reference for the main entities and conglomerate entities in implementing the integrated governance;*
- *Ensuring the implementation of Integrated Governance in entities in financial conglomerates;*
- *Directing, monitoring and evaluating the implementation of Integrated Governance Guidelines;*
- *Following up on the direction or advice of the Board of Commissioners regarding the implementation of Integrated Governance.*

Pelaksanaan Tugas dan Tanggung Jawab Direksi Entitas Utama di Tahun 2018

Selama tahun 2018, Direksi Entitas Utama telah menyelenggarakan 2 (dua) kali rapat guna memastikan penerapan tata kelola pada pada entitas konglomerasi keuangan termasuk menerima laporan Satuan Kerja Kepatuhan Terintegrasi, Satuan Audit Intern Terintegrasi, dan Satuan Manajemen Risiko Terintegrasi. Direksi juga telah menindaklanjuti rekomendasi atau arahan Dewan Komisaris terkait pelaksanaan tata kelola terintegrasi.

Dewan Komisaris Entitas Utama

Anggota Dewan Komisaris entitas utama berasal dari bankir nasional dan internasional yang memiliki integritas, kompetensi dan reputasi keuangan yang baik. Anggota Dewan Komisaris telah lulus *fit and proper*, dan mendapat persetujuan OJK.

Tugas dan Tanggung Jawab Dewan Komisaris Entitas Utama

- Mengawasi penerapan Tata Kelola pada masing-masing entitas agar sesuai dengan Pedoman Tata Kelola Terintegrasi.
- Mengawasi pelaksanaan tugas dan tanggung jawab Direksi Entitas Utama, serta memberikan arahan atau nasihat kepada Direksi Entitas Utama atas pelaksanaan Pedoman Tata Kelola Terintegrasi.
- Mengevaluasi Pedoman Tata Kelola Terintegrasi dan mengarahkan dalam rangka penyempurnaan.

Pelaksanaan Tugas dan Tanggung Jawab Dewan Komisaris Entitas Utama di Tahun 2018

Pengawasan atas pelaksanaan tata kelola terintegrasi pada konglomerasi keuangan telah dilakukan oleh Dewan Komisaris entitas utama melalui rapat Dewan Komisaris. Selama tahun 2018, Dewan Komisaris entitas utama telah mengadakan rapat sebanyak 2 (dua) kali.

Komite Tata Kelola Terintegrasi

Komite Tata Kelola Terintegrasi dibentuk melalui Surat Keputusan Direksi No. SK-DIR/001/CBA-EU/2015 tanggal 22 Desember 2015 berdasarkan Keputusan Dewan Komisaris pada Rapat Dewan Komisaris Entitas Utama Grup CBA tanggal 29 Oktober 2015.

Struktur Keanggotaan Komite Tata Kelola Terintegrasi

Anggota Komite Tata Kelola Terintegrasi terdiri dari Komisaris Independen Entitas Utama (Bank Commonwealth), Komisaris Independen PT Commonwealth Life dan Komisaris Independen PT First State Investments Indonesia serta pihak independen dari entitas utama.

Implementaion of Duties and Responsibilities of Board of Directors of Prime Entity in 2018

Throughout 2018, the Board of Directors of Prime Entity held 2 (two) meetings to ensure the governance implementation in the financial conglomerate entities, including receiving the reports from the Integrated Compliance Work Unit, the Integrated Internal Audit Unit and the Integrated Risk Management Unit. The Board of Directors also did the follow-up of the recommendations or directives from the Board of Commissioners related to the implementation of the integrated governance.

Board of Commissioners of Prime Entity

Members of the Board of Commissioners of Prime Entity have the experience as national and international bankers, and they have the integrity, competency and good financial reputation. Members of the Board of Commissioners have passed the fit and proper test, and have received the approval from the Financial Services Authority (OJK).

Duties and Responsibilities of Board of Commissioners of Prime Entity

- *Supervise the governance implementation in each entity in line with the Integrated Governance Guideline.*
- *Supervise the duties and responsibilities implementation of the Board of Directors of Prime Entity, as well as providing directives or advices on the execution of the Integrated Governance Guideline.*
- *Evaluate the Integrated Governance Guideline and provide directive for continous improvements.*

Implementation of Duties and Responsibilities of Board of Commissioners of Prime Entity in 2018

Oversight on the implementation of the integrated governance by financial conglomerate has been done by the Board of Commissioners of Prime Entity through the Board of Commissioners' meeting. Throughout 2018, the Board of Commissioners of Prime Entity held 2 (two) meetings.

Integrated Governance Committee

The Integrated Governance Committee was formed pursuant to the Board of Directors' Decision Letter No. SK-DIR/001/CBA-EU/2015 dated 22 December 2015, based on the Decision of the Board of Commissioners at the meeting of the Board of Commissioners of Prime Entity of CBA Group dated 29 October 2015.

Membership Structure of Integrated Governance Committee

Members of the Integrated Governance Committee are composed of Independent Commissioner of the Prime Entity (Commonwealth Bank), Independent Commissioner of PT Commonwealth Life and Independent Commissioner of PT First State Investments Indonesia, as well as independent parties from the main entity.

No	Nama Name	Jabatan Position
1	Suwartini – Komisaris Independen PT Bank Commonwealth <i>Independent Commissioner of PT Bank Commonwealth</i>	Ketua Komite <i>Chairman of the Committee</i>
2	Jono Effendy – Komisaris Independen PT Commonwealth Life <i>Independent Commissioner of PT Commonwealth Life</i>	Anggota Komite <i>Member of the Committee</i>
3	Teuku Radja Sjahnan – Komisaris Independen PT First State Investments Indonesia dan Pihak Independen PT Bank Commonwealth <i>Independent Commissioner of PT First State Investments Indonesia and Independent Party of PT Bank Commonwealth</i>	Anggota Komite <i>Member of the Committee</i>

Profil Anggota Komite Tata Kelola Terintegrasi

Profil Komite dapat dilihat pada bagian Komite Dewan Komisaris dalam laporan GCG Bank.

Tugas dan Tanggungjawab Komite Tata Kelola Terintegrasi

Tugas dan tanggung jawab Komite Tata Kelola Terintegrasi adalah sebagai berikut:

1. Mengevaluasi pelaksanaan Tata Kelola Terintegrasi melalui penilaian kecukupan pengendalian internal dan pelaksanaan fungsi kepatuhan secara terintegrasi.
2. Memberikan rekomendasi kepada Dewan Komisaris Entitas Utama untuk penyempurnaan Kebijakan Tata Kelola Terintegrasi yang disusun oleh Direksi Entitas Utama.

Pelaksanaan Tugas dan Tanggung Jawab Komite Tata Kelola Terintegrasi

Rapat Komite Tata Kelola Terintegrasi telah diadakan pada tanggal 13 Februari dan 7 Agustus 2018 yang dihadiri oleh seluruh anggota komite dan para undangan. Rapat tersebut membahas antara lain:

- Hasil penilaian sendiri (*self-assessment*) pelaksanaan tata kelola terintegrasi
- Laporan Satuan Kerja Kepatuhan Terintegrasi, Satuan Kerja Manajemen Risiko Terintegrasi dan Satuan Kerja Audit Intern Terintegrasi
- Hal-hal lain terkait dengan penerapan tata kelola terintegrasi.

Komite Manajemen Risiko Terintegrasi

Bank Commonwealth sebagai Entitas Utama memiliki Komite Manajemen Risiko Terintegrasi (KMRT) yang membantu pelaksanaan tugas dan tanggung jawab Direksi terkait manajemen risiko terintegrasi.

Komposisi dan Keanggotaan

Komposisi keanggotaan KMRT terdiri dari: Direktur Entitas Utama yang membawahkan fungsi Manajemen Risiko sebagai ketua merangkap anggota KMRT; Direktur yang mewakili/ ditunjuk dari LJK dalam Konglomerasi Keuangan; dan pejabat eksekutif terkait yang merupakan pejabat satu tingkat di bawah Direksi, antara lain pejabat eksekutif yang memimpin satuan kerja operasional dan/atau fungsi/ satuan kerja Manajemen Risiko. Jumlah dan komposisi anggota KMRT telah sesuai dengan ketentuan yang

Integrated Governance Committee Members Profile

The profile of the Integrated Governance Committee Members can be seen in the Board of Commissioners Committee section in the Bank's GCG Report.

Duties and Responsibilities of Integrated Governance Committee

The duties and responsibilities of the Integrated Governance Committee are as follows:

1. Evaluate the implementation of the Integrated Governance by assessment on the adequate internal control and the implementation of compliance function.
2. Provide recommendations to the Prime Entity's Board of Commissioners for improving the Integrated Governance policies prepared by the Prime Entity's Board of Directors.

Implementation of Duties and Responsibilities of Integrated Governance Committee

Meetings of the Integrated Governance Committee were held on 13 February and 7 August 2018. The meeting saw the attendance of all members of the committee and the invitees. The meeting discussed among others:

- Result of the self-assessment of the integrated governance implementation
- Report on the Integrated Compliance Work Unit, Integrated Risk Management Work Unit and Integrated Internal Audit Work Unit
- Other matters related to the implementation of the integrated governance.

Integrated Risk Management Committee

As the Prime Entity, Commonwealth Bank has formed Integrated Risk Management Committee (KMRT) that assists the implementation of the Board of Directors' duties and responsibilities regarding integrated risk management.

Composition and Membership

The membership of KMRT is composed of: the Prime Entity's Director in charge of the Risk Management function as the chairman and concurrently as a member of the KMRT; the Director appointed from the Financial Services Institution (LJK) in the Financial Conglomerate; and the related executive officer one level below the Board of Directors, including executive officers leading the work unit operational and/or Risk Management function/unit. The number and composition of KMRT members are in

ditetapkan dengan memperhatikan keterwakilan masing-masing sektor jasa keuangan.

Tugas dan Tanggung Jawab KMRT adalah sebagai berikut: KMRT memiliki Piagam Komite yang mengatur tugas dan tanggung jawab komite, antara lain:

- a. Memberikan rekomendasi kepada Direktur Entitas Utama dalam penyusunan kebijakan manajemen risiko terintegrasi dan termasuk penyempurnaan kebijakannya.
- b. Mengevaluasi kesesuaian kebijakan Manajemen Risiko Terintegrasi dengan pelaksanaan kebijakan tersebut.
- c. Memantau dan mengevaluasi pelaksanaan tugas Satuan Kerja Manajemen Risiko Terintegrasi.
- d. Melakukan kajian pelaksanaan Manajemen Risiko Terintegrasi yang terdiri dari:
 1. Laporan Profil Risiko baik secara individu Lembaga Jasa Keuangan maupun profil risiko secara terintegrasi dengan perusahaan terelasi.
 2. Laporan lainnya terkait dengan pengelolaan 10 (sepuluh) jenis risiko yaitu risiko kredit, risiko pasar, risiko operasional, risiko likuiditas, risiko hukum, risiko kepatuhan, risiko reputasi, risiko strategik, risiko transaksi intra-group dan risiko asuransi.
- e. Memantau kecukupan proses identifikasi, pengukuran, pemantauan, pengendalian sistem informasi Manajemen Risiko Terintegrasi.
- f. Melaksanakan Rapat Komite Manajemen Risiko Terintegrasi sekurang-kurangnya sekali dalam 6 (enam) bulan.
- g. Membuat laporan berkala mengenai kegiatan Komite Manajemen Risiko Terintegrasi serta hal-hal yang diperlukan untuk menjadi perhatian Dewan Komisaris sekurang-kurangnya sekali dalam 6 (enam) bulan.

Komite Manajemen Risiko Terintegrasi telah menyelenggarakan 2 (dua) kali rapat selama tahun 2018. Rapat dihadiri secara fisik oleh semua anggota komite dan pihak terkait lainnya dengan pembahasan topik/materi sebagai berikut:

- Tinjauan atas Profil Risiko Terintegrasi Bank yang mencakup 10 (sepuluh) jenis risiko yaitu risiko kredit, pasar, likuiditas, operasional, hukum, kepatuhan, strategi, reputasi, transaksi intra-group dan asuransi.
- Pemantauan permodalan terintegrasi Konglomerasi Keuangan terhadap ketentuan penyediaan modal minimum Konglomerasi Keuangan (*regulatory capital*) yang dipersyaratkan oleh regulator untuk mengantisipasi potensi kerugian yang dapat timbul dari aktivitas usaha Konglomerasi Keuangan.

Satuan Kerja Kepatuhan Terintegrasi (SKKT)

Satuan Kerja Kepatuhan Terintegrasi yang merupakan Satuan Kerja Kepatuhan entitas utama memiliki sumber daya manusia dengan kompetensi dan pengalaman yang memadai di bidang kepatuhan. Satuan Kerja Kepatuhan merupakan satuan kerja yang independen dan bertanggung jawab langsung kepada Direktur Kepatuhan.

accordance with the stipulated provisions by taking into account the representation of each financial service sector.

Duties and Responsibilities of KMRT are as follows:

KMRT has a Committee Charter that regulates committee duties and responsibilities, among others:

- a. *Provide recommendations to the Prime Entity's Director in preparing for integrated risk management policies and improvement of the policies.*
- b. *Evaluate the confirmity of the Integrated Risk Management policy with the implementation of the policy.*
- c. *Monitor and evaluate the implementation of the Integrated Risk Management Unit's duties.*
- d. *Review the implementation of Integrated Risk Management that includes:*
 1. *Individual Risk Profile Reports for Financial Services Institutions and integrated risk profiles with related companies.*
 2. *Other reports related to the management of 10 (ten) types of risks, namely credit, market, operational, liquidity, legal, compliance, reputation, strategic, intra-group transaction and insurance risks.*
- e. *Monitor the adequacy of the process of identifying, measuring, monitoring, controlling integrated Risk Management information systems.*
- f. *Conduct the Integrated Risk Management Committee Meeting at least once in 6 (six) months.*
- g. *Submit periodic report on the Integrated Risk Management Committee's activities as well as matters that need the attention of the Board of Commissioners at least once every 6 (six) months.*

The Integrated Risk Management Committee held 2 (two) meetings in 2018. Meetings physically saw the attendance of all members of the committee and other relevant parties by discussing the following topics/ materials:

- *Review on the Bank's Integrated Risk Profile that covers 10 (ten) types of risks, namely credit, market, liquidity, operational, legal, compliance, strategy, reputation, intra-group transactions and insurance risks.*
- *Monitor the integrated capital of the Financial Conglomerate against the provision of minimum capital of the Financial Conglomerate (regulatory capital) required by the regulator to anticipate potential losses that can arise from the business activities of the Financial Conglomerate.*

Integrated Compliance Work Unit (SKKT)

The Integrated Compliance Work Unit (SKKT), which is the Prime Entity's Compliance Unit, has sufficient competence and experienced human resources in the field of compliance. The Compliance Unit is an independent work unit and is directly responsible to the Compliance Director.

Tugas dan Tanggung Jawab SKKT adalah sebagai berikut:

- Memantau dan mengevaluasi pelaksanaan fungsi kepatuhan pada entitas dalam konglomerasi keuangan.
- Menyusun dan menyampaikan laporan pelaksanaan tugas dan tanggung jawabnya kepada Direktur yang membawahkan fungsi kepatuhan.

Pelaksanaan Tugas dan Tanggung Jawab SKKT di Tahun 2018

- Melakukan koordinasi dengan fungsi kepatuhan masing-masing entitas terkait pelaksanaan fungsi kepatuhan.
- Melakukan penilaian risiko kepatuhan terintegrasi dan menyusun laporan profil risiko kepatuhan terintegrasi.
- Melakukan koordinasi dengan unit-unit terkait dan entitas dalam konglomerasi keuangan dalam penyusunan laporan penilaian sendiri (*self-assessment*) tata kelola terintegrasi dan laporan tata kelola tata kelola terintegrasi 2017.

Satuan Kerja Manajemen Risiko Terintegrasi

Bank Commonwealth sebagai Entitas Utama memiliki Satuan Kerja Manajemen Risiko Terintegrasi (SKMRT) yang independen dari satuan kerja operasional lainnya dan bertanggungjawab langsung kepada Direktur yang membawahkan fungsi manajemen risiko. Dalam melaksanakan tugasnya sebagai Satuan Kerja Manajemen Risiko Terintegrasi, SKMRT melakukan koordinasi dengan unit-unit yang menjalankan fungsi manajemen risiko di masing-masing entitas dalam konglomerasi keuangan.

Tugas dan Tanggung Jawab SKMRT adalah sebagai berikut:

- Memantau dan mengevaluasi pelaksanaan fungsi manajemen risiko pada entitas dalam konglomerasi keuangan.
- Memantau risiko pada konglomerasi keuangan berdasarkan hasil penilaian profil dan tingkat risiko baik pada masing-masing entitas maupun secara terintegrasi.
- Menyusun dan menyampaikan laporan profil risiko terintegrasi kepada Direktur Entitas Utama yang membawahkan fungsi manajemen risiko.

Berdasarkan laporan yang disampaikan SKMRT, Direktur yang membawahkan fungsi manajemen risiko Entitas Utama menyampaikan laporan profil risiko terintegrasi kepada Direksi Entitas Utama dan Dewan Komisaris Entitas Utama.

Pelaksanaan Tugas dan Tanggung Jawab SKMRT di Tahun 2018

- Melakukan koordinasi dengan entitas dalam konglomerasi keuangan terkait pelaksanaan fungsi manajemen risiko;
- Melakukan penilaian profil risiko dalam konglomerasi keuangan, tingkat risiko masing-masing risiko secara terintegrasi dan menyusun laporan profil risiko terintegrasi secara semesteran;

Duties and Responsibilities of SKKT are as follows:

- *Monitor and evaluate the implementation of compliance functions in the financial conglomerate's entities.*
- *Compile and submit reports on the implementation of duties and responsibilities to the Director in charge of the compliance function.*

Implementation of SKKT Duties and Responsibilities in 2018

- *Coordinate with the compliance function of each entity related to the implementation of the compliance function.*
- *Carry out integrated compliance risk assessment and prepare for an integrated compliance risk profile report.*
- *Coordinate with related units and entities in the financial conglomerate in terms of preparing integrated governance self-assessment report and integrated governance governance report 2017.*

Integrated Risk Management Unit

As the Prime Entity, Commonwealth Bank has an Integrated Risk Management Work Unit that is independent from other operational work units and is directly responsible to the Director in charge of the risk management function. In carrying out its duties, SKMRT coordinates with units that conduct risk management functions in each entity in the financial conglomerate.

SKMRT Duties and Responsibilities are as follows:

- *Monitor and evaluate the implementation of the risk management function in the financial conglomerate's entities.*
- *Monitor risks in the financial conglomerate based on the appraisal results of the integrated risk profile and level in each entity.*
- *Compile and submit an integrated risk profile report to the Prime Entity's Director in charge of the risk management function.*

Based on the report submitted by the SKMRT, the Director in charge of the Prime Entity's Risk Management function submits an integrated risk profile report to the Prime Entity's Boards of Directors and Commissioners.

Implementation of SKMRT Duties and Responsibilities in 2018

- *Coordinate with entities in the financial conglomerate regarding the implementation of the risk management function;*
- *Assess the financial conglomerate's risk profile, the level of integrated risk of each risk, and compile a semi-annual integrated risk profile report;*

- Mengkaji laporan profil risiko yang disampaikan oleh entitas dalam konglomerasi keuangan;
- Memantau transaksi intra-grup dalam konglomerasi keuangan.

Satuan Kerja Audit Terintegrasi (SKAIT)

Pelaksanaan Satuan Kerja Audit Intern Terintegrasi (SKAIT) dilakukan oleh Satuan Kerja Audit Intern Bank Commonwealth selaku SKAI Entitas Utama. Kedudukan SKAIT adalah independen terhadap Satuan Kerja Operasional. SKAIT telah melakukan pemantauan atas pelaksanaan audit dan temuan-temuan audit di Lembaga Jasa Keuangan (LJK) dalam Konglomerasi Keuangan, serta melaporkan hasil pemantauannya kepada Komite Tata Kelola Terintegrasi.

Pelaksanaan Tugas dan Tanggung Jawab SKAIT di Tahun 2018

- Melakukan pemantauan pelaksanaan audit intern pada entitas dalam Konglomerasi Keuangan secara berkala untuk mendapatkan informasi mengenai kemajuan pelaksanaan rencana audit, temuan-temuan utama, dan tindak lanjut rencana perbaikan atas hasil pemeriksaan.
- Melakukan koordinasi dengan perwakilan dari LJK secara berkala guna mendiskusikan hal-hal seperti perkembangan terakhir, temuan-temuan, topic terkini terkait dengan industri, dan lainnya.

KEBIJAKAN TRANSAKSI INTRA-GRUP INTRA-GROUP TRANSACTION POLICY

Risiko Transaksi Intra Grup merupakan salah satu risiko yang wajib dikelola dalam penerapan manajemen risiko terintegrasi. Risiko Transaksi Intra Grup adalah Risiko akibat ketergantungan suatu entitas baik secara langsung maupun tidak langsung terhadap entitas lainnya dalam satu Konglomerasi Keuangan dalam rangka pemenuhan kewajiban perjanjian tertulis maupun perjanjian tidak tertulis yang diikuti perpindahan dana dan/atau tidak diikuti perpindahan dana.

Transaksi Intra Grup dapat berupa transaksi finansial maupun nonfinansial yang dilakukan antar perusahaan dalam satu Konglomerasi Keuangan. Dalam hal ini perusahaan yang dimaksud adalah Bank Commonwealth, PT Commonwealth Life (PTCL), dan PT First State Investments Indonesia (FSII). Risiko Transaksi Intra Grup pada Konglomerasi Keuangan dapat timbul antara lain dari kepemilikan silang, trading operations, pengelolaan likuiditas jangka pendek, memberikan atau menerima jaminan (*guarantee*), pinjaman (*loan*) dan komitmen, eksposur kepada pemegang saham pengendali, pemberian jasa, pembelian atau penjualan asset, transfer risiko melalui re-asuransi, transaksi untuk memindahkan risiko pihak ketiga, serta menjadi agen penjual terhadap produk/ jasa dari LJK lain kepada pihak ketiga.

- Review risk profile reports submitted by entities within the financial conglomerate;
- Monitor intra-group transactions in the financial conglomerate.

Integrated Audit Work Unit (SKAIT)

The implementation of the Integrated Internal Audit Work Unit (SKAIT) is carried out by Commonwealth Bank's Internal Audit Unit as the Prime Entity's SKAI carries out the Internal Audit Work Unit (SKAIT). This unit is independently positioned to the Operational Work Unit. The SKAIT has monitored the audit implementation and audit findings at the Financial Services Institution (LJK) in the Financial Conglomerate, and has reported the result of its monitoring to the Integrated Governance Committee.

Implementation of Duties and Responsibilities of SKAIT in 2018

- Monitor the implementation of internal audits on entities in the Financial Conglomerate periodically to obtain information on the progress of the implementation of the audit plan, main findings, and follow-up plans for improvement of the audit results.
- Regularly coordinate with LJK representatives to discuss matters such as recent developments, findings, current topics related to industry, and others.

The Intra-Group Transactions Risk is one of the risks that must be managed in the implementation of integrated risk management. The Intra-Group Transactions Risk is the risk that arises from the dependency of an entity directly and indirectly on other entities in the Financial Conglomerate, so as to fulfill written and unwritten agreement obligations followed by and/or not followed by transfer of funds.

The Intra-Group Transactions can be in the form of financial or non-financial transactions conducted between companies in the Financial Conglomerate. In this case the companies said are Commonwealth Bank, PT Commonwealth Life (PTCL) and PT First State Investments Indonesia (FSII). The Intra-Group Transactions Risk in the Financial Conglomerate can arise, among others, from cross ownership, trading operations, short-term liquidity management, giving or receiving guarantee, loan and commitment, exposure to controlling shareholders, providing service, buying or selling assets, transfer of risk through re-insurance, transaction to transfer the risk of third party, as well as being a sales agent for product/ service of other LJK to third party.

Proses Manajemen Risiko Transaksi Intra-Grup dimulai dengan mengidentifikasi komposisi transaksi intra grup dalam Konglomerasi Keuangan, dokumentasi dan kewajaran transaksi serta informasi lainnya. Selanjutnya, penilaian risiko transaksi intra grup dilakukan dengan mempertimbangkan kepatuhan transaksi intra grup yang dilakukan dengan prinsip-prinsip yang harus dipenuhi oleh setiap transaksi intra grup, risiko-risiko yang mungkin muncul dari transaksi tersebut, dampak yang mungkin terjadi, mitigasi yang telah atau akan dilakukan serta bagaimana arm's length principle dipatuhi untuk transaksi intra grup bersangkutan.

Setiap transaksi intra grup yang teridentifikasi, dilaporkan kepada Komite Manajemen Risiko Terintegrasi (KMRT) sesegera mungkin. Pelaporan dilakukan melalui Satuan Kerja Manajemen Risiko Terintegrasi (SKMRT) Entitas Utama. Seluruh transaksi intra grup yang aktif dipantau oleh Satuan Kerja Manajemen Risiko dimasing-masing LJK. Apabila ditemukan indikasi ketidaksesuaian dengan prinsip-prinsip transaksi intra grup atau terdapat potensi risiko untuk anggota Konglomerasi Keuangan, dilaporkan ke SKMRT entitas utama. Transaksi intra grup dilaporkan kepada regulator sebagai bagian dari Laporan Profil Risiko Terintegrasi.

The management process of the Intra- Group Transaction Risk starts with identifying the composition of intra-group transactions in the Financial Conglomerate, documentation and fairness of transaction and other information. Moreover, the risk assessment of intra-group transactions is conducted by considering the compliance of intra-group transactions carried out with principles that must be met by each intra-group transaction, risks that may arise from the transaction, impacts that are likely to occur, mitigation that has been or will be carried out and how the arm's length principle is complied for intra-group transactions.

Every identified intra-group transaction is immediately reported to the Integrated Risk Management Committee (KMRT). Reporting is conducted through the Prime Entity Integrated Risk Management Work Unit (SKMRT). The Risk Management Unit in each LJK actively monitors all intra-group transactions. In the event of indications of non-compliance with the principles of intra-group transactions or potential risks for members of the Financial Conglomerate, such indications shall be reported to the Prime Entity's SKMRT. Intra-group transactions are reported to the regulator as a part of the Integrated Risk Profile Report.