

Tata Kelola Perusahaan
Corporate Governance

06

KOMITMEN PENERAPAN TATA KELOLA PT BANK COMMONWEALTH Implementation of Corporate Governance in PT Bank Commonwealth

PT Bank Commonwealth senantiasa berupaya meningkatkan penerapan *Good Corporate Governance* (GCG) yang mengacu pada prinsip-prinsip keterbukaan, akuntabilitas, pertanggungjawaban, independensi dan kewajaran. Kelima prinsip ini merupakan landasan dalam proses pengambilan keputusan dan pengembangan usaha demi menciptakan keseimbangan antara perbaikan efektivitas operasional, peningkatan kinerja keuangan dan kontribusi Bank di masyarakat.

PT Bank Commonwealth constantly strives to improve its implementation of Good Corporate Governance (GCG), which refers to the principles of transparency, accountability, responsibility, independence and fairness. These five principles are foundational to the process of decision making and business development, in order to strike the right balance between improving operational effectiveness, enhancing financial performance and enhancing the Bank's contribution to society.

DASAR PENERAPAN TATA KELOLA Basis of Governance Application

PT Bank Commonwealth merujuk pada kebijakan tata kelola dalam melaksanakan prinsip-prinsip tata kelola perusahaan yang baik. Acuan kebijakan tata kelola di antaranya Undang-undang Perseroan Terbatas, Peraturan Otoritas Jasa Keuangan, Peraturan Bank Indonesia, dan Anggaran Dasar Bank.

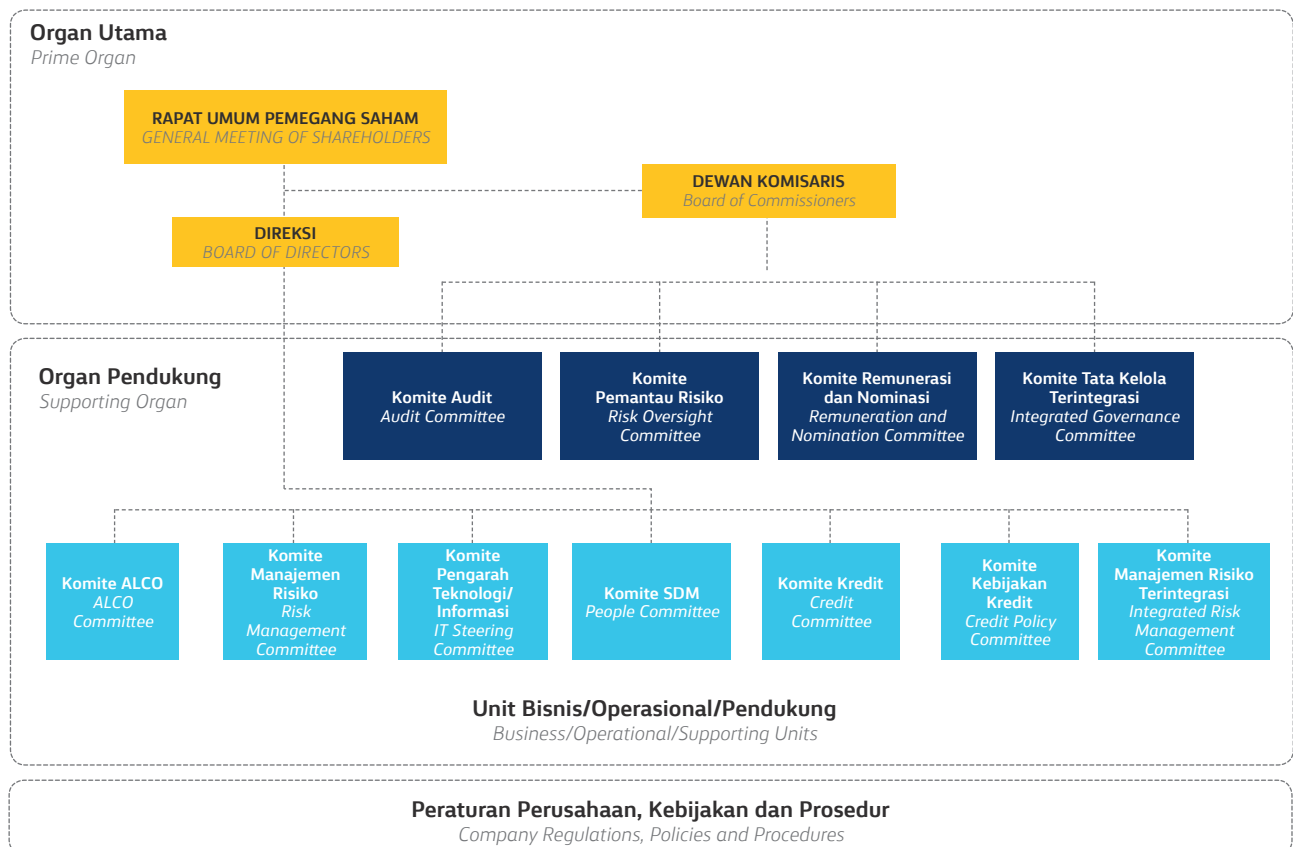
PT Bank Commonwealth refers to governance policies in implementing the principles of good corporate governance. References to governance policies include Limited Liability Companies Law, Financial Services Authority Regulations, Bank Indonesia Regulations, and the Bank's Articles of Association.

STRUKTUR DAN MEKANISME GCG

Dalam menjalankan kegiatan operasional Bank, seluruh karyawan di semua tingkat organisasi harus mematuhi kebijakan, kode etik dan *standard operating procedure* (SOP) yang menjadi mekanisme pelaksanaan GCG.

GCG STRUCTURE AND MECHANISM

In carrying out the Bank's operational activities, all employees at all levels of the organization must comply with policies, Code of Conduct and Standard Operating Procedures (SOP) which are the mechanisms for GCG implementation.



Implementasi GCG dilakukan melalui tiga organ utama Bank yang terdiri dari Rapat Umum Pemegang Saham (RUPS), Dewan Komisaris, dan Direksi.

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

Dewan Komisaris memiliki komite-komite yang mendukung pelaksanaan tugas dan tanggung jawabnya. Dewan Komisaris memiliki Komite Audit, Komite Pemantau Risiko dan Komite Remunerasi dan Nominasi. Bank sebagai Entitas Utama dalam konglomerasi keuangan juga memiliki Komite Tata Kelola Terintegrasi untuk membantu Dewan Komisaris dalam melakukan pengawasan pelaksanaan tata kelola terintegrasi dalam konglomerasi keuangan.

Komite di bawah Direksi terdiri dari Komite Manajemen Risiko, Komite *Asset and Liability* (ALCO), Komite Kredit, Komite Kebijakan Kredit, Komite Pengarah Teknologi Informasi, Komite SDM dan Komite Manajemen Risiko Terintegrasi. Semua organ dan komite saling bersinergi dalam pemenuhan kewajibannya pada Bank.

Penerapan GCG

PT Bank Commonwealth menerapkan GCG dengan integritas kuat sehingga prinsip-prinsip GCG dapat dilaksanakan pada setiap tingkatan organisasi. Penerapan prinsip GCG dilakukan dan terstruktur atas aspek-aspek struktur tata kelola, proses tata kelola dan hasil tata kelola.

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 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 *Internal*;
7. Penerapan Fungsi Audit *Eksternal*;
8. Penerapan Manajemen Risiko termasuk Sistem Pengendalian *Internal*;
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*) implementasi GCG PT Bank Commonwealth selama tahun 2019:

The implementation of GCG is carried out through the three main organs of the Bank which consist of the General Meeting of Shareholders (GMS), the Board of Commissioners, and the Board of Directors.

The practice of implementing corporate governance by the Board of Commissioners and Board of Directors is assisted by supporting organs, namely committees at the Board of Commissioners and Board of Directors level, independent work units and Corporate Secretary.

The Board of Commissioners has committees that support the implementation of their duties and responsibilities. The Board of Commissioners maintains the Audit Committee, Risk Oversight Committee and Remuneration and Nomination Committee. Since the Bank serves as the Prime Entity in the financial conglomerate, the Board of Commissioners also has the Integrated Governance Committee to assist in supervising the implementation of integrated governance in the financial conglomerate.

Committees under the Board of Directors consists of the Risk Management Committee, the Asset and Liability Committee (ALCO), the Credit Committee, the Credit Policy Committee, the Information Technology Steering Committee, the HR Committee and the Integrated Risk Management Committee. All organs and committees work together in meeting their obligations to the Bank.

GCG Implementation

PT Bank Commonwealth implements GCG with strong integrity so that the principles of GCG can be practices at each level of the organization. The implementation of GCG principles is carried out and structured with respect to governance structure, governance processes and governance outcomes.

Assessment of GCG Implementation

The assessment of GCG implementation of the Bank refers to OJK regulation No.55/POJK.03/2016 and OJK Circular Letter (SEOJK) No.13/SEOJK.03/2017 on the Implementation of Governance for Commercial Banks.

The assessment of governance is carried out on eleven factors in evaluating the implementation of GCG, namely:

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

The following is a self-assessment of PT Bank Commonwealth GCG implementation during 2019:

Hasil Penilaian Sendiri Pelaksanaan GCG
Posisi: Desember 2019
Self Assessment of GCG Implementation
Position: December 2019

Entitas <i>Issuer</i>	Peringkat <i>Rank</i>	Definisi Peringkat <i>Definition of Rank</i>
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. <i>The Bank management has implemented GCG well and is generally sufficient in practicing the GCG principles. The weaknesses in implementing the GCG principles in general are insignificant in operational activities, and the management can resolve them well.</i>

Analisis
Analysis

Governance Structure

- PT Bank Commonwealth memiliki anggota Direksi dengan susunan dan komposisi yang sesuai dengan kompleksitas usaha. Seluruh anggota Direksi berdomisili di Indonesia dan berasal dari kalangan profesional yang telah memiliki pengalaman di bidang operasional perbankan yang mendukung tugas dan tanggung jawabnya.
PT Bank Commonwealth has members of the Board of Directors with composition in accordance with the complexity of business. All members of the Board of Directors reside in Indonesia and are professionals who have experience in banking operations which support their duties and responsibilities.
- Anggota Direksi PT Bank Commonwealth telah memenuhi persyaratan yang ditetapkan regulator antara lain integritas dan kompetensi, independensi, reputasi keuangan, rangkap jabatan, hubungan keuangan dan keluarga. Seluruh anggota Direksi telah lulus fit and proper dan mendapat persetujuan dari Otoritas Jasa Keuangan.
Members of the Board of Directors of PT Bank Commonwealth have fulfilled the requirements set by regulators including integrity and competence, independence, financial reputation, dual positions, financial and family relationships. All members of the Board of Directors have passed the fit and proper and received approval from the Financial Services Authority.
- PT Bank Commonwealth memiliki pedoman dan tata tertib kerja (*Board manual*) Direksi yang menjadi acuan anggota Direksi dalam melaksanakan tugas dan tanggung jawabnya.
PT Bank Commonwealth has a Board of Directors manual which serves as a reference for members of the Board of Directors in carrying out their duties and responsibilities.
- Direksi memiliki komite-komite yang mendukung pelaksanaan tugas dan tanggung jawabnya, yaitu Komite ALCO, Komite Manajemen Risiko, Komite Pengarah IT, Komite Kredit, Komite Kebijakan Kredit, komite Manajemen Risiko Terintegrasi dan Komite Sumber Daya Manusia (*People Committee*).
The Board of Directors have committees that support the implementation of their duties and responsibilities, namely the ALCO Committee, the Risk Management Committee, the IT Steering Committee, the Credit Committee, the Credit Policy Committee, the Integrated Risk Management Committee and the Human Resources Committee (People Committee).
- Direksi PT Bank Commonwealth memiliki komitmen terhadap pengembangan dan peningkatan kompetensi karyawan melalui Kebijakan Pelatihan dan Pengembangan Karyawan. Program-program pelatihan/*training* disediakan bagi seluruh karyawan baik yang sifatnya wajib (*mandatory*) maupun *non mandatory*.
The Board of Directors of PT Bank Commonwealth is committed to the development and improvement of employee competencies through the Employee Training and Development Policy. Training programs are provided for all employees both mandatory and non-mandatory.
- Susunan dan komposisi Dewan Komisaris PT Bank Commonwealth telah sesuai dengan ketentuan yaitu terdiri dari 4 orang dengan jumlah komisaris independen sebanyak 50% dari jumlah anggota Dewan Komisaris dan berdomisili di Indonesia.
The composition of the Board of Commissioners of PT Bank Commonwealth is in accordance with the provisions. It consists of 4 people with 50% independent commissioners from total number of members of the Board of Commissioners and they are domiciled in Indonesia.
- Seluruh anggota Dewan Komisaris telah memenuhi persyaratan integritas, reputasi keuangan yang baik, kompetensi dan telah lulus *fit and proper* serta mendapat persetujuan Otoritas Jasa Keuangan. Rangkap jabatan anggota Dewan Komisaris telah sesuai dengan peraturan.
All members of the Board of Commissioners have met the requirements of integrity, good financial reputation, competence, have passed fit and proper and have received approval from the Financial Services Authority. The concurrent positions of members of the Board of Commissioners are in accordance with the regulations.
- PT Bank Commonwealth memiliki pedoman dan tata tertib kerja (*Board manual*) Dewan Komisaris yang merupakan acuan anggota Dewan Komisaris dalam melaksanakan tugas dan tanggung jawabnya.
PT Bank Commonwealth has a Board of Commissioners manual and code of conduct which serves as a reference for members of the Board of Commissioners in carrying out their duties and responsibilities.
- Dewan Komisaris memiliki komite-komite yang membantu pelaksanaan tugas Dewan Komisaris dengan struktur dan komposisi yang telah sesuai dengan peraturan dan masing-masing komite memiliki charter (pedoman dan tata tertib kerja).
The Board of Commissioners has committees that assist in the implementation of the duties of the Board of Commissioners with structure and composition in accordance with the regulations and each committee maintains a charter (guidelines and work rules).
- PT Bank Commonwealth memiliki Kebijakan Manajemen Konflik yang mengatur mengenai penanganan benturan kepentingan yang berlaku bagi seluruh karyawan dan anggota Direksi yang mengatur antara lain pengendalian, pengungkapan dan penghindaran terjadinya benturan kepentingan.
PT Bank Commonwealth has a Conflict Management Policy that regulates the handling of conflicts of interest which is applicable to all employees and members of the Board of Directors which regulates among others control, disclosure and avoidance of conflicts of interest.
- Satuan kerja independen PT Bank Commonwealth (Kepatuhan, Manajemen Risiko dan SKAI) menjalankan tugas dan tanggung jawabnya sesuai ketentuan dan independen dari fungsi-fungsi operasional dan fungsi lainnya yang tidak diperkenankan peraturan.
PT Bank Commonwealth's independent work units (Compliance, Risk Management and Internal Audit) carry out their duties and responsibilities in accordance with the provisions and are independent from operational functions and other functions not permitted by regulations.
- SKAI bertanggung jawab langsung kepada Direktur Utama dan menyampaikan laporan hasil audit kepada Direktur Utama dan Dewan Komisaris. SKAI memiliki Piagam Audit Internal dan Panduan Audit Internal (*Internal Audit Manual*) yang telah dikaji ulang dan diperbaharui sesuai dengan POJK No 1/POJK.03/2019.
The Internal Audit Unit reports directly to the President Director and submits audit reports to the President Director and the Board of Commissioners. SKAI maintains an Internal Audit Charter and an Internal Audit Manual which are reviewed and updated in accordance with POJK No. 1/POJK.03/2019.

Analisis Analysis

- PT Bank Commonwealth memiliki struktur organisasi yang mencakup fungsi-fungsi untuk mendukung penerapan manajemen risiko, yaitu Satuan Kerja Manajemen Risiko (SKMR) dan Komite Manajemen Risiko. SKMR memiliki fungsi yang independen terhadap satuan kerja operasional Bank. Direktur Risiko bertanggungjawab secara langsung kepada Presiden Direktur.
PT Bank Commonwealth employs an organizational structure that includes functions to support the implementation of risk management, namely the Risk Management Work Unit (SKMR) and the Risk Management Committee. SKMR is independent of the Bank's operational work units. The Director of Risk is directly responsible to the President Director.
- PT Bank Commonwealth memiliki kebijakan, prosedur dan penetapan limit risiko yang memadai dan dikinikan secara berkala termasuk prosedur terkait penyediaan dana terhadap pihak terkait.
PT Bank Commonwealth maintains policies, procedures and establishment of risk limits which are adequate and updated regularly including procedures related to the provision of funds to related parties.
- Perencanaan strategis Bank dilakukan dengan melibatkan seluruh divisi di PT Bank Commonwealth untuk memastikan kesinambungan dari proses tersebut. Proses perencanaan mempertimbangkan potensi pertumbuhan pasar, tujuan, values expectations, juga fokus dan strategi Bank. Proyeksi ini dikaji secara berkala untuk menilai kesesuaian strategi dengan eksekusi dan perkembangan di pasar.
The Bank's strategic planning is carried out by involving all divisions at PT Bank Commonwealth to ensure continuity of the process. The planning process takes into consideration the potential for market growth, objectives, purpose, values expectations as well as focus and strategy of the Bank. This projection is reviewed periodically to assess the suitability of the strategy with execution and developments in the market.

Governance Process

- Direksi bertanggung jawab penuh terhadap pelaksanaan kepengurusan dan pengelolaan sesuai dengan kewenangan yang ditetapkan dalam Anggaran Dasar dan peraturan perundang-undangan yang berlaku.
The Board of Directors is fully responsible for the implementation of management in accordance with the authority stipulated in the Articles of Association and applicable laws and regulations.
- Pengangkatan anggota Direksi dilakukan sesuai ketentuan termasuk mendapatkan persetujuan RUPS dengan memperhatikan rekomendasi Komite Remunerasi dan Nominasi serta memperoleh persetujuan OJK.
Appointment of members of the Board of Directors is conducted in accordance with the provisions including obtaining GMS approval by noting recommendations of the Remuneration and Nomination Committee and obtaining OJK approval.
- Direksi menyelenggarakan rapat 2 (dua) minggu sekali dan pengambilan keputusan dilakukan secara independen tanpa intervensi dari pemegang saham yang tercermin dalam notulen-notulen rapat Direksi.
The Board of Directors held meeting every 2 (two) weeks and the decision making is carried out independently without intervention from shareholders which is reflected in the minutes of the Board of Directors' meeting.
- Direksi melakukan pemantauan tindak lanjut hasil audit internal maupun OJK melalui rapat Direksi, rapat komite (Risk Management Committee dan Risk Oversight Committee), guna memastikan komitmen Bank telah dilakukan sesuai dengan kesepakatan.
The Board of Directors monitors the follow-up of reviews performed by the internal audit and OJK through the Directors' meeting, committee meetings (Risk Management Committee and Risk Oversight Committee), to ensure the Bank's commitments are been carried out as agreed.
- Komite-komite Dewan Komisaris dan Direksi melakukan rapat secara berkala dan dijadwalkan serta memberikan rekomendasi kepada Dewan Komisaris maupun Direksi.
Committees under the Boards of Commissioners and Directors conduct regular and scheduled meetings and provide recommendations to the Boards of Commissioners and Board of Directors.
- Pencegahan benturan kepentingan dilakukan dengan menerbitkan Kebijakan Manajemen Konflik yang berlaku bagi karyawan, anggota Direksi dan Dewan Komisaris. Sosialisasi kebijakan dilakukan melalui *email blast* dan sesi sosialisasi kepada karyawan.
Prevention of conflicts of interest is conducted by issuing a Conflict Management Policy which is applicable to all employees, members of the Board of Directors and the Board of Commissioners. Policy socialization is carried out through email blasts and socialization sessions to employees.
- Satuan Kerja Kepatuhan melaksanakan fungsi kepatuhan bank dan bertanggungjawab langsung kepada Direktur Kepatuhan. Pelaksanaan fungsi kepatuhan dilakukan antara lain melalui kajian kebijakan/prosedur/produk/layanan, fungsi *advisory*, sosialisasi dan *training*.
The Compliance Unit carries out the bank's compliance function and reports directly to the Compliance Director. The implementation of the compliance function is carried out among others through the review of policies/procedures/products/services, advisory functions, socialization and training.
- Fungsi audit internal melakukan pengawasan secara independen dengan cakupan tugas yang memadai dan sesuai dengan rencana, pelaksanaan dan pemantauan hasil audit.
The internal audit function conducts supervision independently with adequate scope of duties in accordance with the plan, implementation and monitoring of audit results.
- Penunjukan auditor eksternal yang terdaftar di regulator sesuai peraturan OJK dan kebijakan internal Bank; penunjukan auditor telah dilakukan sesuai ketentuan.
Appointment of an external auditor registered with the regulator in accordance with OJK regulations and the Bank's internal policies; the appointment of auditors has been carried out in accordance with the provisions.
- Penerapan sistem pengendalian internal yang menyeluruh dilaksanakan dalam mendukung pelaksanaan manajemen risiko dan ditata sesuai dengan tujuan bisnis.
The implementation of a comprehensive internal control system is conducted to support the implementation of risk management and is structured according to business objectives.
- Laporan keuangan disusun dan disajikan secara transparan dengan jenis dan cakupan sesuai dengan ketentuan. Informasi produk dan perubahannya (jika ada) diinformasikan kepada nasabah dengan jelas dan mudah dimengerti melalui *website* Bank maupun sarana komunikasi yang tersedia. Transparansi tata cara pengaduan nasabah dan penyelesaian sengketa kepada nasabah sesuai ketentuan dan telah di-upload dalam situs *web* Bank.
Financial statements are prepared and presented transparently with type and scope in accordance with the provisions. Product information and changes (if any) are clearly informed and easily understood through the Bank's website and other available communication platforms. Transparency of procedures for customer complaints and settlement of disputes is carried out in accordance with the provisions and has been uploaded on the Bank's website.
- PT Bank Commonwealth menyusun Rencana Bisnis Bank termasuk revisinya dengan berpedoman pada ketentuan dan memperhatikan faktor eksternal dan internal yang dapat mempengaruhi kelangsungan usaha Bank, prinsip kehati-hatian, penerapan manajemen risiko, dan azas perbankan yang sehat.
PT Bank Commonwealth developed the Bank's Business Plan including revision based on provisions and takes into account external and internal factors which may affect the continuity of the Bank's business, prudential principles, application of risk management and sound banking principles.

Analisis
Analysis**Governance Outcome**

Dengan adanya *governance structure* dan *governance process* yang memadai akan mendukung *governance outcome* yang sesuai dengan kepentingan *stakeholder* Bank.

Adequate governance structure and governance process will support governance outcomes in accordance with interests of the Bank's stakeholders.

- Direksi telah mempertanggungjawabkan pelaksanaan tugasnya melalui Laporan Tahunan 2018 kepada Rapat Umum Pemegang Saham Tahunan sesuai ketentuan dan ditandatangani oleh Pemegang Saham.
The Board of Directors has been responsible for carrying out its duties through the 2018 Annual Report to the Annual General Meeting of Shareholders in accordance with the provisions and signed by Shareholders.
- Direksi mengungkapkan kebijakan strategis Bank yang terkait dengan kepegawaian melalui media komunikasi secara *email* termasuk *President Director Message* atau *Corporate Communication/HR message* kepada seluruh Karyawan Bank.
The Board of Directors discloses the Bank's strategic policies related to employees through email communication platforms i.e. the President Director Message or Corporate Communication/HR message to all Bank Employees.
- Hasil rapat Direksi, Dewan Komisaris dan komite-komite termasuk diskusi selama rapat dilakukan telah dituangkan dalam notulen rapat serta didokumentasikan dengan baik.
The results of meetings of the Board of Directors, Board of Commissioners and committees, including discussions during the meetings, have been recorded in the minutes of the meeting and are well documented.
- Laporan pelaksanaan Tata Kelola tahun 2019 telah mengungkapkan hal-hal sebagaimana yang dipersyaratkan dan disampaikan kepada OJK serta dipublikasikan pada *website* Bank.
The report on Governance implementation in 2019 has disclosed matters as per requirements and submitted to OJK and published on the Bank's website.
- Seluruh karyawan PT Bank Commonwealth telah mengikuti *training* yang disediakan oleh Bank baik melalui *e-learning* maupun *classroom* sebagai bagian dari peningkatan pengetahuan, kemampuan dan keahlian karyawan.
All PT Bank Commonwealth employees have participated in trainings provided by the Bank through both e-learning and classroom aimed to improve employee knowledge, abilities and expertise.
- Hasil rapat Dewan Komisaris merupakan rekomendasi atau arahan bagi Direksi dalam pelaksanaan tugasnya.
The results of the Board of Commissioners' meeting are recommendations or guidance to the Board of Directors in carrying out their duties.
- Setiap komite melaksanakan tugas dan tanggung jawabnya sesuai dengan *manual (charter)* masing-masing komite dan berdasarkan ketentuan yang berlaku. Rekomendasi komite disampaikan melalui rapat dengan Dewan Komisaris.
Each committee carries out its duties and responsibilities in accordance with the manuals (charter) of each committee which is based on applicable regulations. The committee's recommendations are conveyed through meetings with the Board of Commissioners.
- Tidak terdapat kondisi Benturan Kepentingan yang merugikan Bank atau mengurangi keuntungan Bank dan tidak terdapat intervensi pemilik/pihak terkait terhadap kegiatan operasional Bank yang berdampak terhadap keuntungan Bank.
There are no Conflicts of Interest conditions that are detrimental to the Bank or reduce the profit of the Bank and there is no intervention by the owner/ related parties on the Bank's operational activities which affects the Bank's profits.
- Tingkat kepatuhan Bank baik dan tidak terdapat pelanggaran peraturan serta prinsip kehati-hatian perbankan kecuali kesalahan/keterlambatan pelaporan yang berdampak adanya pengenaan sanksi denda.
The level of compliance of the Bank is sufficient and there is no violation against regulations and banking prudential principles except mistakes/delays in reporting which resulted in the imposition of financial penalties.
- Laporan kegiatan SKAI disampaikan kepada Dewan Komisaris, Komite Audit dan Direksi melalui Rapat Komite Audit yang diadakan setiap 2 (dua) bulan sekali. Rencana perbaikan atas temuan audit dipantau oleh SKAI.
Reports on Internal Audit activities are submitted to the Board of Commissioners, Audit Committee and Board of Directors through Audit Committee Meetings which are held every 2 (two) months. Plans for improvement of audit findings are monitored by Internal Audit.
- Kemampuan permodalan Bank memadai untuk menyerap risiko kerugian dan Bank senantiasa memantau kecukupan permodalan.
The Bank's capital capability is adequate to absorb the risk of loss and the Bank constantly monitors the adequacy of capital.
- Tidak terdapat pelanggaran *regulatory* utama yang dipersyaratkan bagi Bank termasuk pelanggaran Batas Maksimum Pemberian Kredit kepada pihak terkait maupun non terkait Bank.
There is no major regulatory violation that has been required of the Bank, including violations of the Legal Lending Limit for related and non-related parties.
- Laporan Tahunan Bank 2018 termasuk Laporan Pelaksanaan Tata Kelola Bank 2018 dan Laporan Tata Kelola Terintegrasi telah disampaikan kepada Otoritas Jasa Keuangan dan pemegang saham dengan cakupan sesuai ketentuan dan tidak melebihi batas waktu yang ditetapkan. Laporan keuangan disusun dan disajikan secara transparan sesuai dengan prosedur, jenis dan cakupan serta telah disampaikan kepada regulator dan instansi terkait lainnya secara tepat waktu. Transparansi informasi produk bank beserta perubahannya disampaikan kepada nasabah dengan jelas dan mudah dimengerti. Transparansi tata cara pengaduan nasabah dan penyelesaian sengketa kepada nasabah sesuai ketentuan dan telah di-upload dalam situs *web* Bank.
The 2018 Bank Annual Report including the 2018 Bank Governance Report and the Integrated Governance Report have been submitted to the Financial Services Authority and shareholders with coverage in accordance with the provisions and not exceeding the specified deadline. Financial statements are prepared and presented transparently in accordance with procedures, types and coverage and have been submitted to regulators and other relevant agencies in a timely manner. Transparency of bank product information and changes are communicated to customers clearly and easily understood. Transparency of procedures for customer complaints and settlement of disputes to customers in accordance with the provisions and has been uploaded on the Bank's website.
- Direksi menyusun Rencana Bisnis Bank yang disetujui oleh Dewan Komisaris serta dikomunikasikan kepada seluruh jenjang organisasi Bank.
The Board of Directors prepares the Bank's Business Plan which is approved by the Board of Commissioners and communicated to all levels of the Bank's organization.

RAPAT UMUM PEMEGANG SAHAM (RUPS)

General Meeting of Shareholders (GMS)

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

As the most senior organ in the corporate governance structure, the General Meeting of Shareholders (GMS) is a platform for shareholders to make decisions as stipulated in the laws and regulations and the Bank's Articles of Association.

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

In accordance with the provisions of Law No. 40 of 2007 on Limited Liability Companies, the GMS consists of the Annual GMS (AGM) which is held once a year and the Extraordinary GMS (EGMS) which is held according to the needs of the Bank.

RUPS TAHUN 2019

Selama tahun 2019, PT Bank Commonwealth telah melakukan satu kali Rapat Umum Pemegang Saham (RUPS) Tahunan dan satu kali RUPS Luar Biasa dengan beberapa keputusan sebagai berikut:

GMS 2019

During 2019, PT Bank Commonwealth has held one Annual General Meeting of Shareholders (GMS) and one time Extraordinary GMS 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	14 Mei 2019 <i>14 May 2019</i>	SHR/RES/2019/VI/002	<p>(1) MEMUTUSKAN, berdasarkan Pasal 8 ayat 4 Anggaran Dasar Perseroan, untuk menyetujui Laporan Tahunan Perseroan dan mengesahkan Laporan Keuangan Perseroan untuk tahun yang berakhir pada tanggal 31 Desember 2018; <i>RESOLVED, based on Article 8 paragraph 4 of the Company's Articles of Association, to approve the Company's Annual Report and ratify the Company's Financial Statements for the year ended December 31, 2018;</i></p> <p>(2) MEMUTUSKAN, berdasarkan Pasal 8 ayat 4 Anggaran Dasar Perseroan, untuk menyetujui penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada 31 Desember 2018 sebesar Rp45.774.503.530 (Empat puluh lima miliar tujuh ratus tujuh puluh empat juta lima ratus tiga ribu lima ratus tiga puluh rupiah) akan dibukukan sebagai laba yang ditahan untuk memperkuat struktur permodalan Perseroan; <i>RESOLVED, based on Article 8 paragraph 4 of the Company's Articles of Association, to approve the use of the Company's net profit for the fiscal year ended December 31, 2018 of Rp45,774,503,530 (Forty-five billion seven hundred seventy four million five hundred and three thousand five hundred thirty rupiah) to be recorded as retained earnings to strengthen the Company's capital structure;</i></p> <p>(3) MEMUTUSKAN, berdasarkan Pasal 8 ayat 5 Anggaran Dasar Perseroan, untuk 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>RESOLVED, based on Article 8 paragraph 5 of the Company's Articles of Association, to provide full release and discharge 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 fiscal year as long as these actions are reflected in the Company's Annual Report and Financial Statement;</i></p> <p>(4) MEMUTUSKAN, 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 2019 dan untuk menentukan syarat-syarat dan ketentuan-ketentuan penunjukan tersebut dengan wajib memperhatikan rekomendasi dari Komite Audit Perseroan; <i>RESOLVED, to give authority to the Board of Commissioners to appoint and/or replace the independent auditor to audit the Company's Financial Statements for the fiscal year ended December 31, 2019 and to determine the terms and conditions of the appointment by taking into consideration the recommendations from the Company's Audit Committee;</i></p>

No.	Tanggal Keputusan Resolution Date	Nomor Akta Keputusan Decree Number	Ringkasan Keputusan Summary of Resolution
RUPS Luar Biasa Extraordinary GMS			
1	3 April 2019	SHR/RES/2019/IV/001	<p>1. MEMUTUSKAN, menyetujui pengangkatan Bapak Rajeev Bhatnagar sebagai Direktur Perseroan, terhitung efektif sejak diperolehnya persetujuan Otoritas Jasa Keuangan (OJK) dan Surat Izin Bekerja dari Instansi yang berwenang. <i>RESOLVED, to approve the appointment of Mr. Rajeev Bhatnagar as Director of the Company, effective since the approval of the Financial Services Authority (OJK) and Work Permit from the relevant authorities.</i></p> <p>2. MEMUTUSKAN, menyetujui pengangkatan kembali Ibu Rustini Dewi sebagai Direktur Perseroan untuk jangka waktu 5 (lima) tahun atau sebagaimana diatur dalam Anggaran Dasar Perseroan tanpa mengurangi hak dari Rapat Umum Pemegang Saham untuk memberhentikan sewaktu-waktu, terhitung sejak tanggal 4 April 2019; <i>RESOLVED, to approve the reappointment of Ms. Rustini Dewi as Director of the Company for a 5 (five) year period or as stipulated in the Company's Articles of Association without relieving the rights of the General Meeting of Shareholders to terminate at any time, starting from 4 April 2019;</i></p> <p>3. MEMUTUSKAN, menyetujui pengangkatan kembali Ibu Ida Apulia Simatupang sebagai Direktur Perseroan untuk jangka waktu 5 (lima) tahun atau sebagaimana diatur dalam Anggaran Dasar Perseroan tanpa mengurangi hak dari Rapat Umum Pemegang Saham untuk memberhentikan sewaktu-waktu, terhitung sejak tanggal 25 April 2019; <i>RESOLVED, to approve the reappointment of Mrs. Ida Apulia Simatupang as Director of the Company for a 5 (five) year period or as stipulated in the Company's Articles of Association without relieving the rights of the General Meeting of Shareholders to dismiss at any time, starting from 25 April 2019;</i></p> <p>4. MEMUTUSKAN, menyetujui pengangkatan kembali Ibu Tjioe Mei Tjuen sebagai Direktur Perseroan untuk jangka waktu 5 (lima) tahun atau sebagaimana diatur dalam Anggaran Dasar Perseroan tanpa mengurangi hak dari Rapat Umum Pemegang Saham untuk memberhentikan sewaktu-waktu, terhitung sejak tanggal 20 Juli 2019; <i>RESOLVED, to approve the reappointment of Ms. Tjioe Mei Tjuen as Director of the Company for a 5 (five) years period or as stipulated in the Company's Articles of Association without relieving the rights of the General Meeting of Shareholders to dismiss at any time, starting from 20 July 2019;</i></p> <p>Pada tanggal efektif pengangkatan tersebut di atas, komposisi Dewan Komisaris dan Direksi Perseroan menjadi sebagai berikut: <i>As of the effective date of the appointment above, composition of the Company's Board of Commissioners and Board of Directors is as follows:</i></p> <p>Presiden Komisaris <i>President Commissioner: David Antony Keith Cohen</i> Wakil Presiden Komisaris <i>Vice President Commissioner: Stephen Vile</i> Komisaris Independen <i>Independent Commissioner: Suwartini</i> Komisaris Independen <i>Independent Commissioner: Khairil Anwar</i></p> <p>Direktur Utama <i>President Director: Lauren Sulistiawati</i> Direktur <i>Director: Ida Apulia Simatupang</i> Direktur <i>Director: Mei Tjuen Tjioe</i> Direktur <i>Director: Rustini Dewi</i> Direktur <i>Director: Rajeev Bhatnagar</i> Direktur Kepatuhan <i>Director of Compliance: Thio Suci</i></p>

DEWAN KOMISARIS

Board of Commissioners

Dewan Komisaris, sebagai penganbangan fungsi pengawasan dan pemberi nasihat kepada Direksi, tidak berwenang untuk terlibat dalam pengambilan keputusan yang berkaitan dengan kegiatan operasional Bank. Pelaksanaan tugas Dewan Komisaris di PT 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.

KOMPOSISI DEWAN KOMISARIS

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

Per 31 Desember 2019, komposisi Dewan Komisaris PT Bank Commonwealth terdiri dari empat anggota. Susunan Dewan Komisaris diuraikan dalam tabel berikut:

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 President Commissioner	8 Maret 2019 8 March 2019	2019-2022	
2.	Stephen Vile	Wakil Presiden Komisaris Vice President Commissioner	25 Februari 2019 25 February 2019	2019-2022	
3.	Suwartini	Komisaris Independen Independent Commissioner	7 November 2012 7 November 2012	2018-2021	
4.	Khairil Anwar	Komisaris Independen Independent Commissioner	6 Mei 2013 6 May 2013	2019-2022	

UJI KEMAMPUAN DAN KEPATUHAN

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

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

INDEPENDENSI ANGGOTA DEWAN KOMISARIS

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

KOMISARIS INDEPENDEN

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

The Board of Commissioners, as the supervisory and advisory function for the Board of Directors, is not authorized to be involved in making decisions related to Bank operational activities. The implementation of the Board of Commissioners duties at PT Bank Commonwealth 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.

BOARD OF COMMISSIONERS COMPOSITION

The membership of the Board of Commissioners refers to the OJK stipulation which requires that Board of Commissioners consists of a minimum of three persons and is less than or 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.

As of 31 December 2019, the composition of PT Bank Commonwealth Board of Commissioners consists of four members. The composition of the Board of Commissioners is described in the following table:

FIT AND PROPER TEST

All members of the Board of Commissioners of PT Bank Commonwealth have passed the Fit and Proper Test and received approval from the Financial Services Authority.

All members of the Bank's Board of Commissioners have good integrity, competence and financial reputation.

INDEPENDENCE OF MEMBERS OF THE BOARD OF COMMISSIONERS

All members of the Board of Commissioners do not own 5% or more of the paid-up capital in PT Bank Commonwealth, other banks, non-bank financial institutions and other companies both inside and outside Indonesia.

INDEPENDENT COMMISSIONER

Independent Commissioner do not have a relationship in financial, management, share ownership and/or kinship with other members of the Board of Commissioners and/or with majority shareholders or other relationships with the Bank that can influence decision making and action in independent manner.

Suwartini dan Khairil Anwar merupakan Komisaris Independen PT Bank Commonwealth yang telah memenuhi persyaratan independensi sebagai Komisaris Independen.

TUGAS DAN TANGGUNG JAWAB

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 rapat-rapat komite.

Tugas pokok, fungsi dan tanggung jawab Dewan Komisaris diatur dalam Pedoman Dewan Komisaris sebagai berikut:

- Memantau dan memastikan penerapan prinsip-prinsip *Good Corporate Governance* dalam semua aspek bisnis PT Bank Commonwealth dan di semua level organisasi.
- Aktif melakukan pengawasan atas kinerja Direksi dalam melaksanakan segala tugas dan tanggung jawabnya, serta memberikan rekomendasi dan saran, juga memantau dan mengevaluasi pelaksanaan kebijakan strategis PT Bank Commonwealth.
- Memelihara dan memantau Tingkat Kesehatan Bank serta mengambil langkah-langkah yang diperlukan untuk memelihara dan/atau meningkatkan Tingkat Kesehatan Bank.
- Memastikan Direksi telah menyusun dan memelihara sistem pengendalian intern yang memadai, efektif dan efisien, serta menindaklanjuti temuan audit dan rekomendasi dari Satuan Kerja Audit Internal (SKAI) PT Bank Commonwealth, Auditor Eksternal, serta Otoritas Jasa Keuangan (OJK) dan/atau otoritas pengawas lainnya.
- Mengkaji efektivitas dan efisiensi sistem pengendalian intern berdasarkan informasi yang diperoleh dari SKAI paling sedikit sekali dalam 1 (satu) tahun.
- Menunjuk pengendali mutu independen dari pihak ekstern untuk melakukan kaji ulang terhadap kinerja SKAI, dengan mempertimbangkan rekomendasi Komite Audit.

RAPAT DEWAN KOMISARIS

Rapat Dewan Komisaris diselenggarakan sesuai dengan ketentuan Ayat 8 Pasal 3 SEOJK No.13/SEOJK.03/2017 yang mengatur bahwa Dewan Komisaris wajib mengadakan rapat berkala minimal empat kali dalam satu tahun.

Sepanjang tahun 2019, Dewan Komisaris telah mengadakan enam kali rapat yang dihadiri secara fisik dengan detail sebagai berikut:

No.	Anggota / Member	Jabatan / Title	Periode / Period						Jumlah Kehadiran Total Attendance	Persentase Kehadiran Attendance Percentage
			Feb	May	Jul	Aug	Nov	Dec		
1	David Cohen	Presiden Komisaris President Commissioner	√	√	√	√	√	√	6/6	100%
2	Stephen Vile	Wakil Presiden Komisaris Vice President Commissioner	√	√	√	√	√	√	6/6	100%
3	Suwartini	Komisaris Independen Independent Commissioner	√	√	√	√	√	√	6/6	100%
4	Khairil Anwar	Komisaris Independen Independent Commissioner	√	√	√	√	√	√	6/6	100%

Suwartini and Khairil Anwar are Independent PT Bank Commonwealth Commissioners who have met the independence requirements as Independent Commissioners.

DUTIES AND RESPONSIBILITIES

Performing supervision on management carried 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.

The main duties, functions and responsibilities of the Board of Commissioners are regulated in the Board of Commissioners Guidelines as follows:

- Monitor and ensure the implementation of Good Corporate Governance principles in all aspects of PT Bank Commonwealth business and at all levels of the organization.*
- Actively supervising the performance of the Board of Directors in carrying out all their duties and responsibilities, as well as providing recommendations and suggestions, as well as monitoring and evaluating the implementation of PT Bank Commonwealth strategic policies.*
- Maintain and monitor the Bank's Soundness Level and take all steps necessary to maintain and/or improve the Bank Soundness Level.*
- Ensure that the Board of Directors has established and maintains an adequate, effective and efficient internal control system, and follows up on audit findings and recommendations from the Bank Internal Audit, External Auditor and the Financial Services Authority (OJK) and/or other supervisory bodies.*
- Review the effectiveness and efficiency of the internal control system based on information obtained from the Internal Audit Unit at least once in 1 (one) year.*
- Appoint an independent quality controller from an external party to review the performance of the Internal Audit Unit, taking into account the recommendations of the Audit Committee.*

BOARD OF COMMISSIONERS MEETINGS

The Meeting of the Board of Commissioners is to be held in accordance with the provisions of Clause 8 of Article 3 of SEOJK No.13/SEOJK.03/2017 stipulating that the Board of Commissioners shall hold periodic meetings at least four times in one year.

Throughout 2019, the Board of Commissioners has held six meetings which were physically attended with the following details:

PENGAWASAN DAN REKOMENDASI DEWAN KOMISARIS

Pada 2019, Dewan Komisaris bertanggung jawab menyelenggarakan fungsi pengawasannya melalui pemenuhan tugas-tugas berikut ini:

1. Merekomendasikan penyesuaian strategi bisnis apabila diperlukan dan mengawasi tingkat pertumbuhan kredit dan pendanaan.
2. Mengevaluasi kinerja keuangan Bank sepanjang tahun 2019.
3. Mengevaluasi pelaksanaan Rencana Bisnis Bank.
4. Memantau dan mengevaluasi perkembangan bisnis/proyek yang sedang dikembangkan Bank, termasuk kesiapan Bank dalam mengimplementasikan standar akuntansi IFRS 9.
5. Memantau, mengkaji dan mengevaluasi tindakan yang disetujui dari hasil temuan audit internal dan eksternal, serta memonitor perbaikan terhadap temuan audit baik yang berasal dari audit internal, audit eksternal dan audit regulator.
6. Membahas Laporan Tingkat Kesehatan Bank, Laporan Triwulanan Profil Risiko dan dampak dari peraturan baru atau perubahan peraturan bagi Bank.
7. Mengevaluasi pandangan dan perkembangan dari BOD dan Chiefs terkait kegiatan operasional dan perubahan strategi Bank.

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

1. Revisi rencana Bisnis Bank Tahun 2019-2021
2. Rencana Bisnis Bank Tahun 2020-2022
3. Pengangkatan dan pengangkatan kembali anggota Direksi
4. Penunjukkan Auditor Eksternal untuk melakukan audit atas Laporan Keuangan Bank untuk Tahun buku yang berakhir pada tanggal 31 Desember 2019.
5. Persetujuan untuk pelaporan yang terkait dengan audit internal dan eksternal; perubahan proses pengesahan dan tanda tangan Laporan Keuangan Publikasi Triwulanan.
6. Kebijakan Batas Maksimum Pemberian Kredit dan Penyediaan Dana Besar.

SUPERVISION AND RECOMMENDATIONS OF THE BOARD OF COMMISSIONERS

In 2019, the Board of Commissioners has implemented its supervisory functions through the fulfillment of the following tasks:

1. Provided recommendations regarding the adjustment of business strategies where necessary and overseeing credit growth and funding rates.
2. Evaluated the Company's financial performance throughout 2019.
3. Evaluated the implementation of the Bank's Business Plan.
4. Monitored and evaluated the development of business/projects that are being developed by the Bank, including the readiness of the Bank in implementing IFRS 9 accounting standards.
5. Monitored, reviewed, and evaluated agreed actions from internal and external audit findings, and monitored improvements to audit findings both from internal audit, external audit and regulatory audit.
6. Discussed the Bank's Soundness Report, Risk Profile Quarterly Report and the impacts of new regulation or changes to regulations for the Bank.
7. Evaluated the performance of the Bank's Board of Directors and Chiefs, the Bank's operational activities and changes in the Bank's strategy.

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

1. Revised Bank Business Plan for 2019-2021
2. Bank Business Plan for 2020-2022
3. Appointment and reappointment of members of the Board of Directors
4. Appointment of an External Auditor to audit the Bank's Financial Statements for the Fiscal Year ended on 31 December 2019.
5. Approval for reporting related to internal and external audit; changes in the approval and sign-off process of the Quarterly Published Financial Report.
6. Legal Lending Limit and Provision of Large Funds Policy

No.	Nama Dewan Komisaris Name of the Board of Commissioners	Nama Pelatihan yang Diikuti Name of Trainings
1.	David Cohen	Cartel Conduct - what went wrong and how will this affect future fundraising & disclosure; The Resilient Mindset; Litigation finance for corporates: You don't need to go it alone; Executive Exits: Closing the door without slamming it shut; What a dilemma! Top tips for legal ethics; Navigation of Safe Harbour - what are the impacts on Boards and business?; Protect your future diary; Social licence to operate - ASX Corporate Governance Principles, Managing Customer Complaints, Fraud, Information Security, Code of Conduct, Risk and Controls Foundations, Management of Whistleblower Disclosures – Senior Leaders, Anti-Bribery and Corruption (ABC): Doing the Right Thing.
2.	Stephen Vile	Managing customer complaints; Information/data security; Whistleblower policy; Work health and safety; Financial crime compliance; Conflicts of interest; Code of conduct
3.	Suwartini	BARA One Day Seminar - Sharing Session Business Continuity Management in Cyber Risk Era, DIGIFORBANKERS - Seminar IBI - "Big Data Analytics & Artificial Intelligence For Banks", Eco Leadership Forum" dengan Narasumber Utama Prof Finn E Kudland , Nobel Laureate 2014, Launching Center for Sustainable Finance Knowledge, DIGIFORBANKERS 5, Klasikal Capita Selecta, Seminar FKDKP - Peran Direktur Kepatuhan Dalam Menyikapi Tantangan Perekonomian Digital dan Kesiapan Perbankan Menghadapi Mutual Evaluation Review (MER); Refresher Program "Meningkatkan Kompetensi Asesor Manajemen Risiko untuk Memperkuat SDM Perbankan; Sustainable Finance Workshop; IBEX Seminar (Indonesia Banking Expo) tentang Indonesia Banking 2025; The great debate between traditional banks, digital upstarts and investors; Remaking the Bank for Ecosystem World and Future of Banking; Future of Payments; Executive Risk Management Refresher Program.
4.	Khairil Anwar	Risk Management Certification Refresher Program

DIREKSI Board of Directors

Direksi merupakan penanggung jawab atas pengelolaan kegiatan usaha Bank. Direksi mempertanggungjawabkan pelaksanaan tugasnya kepada Rapat Umum Pemegang Saham. Pelaksanaan tugas Direksi di PT 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/SEOJK.03/2017 tentang Penerapan Tata Kelola Bagi Bank Umum, ketentuan Otoritas Jasa Keuangan dan Bank Indonesia dan Anggaran Dasar Bank.

KOMPOSISI DIREKSI

Susunan keanggotaan Direksi PT Bank Commonwealth telah sesuai dengan ketentuan OJK. Jumlah Direksi PT Bank Commonwealth terdiri dari enam orang Direktur, termasuk seorang Presiden Direktur. Komposisi Direksi per 31 Desember 2019 adalah sebagai berikut:

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	2019-2024
3.	Ida Apulia Simatupang*	Direktur Director	16 Agustus 2016 16 August 2016	2019-2024
4.	Tjioe Mei Tjuen**	Direktur Director	9 November 2016 9 November 2016	2019-2024
5.	Rajeev Bhatnagar***	Direktur Director	23 Mei 2019 23 May 2019	2019-2024
6.	Thio Sucy	Direktur Kepatuhan Director of Compliance	21 Agustus 2018 21 August 2018	2019-2021

* Ida Apulia Simatupang telah mengajukan pengunduran diri efektif sejak tanggal 31 Maret 2020

** Tjioe Mei Tjuen telah mengajukan pengunduran diri efektif sejak tanggal 12 Maret 2020

*** Rajeev Bhatnagar efektif menjadi Direktur Bank sejak tanggal 3 Oktober 2019, dan telah mengajukan pengunduran diri efektif sejak tanggal 17 Januari 2020.

* Tjioe Mei Tjuen has submitted her resignation effective 12 March 2020.

** Ida Apulia Simatupang has submitted her resignation effective 31 March 2020

*** Rajeev Bhatnagar was appointed as a Director of the Bank effective 3 October 2019, and tendered his resignation effective on 17 January 2020.

UJI KEMAMPUAN DAN KEPATUHAN

Seluruh anggota Direksi Bank telah lulus penilaian kemampuan dan kepatutan (*Fit and Proper test*) oleh Otoritas Jasa Keuangan (OJK). Setiap anggota Direksi memiliki integritas, kompetensi dan reputasi keuangan yang baik, memiliki akhlak dan moral yang baik, tidak pernah dinyatakan pailit, memiliki *track record* yang baik, serta memiliki pengetahuan, keahlian dan pengalaman sebagai Pejabat Eksekutif bank.

INDEPENDENSI DIREKSI

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

The Board of Directors is responsible for managing bank business activities. The Board of Directors reports the implementation of duties to the General Meeting of Shareholders. The Board of Directors of PT Bank Commonwealth conducts their duties in accordance to the provisions of Law No. 40 Year 2007 on Limited Liability Companies, POJK No.55/POJK.03/2016 on 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, Financial Services Authority's and Bank Indonesia's provisions, as well as the Bank's Articles of Association.

BOARD OF DIRECTORS COMPOSITION

The composition of PT Bank Commonwealth Board of Directors is in accordance with OJK provisions. PT Bank Commonwealth Board of Directors comprised of six Directors, including the President Director. The composition of the Board of Directors as of 31 December 2019 is as follows:

FIT AND PROPER TEST

All members of the Bank's Board of Directors have passed Fit and Proper test by the Financial Services Authority (OJK). Each member of the Board of Directors has integrity, competence and good financial reputation, good character and ethics, has never been declared bankrupt, a good track record, and possess the required knowledge, expertise and experience as an Executive Officer of the Bank.

INDEPENDENCE OF THE BOARD OF DIRECTORS

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 PT Bank Commonwealth 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 PT Bank Commonwealth, other bank institutions, non-bank financial institutions, and other companies within or outside Indonesia.

PIAGAM DIREKSI

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

TUGAS DAN TANGGUNG JAWAB DIREKSI

Secara umum, tugas dan tanggung jawab Direksi meliputi:

1. Bertanggung jawab terhadap operasional manajemen PT Bank Commonwealth dan mengelola bisnis sesuai wewenang dan tanggung jawab yang ditetapkan dalam Anggaran Dasar serta peraturan dan perundangan yang berlaku.
2. Menerapkan prinsip-prinsip tata kelola yang baik dalam semua aspek bisnis PT Bank Commonwealth dan di seluruh level organisasi PT Bank Commonwealth.
3. Secara konsisten melakukan pembahasan temuan dan rekomendasi audit, baik Audit Internal, Audit Eksternal, dan audit OJK dan/atau otoritas lain.
4. Mengembangkan dan memastikan pelaksanaan Manajemen Risiko di semua tingkatan organisasi PT Bank Commonwealth dan memastikan bahwa fungsi Manajemen Risiko telah berjalan secara independen.
5. Melaporkan tugas dan tanggung jawabnya kepada Rapat Umum Pemegang Saham

RAPAT DIREKSI

Sepanjang tahun 2019, Direksi telah menyelenggarakan 20 kali rapat yang dihadiri secara fisik dengan tingkat kehadiran masing-masing anggota sebagai berikut:

No.	Anggota Member	Jabatan Position	Jumlah Kehadiran Number of Attendees	Persentase Kehadiran Attendance Rate
1.	Lauren Sulistiawati	Presiden Direktur President Director	20/20	100%
2.	Ida Apulia Simatupang*	Direktur Human Resources Director of Human Resources	18/20	90%
3.	Rustini Dewi	Direktur Retail & SME Business Director of Retail & SME Business	17/20	85%
4.	Tjioe Mei Tjuen**	Direktur Operations & IT Director of Operations & IT	17/20	85%
5.	Rajeev Bhatnagar***	Direktur Risiko Director of Risk	5/5	100%
6.	Thio Sucy	Direktur Kepatuhan Director of Compliance	19/20	95%

* Ida Apulia Simatupang telah mengajukan pengunduran diri efektif sejak tanggal 31 Maret 2020

** Tjioe Mei Tjuen telah mengajukan pengunduran diri efektif sejak tanggal 12 Maret 2020

*** Rajeev Bhatnagar efektif menjadi Direktur Bank sejak tanggal 3 Oktober 2019, dan telah mengajukan pengunduran diri efektif sejak tanggal 17 Januari 2020.

* Ida Apulia Simatupang has submitted an effective resignation since 31 March 2020.

** Tjioe Mei Tjuen has submitted an effective resignation since 12 March 2020.

*** Rajeev Bhatnagar was appointed as a Director of the Bank effective on 3 October 2019, and has tendered resignation effective on 17 January 2020.

PERUBAHAN SUSUNAN ANGGOTA DIREKSI

Direktur Risiko

Rajeev Bhatnagar telah diangkat sebagai Direktur PT Bank Commonwealth melalui Keputusan Para Pemegang Saham di Luar Rapat Umum Pemegang Saham Luar Biasa tanggal 3 April 2019, mendapat persetujuan dari Otoritas Jasa Keuangan pada tanggal 23 Mei 2019, dan telah efektif menjabat sebagai Direktur Risiko PT Bank Commonwealth sejak tanggal 3 Oktober 2019.

BOARD OF DIRECTORS CHARTER

The Board of Directors' Board Manual is compiled as a set of guidelines 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 PT Bank Commonwealth and best practices in the financial industry.

DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

In general, the duties and responsibilities of the Board of Directors include:

1. Being fully responsible for the operations of PT Bank Commonwealth management and managing the business in accordance with the authority and responsibility stated in the Articles of Association as well as applicable rules and regulations.
2. Implementing the principles of Good Corporate Governance in all aspects of the business of PT Bank Commonwealth and at all levels of PT Bank Commonwealth organization.
3. Consistently discuss audit findings and recommendations, both Internal Audit, External Audit, and OJK audits and/or other authorities.
4. Developing and ensuring the implementation of Risk Management at all levels of PT Bank Commonwealth organizational structure and ensure that the Risk Management function operates independently.
5. Reporting performance in carrying out their duties and responsibilities to the General Meeting of Shareholders.

BOARD OF DIRECTORS MEETINGS

Throughout 2019, the Board of Directors held 20 meetings, physically attended by the following members:

CHANGES IN THE COMPOSITION OF BOARD OF DIRECTORS

Director of Risk

Rajeev Bhatnagar was appointed as Director of PT Bank Commonwealth through Shareholders Resolution in lieu of the Extraordinary General Meeting of Shareholders on 3 April 2019, has received approval from Financial Services Authority on 23 May 2019, and has effectively served as Director of Risk of PT Bank Commonwealth since 3 October 2019.

Beliau telah mengajukan pengunduran diri sebagai Direktur Risiko efektif sejak tanggal 17 Januari 2020.

He has tendered his resignation as Director of Risk effective on 17 January 2020.

Direktur Operations & IT

Tjioe Mei Tjuen telah diangkat sebagai Direktur PT Bank Commonwealth melalui Keputusan Para Pemegang Saham di Luar Rapat Umum Pemegang Saham Luar Biasa tanggal 24 Juni 2016, dan telah mendapat persetujuan dari Otoritas Jasa Keuangan pada tanggal 8 November 2016.

Director of Operations & IT

Tjioe Mei Tjuen was appointed as Director of PT Bank Commonwealth through Shareholders Resolution in lieu of the Extraordinary General Meeting of Shareholders on 24 June 2016, and was approved by Financial Services Authority on 8 November 2016.

Beliau telah mengajukan pengunduran diri sebagai Direktur Operations & IT efektif sejak tanggal 12 Maret 2020.

She has tendered her resignation as Director of Operations & IT effective on 12 March 2020.

Direktur Human Resources

Ida Apulia Simatupang telah diangkat sebagai Direktur PT Bank Commonwealth melalui Keputusan Para Pemegang Saham di Luar Rapat Umum Pemegang Saham Luar Biasa tanggal 19 Mei 2016, dan telah mendapat persetujuan dari Otoritas Jasa Keuangan pada tanggal 16 Agustus 2016.

Director of Human Resources

Ida Apulia Simatupang was appointed as Director of PT Bank Commonwealth through Shareholders Resolution in lieu of the Extraordinary General Meeting of Shareholders on 19 May 2016, and was approved by Financial Services Authority on 16 August 2016.

Beliau telah mengajukan pengunduran diri sebagai Direktur Human Resources efektif sejak tanggal 31 Maret 2020.

She has tendered her resignation as Director of Human Resources effective on 31 March 2020.

HUBUNGAN KELUARGA DAN HUBUNGAN KEUANGAN ANGGOTA DIREKSI DAN DEWAN KOMISARIS

Family and Financial Relationship of the Board of Directors and the Board of Commissioners

Seluruh anggota Direksi dan Dewan Komisaris PT Bank Commonwealth tidak memiliki hubungan keluarga dan hubungan keuangan 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 PT Bank Commonwealth do not have family or financial relationships with other members of the Board of Directors, members of the Board of Commissioners and with major/controlling shareholders.

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**		√		√		√
Rajeev Bhatnagar***		√		√		√
Thio Sucy		√		√		√

* Ida Apulia Simatupang telah mengajukan pengunduran diri efektif sejak tanggal 31 Maret 2020

** Tjioe Mei Tjuen telah mengajukan pengunduran diri efektif sejak tanggal 12 Maret 2020

*** Rajeev Bhatnagar efektif menjadi Direktur Bank sejak tanggal 3 Oktober 2019, dan telah mengajukan pengunduran diri efektif sejak tanggal 17 Januari 2020.

* Ida Apulia Simatupang has submitted her resignation effective 31 March 2020

** Tjioe Mei Tjuen has submitted her resignation effective 12 March 2020.

*** Rajeev Bhatnagar was appointed as a Director of the Bank effective 3 October 2019, and tendered his resignation effective on 17 January 2020.

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

Komite Audit PT 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 tiga orang yang terdiri dari satu orang Komisaris Independen, satu orang pihak independen yang memiliki keahlian di bidang keuangan/akutansi dan satu orang Pihak Independen yang memiliki keahlian di bidang perbankan/manajemen risiko. Komite Audit diketuai oleh Komisaris Independen yang merangkap sebagai anggota komite. Seluruh anggota Komite Audit merupakan Komisaris Independen dan Pihak Independen (lebih dari 51% dari jumlah anggota komite). Anggota Komite Audit telah memenuhi ketentuan terkait persyaratan keahlian, integritas, akhlak dan moral yang baik.

Per 31 Desember 2019, Komite Audit terdiri dari:

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

Piagam Komite

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

Profil Pihak Independen

Teuku Radja Sjahnan

Anggota/Pihak Independen

Teuku Radja Sjahnan adalah warga negara Indonesia berumur 52 tahun yang memiliki keahlian dan pengalaman bidang audit dan akuntansi keuangan dan audit teknologi informasi. Beliau ditunjuk menjadi anggota Komite Audit PT Bank Commonwealth pada tanggal 3 Mei 2013.

COMMITTEES UNDER THE BOARD OF COMMISSIONERS

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

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

AUDIT COMMITTEE

PT Bank Commonwealth Audit Committee was formed with reference to POJK No.55/POJK.03/2016 on 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 composition must comprise of the Audit Committee comprising of at least three members, consisting of one Independent Commissioner, one independent party having expertise in finance/accounting and one Independent Party having expertise in banking/risk management. The Audit Committee is chaired by an Independent Commissioner who doubles as a committee member. All members of the Audit Committee are Independent Commissioners and Independent Parties (more than 51% of the total committee members). Audit Committee members have fulfilled the requirements related to the requirements of expertise, integrity, character and good morals.

As of 31 December 2019, the Audit Committee consists of:

Committee Charter

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

Independent Party Profile

Teuku Radja Sjahnan

Member/Independent

Teuku Radja Sjahnan is a 52 year-old Indonesian citizen who has expertise and experience in auditing and financial accounting and information technology auditing. He was appointed as a member of PT Bank Commonwealth Audit Committee on 3 May, 2013.

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

He completed his most recent education at London Business School, UK, with a Masters 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 is a consultant at PT Dua Radja Net specializing in financial management at the central and regional governments, and manages the JariUngu.com website.

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 Investments Indonesia.

Previously he was an auditor at the Indonesian Supreme Audit Board. He has been a member of the Audit Committee at Bank BNI, Bank Barclays Indonesia, Bank BNI Syariah and Bank Muamalat Indonesia. He is currently an Independent Commissioner of PT Commonwealth Life and PT First State Investments Indonesia.

Jono Effendy

Anggota/Pihak Independen

Jono Effendy

Member/Independent Party

Jono Effendy adalah warga negara Indonesia berumur 45 tahun yang memiliki keahlian dan pengalaman di bidang perbankan dan manajemen risiko. Beliau ditunjuk menjadi anggota Komite Audit dan Komite Pemantau Risiko PT Bank Commonwealth pada Maret 2013 dan diangkat kembali melalui Keputusan Direksi PT Bank Commonwealth No.BOD/RES/2017/III/001 tanggal 13 Maret 2017.

Jono Effendy is a 45 year-old Indonesian citizen and has expertise and experience in banking and risk management. He was appointed as a member of PT Bank Commonwealth Audit Committee in March 2013 through the Decision of the Board of Directors of PT Bank Commonwealth No.BOD/RES/2017/ III/001 dated March 13, 2017.

Beliau meraih gelar Master in Finance dari Universitas Pelita Harapan Jakarta dengan predikat cum laude pada tahun 2001. Sebelum menjabat sebagai anggota Komite Audit dan Komite Pemantau Risiko di PT Bank Commonwealth, beliau merupakan anggota Komite Audit dan Komite Pemantau Risiko di berbagai perusahaan lain, seperti PT Bank Barclays Indonesia, PT BII Finance Center, PT BFI Finance Indonesia Tbk, dan Bank BNP Paribas Indonesia. Saat ini, beliau juga menduduki jabatan sebagai Komisaris Independen sekaligus sebagai Ketua Komite Pemantau Risiko PT Commonwealth Life, serta menjadi Managing Director dan pengajar di PT Mudita Finansial Teknologi.

He earned his Master in Finance degree from Pelita Harapan University Jakarta with the predicate cum laude in 2001. Before serving as a member of the Audit Committee and Risk Oversight Committee at PT Bank Commonwealth, he was a member of the Audit Committee and the Risk Oversight Committee in various other companies, such as PT Bank Barclays Indonesia, PT BII Finance Center, PT BFI Finance Indonesia Tbk, and Bank BNP Paribas Indonesia. Currently, he also holds the position of Independent Commissioner as well as Chair of the Risk Oversight Committee of PT Commonwealth Life, as well as being Managing Director and lecturer at PT Mudita Financial Technology.

Tugas dan Tanggung Jawab Komite Audit

Tugas dan tanggung jawab Komite Audit sebagaimana dituangkan dalam Piagam Komite 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; dan
 - d. Pelaksanaan tindak lanjut oleh Direksi atas hasil temuan audit internal, akuntan publik, 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.

Audit Committee Duties And Responsibilities

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

1. Monitoring and evaluating the planning and implementation of audits as well as monitoring the follow-up of audit results in order to assess the adequacy of internal control, including the adequacy of the financial reporting process.
2. Providing recommendations to the Board of Commissioners on at least:
 - a. Implementation of the Internal Audit function;
 - b. Suitability of audit assignments by a public accountant with audit standards;
 - c. Conformity of financial statements with financial accounting standards; and
 - d. Follow up by the Board of Directors on the findings of internal audit, public accountants, and the results of supervision of the Financial Services Authority and other regulators.
3. Providing recommendations regarding the appointment of a Public Accountant to the Board of Commissioners, to be decided by the General Meeting of Shareholders.

Rapat Komite Audit

Sepanjang tahun 2019, Komite Audit mengadakan rapat sebanyak enam kali yaitu:

Audit Committee Meetings

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

No.	Anggota / Member	Jabatan / Title	Periode / Period						Total	Persentase / Percentage
			Feb	May	Jul	Aug	Nov	Dec		
1	Khairil Anwar	Komisaris Independen / Independent Commissioner	√	√	√	√	√	√	6/6	100%
2	Suwartini	Komisaris Independen / Independent Commissioner	√	√	√	√	√	√	6/6	100%
3	Teuku Radja Sjahnan	Pihak Independen / Independent Party	√	√	√	√	√	√	6/6	100%
4	Jono Effendy	Pihak Independen / Independent Party	√	√	√	√	√	√	6/6	100%

PELAKSANAAN KEGIATAN KOMITE AUDIT

Selama tahun 2019, Komite Audit telah melakukan pembahasan dan memberikan rekomendasi antara lain terkait perencanaan audit dan realisasinya, laporan audit yang diterbitkan selama periode pelaporan, ruang lingkup audit dengan pendekatan audit berbasis risiko, serta tindak lanjut rencana korektif yang di cantumkan dalam laporan audit.

Selain itu Komite Audit juga memberikan rekomendasi dalam penunjukkan Akuntan Publik dan Kantor Akuntan Publik untuk tahun buku yang berakhir pada tanggal 31 Desember 2019 dan juga melakukan evaluasi terhadap pelaksanaan pemberian jasa audit untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 yang dilakukan oleh Akuntan Publik dan Kantor Akuntan Publik.

KOMITE PEMANTAU RISIKO

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.

Komposisi dan Keanggotaan

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 satu Komisaris Independen; satu Pihak Independen yang memiliki keahlian di bidang keuangan dan akuntansi; dan satu Pihak Independen yang memiliki keahlian di bidang perbankan dan manajemen risiko. Komite Pemantau Risiko diketuai oleh Komisaris Independen. Seluruh anggota komite merupakan Komisaris Independen dan pihak independen.

Per 31 Desember 2019, keanggotaan Komite Pemantau Risiko terdiri dari:

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

IMPLEMENTATION OF AUDIT COMMITTEE ACTIVITIES

In 2019, the Audit Committee discussed and provided recommendations for the Audit Plan and its realization, the scope of audits following a risk - base audit approach, audit reports issued during the reporting period, significant findings in internal audits, and follow-up actions in the corrective plans that were issued in the audit reports.

In addition, the Audit Committee also provides recommendations in the appointment of Public Accountants and Public Accountant Firms for the fiscal year ended 31 December 2019 and also evaluates the provision of audit services for the fiscal year ended 31 December 2018 conducted by Public Accountants and Public Accounting Firms.

RISK OVERSIGHT COMMITTEE

The Risk Oversight Committee assisted the Board of Commissioners in conducting evaluation of risk management policies in conformance with their implementation, as well as monitoring and evaluating the implementation of duties of the Risk Management Committee and the Risk Management Working Unit.

Composition And Membership

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 one Independent Commissioner; one Independent Party having expertise in finance and accounting; and one Independent Party having expertise in banking and risk management. The Risk Oversight Committee is chaired by an Independent Commissioner. All committee members are Independent Commissioners as well as independent parties.

As of 31 December 2019, the membership of the Risk Oversight Committee consists of:

Piagam Komite

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.

Tugas dan Tanggung Jawab

Tugas dan tanggung jawab Komite Pemantau Risiko meliputi:

1. Memantau area-area risiko yang dikelola oleh PT 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.

Rapat Komite Pemantau Risiko

Komite Pemantau Risiko telah menyelenggarakan rapat sebanyak enam kali selama 2019 dengan tingkat kehadiran anggota komite sebagai berikut:

No.	Anggota / Member	Jabatan / Title	Periode / Period						Total	Persentase / Percentage
			Feb	May	Jul	Aug	Nov	Dec		
1	Suwartini	Komisaris Independen / Independent Commissioner	√	√	√	√	√	√	6/6	100%
2	Khairil Anwar	Komisaris Independen / Independent Commissioner	√	√	√	√	√	√	6/6	100%
3	Teuku Radja Sjahnan	Pihak Independen / Independent Party	√	√	√	√	√	√	6/6	100%
4	Jono Effendy	Pihak Independen / Independent Party	√	√	√	√	√	√	6/6	100%

Pelaksanaan Kegiatan Komite Pemantau Risiko

Pelaksanaan tugas Komite Pemantau Risiko Tahun 2019 adalah sebagai berikut:

1. Memantau dan mengevaluasi kebijakan Manajemen Risiko (*Risk Management Committee Policy*).
2. Meninjau Profil Risiko Bank yang mencakup delapan jenis risiko, yaitu Risiko Kredit, Pasar, Likuiditas, Operasional, Reputasi, Hukum, Strategis dan Kepatuhan.
3. Memantau Risk Appetite, toleransi dan limit risiko sesuai dengan metrik risiko yang telah ditetapkan untuk delapan jenis risiko dan ketahanan modal (*capital resilience*).
4. Memantau permodalan Bank dengan mengaitkan tingkat risiko dengan kecukupan modal sesuai dengan ketentuan *Internal Capital Adequacy Assessment Process* (ICAAP) untuk mengantisipasi potensi kerugian yang dapat timbul dari aktivitas usaha Bank.

Committee Charter

The Charter of the Committee serves as a working guideline of the Committee which contains matters such as duties and responsibilities, authorities, prohibitions, 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.

Duties and Responsibilities

The duties and responsibilities of the Risk Oversight Committee include:

1. Providing oversight on risk areas managed by PT Bank Commonwealth, namely Credit, Market, Liquidity, Operational, Legal, Reputation, Compliance and Strategic Risk, and ensure that the application of risk management is in accordance with risk management policies;
2. Monitoring and assessing the performance of the Risk Management Committee and Risk Management Work Unit;
3. Monitoring the development of legal cases involving the Bank and assessing 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.

Risk Oversight Committee Meetings

The Risk Oversight Committee has held six meetings throughout 2019 with the following attendance of its members:

Implementation Of Risk Oversight Committee Activities

The duties performed by the Risk Oversight Committee in 2019 are as follows:

1. Monitoring and evaluating the Risk Management policies.
2. Reviewing the eight types of risks captured within the Bank's Risk Profile, including Credit, Market, Liquidity, Operational, Reputation, Legal, Strategic and Compliance Risk.
3. Monitoring the Bank's Risk Appetite, including tolerances limits and risk limits in accordance with risk metrics that have been set for the eight types of risk, and Bank's capital resilience.
4. Monitoring the Bank's capital by linking the level of risk to capital adequacy in accordance with the provisions of the *Internal Capital Adequacy Assessment Process* (ICAAP) to anticipate potential losses that may arise from the Bank's business activities.

5. Memantau dan mengevaluasi pelaksanaan tugas Komite Manajemen Risiko dan Satuan Kerja Manajemen Risiko, termasuk menyetujui perubahan *Risk Appetite Statement*.

5. *Monitoring and evaluating the implementation of the duties of the Risk Management Committee and Risk Management Work Unit, including approving changes in the Risk Appetite Statement.*

KOMITE REMUNERASI DAN NOMINASI

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

REMUNERATION AND NOMINATION COMMITTEE

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

Komposisi dan Keanggotaan

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

Composition And Membership

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

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

The Remuneration and Nomination Committee at PT Bank Commonwealth 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 <i>2012 – present</i>
2.	Khairil Anwar	Anggota (Komisaris Independen) <i>Member (Independent Commissioner)</i>	2013 – sekarang <i>2013 – present</i>
3.	David Cohen	Anggota (Presiden Komisaris) <i>Member (President Commissioner)</i>	2019 – sekarang <i>2019 – present</i>
4.	Stephen Vile	Anggota (Wakil Presiden Komisaris) <i>Member (Vice President Commissioner)</i>	2019 – sekarang <i>2019 – present</i>
5.	Nina P. Avrianty	Anggota/Pejabat Eksekutif pada Sumber Daya Manusia <i>Member (Executive Officer in Human Resources)</i>	2019 – sekarang <i>2019 – present</i>

Piagam Komite

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

Committee Charter

As a working guideline, the Committee maintains a charter that regulates the duties and responsibilities, authority, prohibitions, membership, work ethics, meetings and others.

Tugas dan Tanggung Jawab

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi meliputi:

Terkait Fungsi Remunerasi

- Melakukan evaluasi Kebijakan Remunerasi bagi anggota Dewan Komisaris, anggota Direksi, dan karyawan secara keseluruhan.
- Melakukan evaluasi 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. Melakukan evaluasi secara berkala terhadap penerapan kebijakan remunerasi.
- Memberikan hasil evaluasi dan rekomendasi kepada Dewan Komisaris mengenai:
 - Penyusunan dan/atau pelaksanaan Program dan Kebijakan Remunerasi bagi Direksi dan Dewan Komisaris untuk disampaikan kepada RUPS; dan
 - Penyusunan dan/atau pelaksanaan Program dan Kebijakan Remunerasi bagi pegawai secara keseluruhan untuk disampaikan kepada Direksi.

Duties and Responsibilities

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

Related to Remuneration

- Evaluating the Remuneration Program and Policy for members of the Boards of Commissioners, Directors and the employees.
- Evaluating and ensuring that the Bank's Remuneration Program 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 Program based on performance. Conducting periodic evaluations of the implementation of remuneration policy.
- Providing an evaluation and recommendations to the Board of Commissioners concerning:
 - Preparation and/or implementation of the Remuneration Program and Policy for the Board of Directors and Commissioners to be submitted to the GMS; and
 - Preparation and/or implementation of the Remuneration Program and Policy for employees as a whole to be submitted to the Board of Directors.

Terkait Fungsi Nominasi

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

Related to Nomination

- Providing recommendations to the Board of Commissioners concerning system, procedures, selection, appointment, replacement and reappointment of members of the Boards of Commissioners and Directors to the Board of Commissioners,

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

- Memberikan rekomendasi mengenai Pihak Independen yang akan menjadi anggota Komite Audit dan Komite Pemantau Risiko kepada Dewan Komisaris untuk dapat dilakukan tinjauan lebih lanjut.
- 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 satu tingkat di bawah Presiden Direktur.

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

- The Committee provides recommendations on Independent Parties that will be appointed as members of the Audit Committee and Risk Oversight Committee to the Board of Commissioners for further review.
- Conducting a further review of the President Director's recommendations concerning the presentation of periodic performance reviews from the top management one level under the President Director.

Rapat Komite Remunerasi dan Nominasi

Komite Remunerasi dan Nominasi wajib mengadakan rapat berkala setidaknya empat kali dalam 12 bulan dan/atau sesuai kebutuhan sebagaimana yang tercantum dalam Charter dan Kebijakan Komite Remunerasi dan Nominasi.

Sepanjang 2019, Komite Remunerasi dan Nominasi melaksanakan enam kali rapat dengan rincian kehadiran sebagai berikut:

No.	Nama Name	Periode Period						Total	Persentase Kehadiran Attendance Rate
		Feb	Mei	Jul	Agst	Nov	Des		
1.	Suwartini (Ketua/ <i>Chairman</i>)	√	√	√	√	√	√	6/6	100%
2.	Khairil Anwar (Anggota/ <i>Member</i>)	√	√	√	√	√	√	6/6	100%
3.	David Cohen* (Anggota/ <i>Member</i>)		√	√	√	√	√	5/5	100%
4.	Stephen Vile* (Anggota/ <i>Member</i>)		√	√	√	√	√	5/5	100%
5.	Bagus Harimawan** (Anggota/ <i>Member</i>)	√	√					2/2	100%
6.	Nina P. Avrianty *** (Anggota/ <i>Member</i>)			√	√	√	√	4/4	100%

* Ditunjuk sebagai anggota efektif pada 9 Maret 2019.

** Mengundurkan diri dari jabatan efektif pada 24 Juni 2019.

*** Ditunjuk sebagai anggota efektif pada 14 Mei 2019.

* Appointed as a member effective 9 March 2019.

** Resigned effective 24 June 2019.

*** Appointed as an member effective 14 May 2019.

Pelaksanaan Kegiatan Komite Remunerasi dan Nominasi

Selama 2019, Komite Remunerasi dan Nominasi telah melaksanakan tugas dan tanggung jawabnya sebagai berikut:

- Meninjau dan menyetujui proposal *Salary Review* tahunan.
- Melakukan evaluasi terhadap kualifikasi, latar belakang, serta profil berdasarkan pengajuan yang disampaikan oleh Direksi, dan kemudian merekomendasikan Rajeev Bhatnagar sebagai Direktur yang membawahi *Risk*.
- Memberikan rekomendasi penunjukkan David Antony Keith Cohen dan Stephen Vile sebagai anggota Komite Remunerasi dan Nominasi.
- Meninjau dan memberikan rekomendasi pengangkatan kembali Rustini Dewi, Ida Apulia Simatupang, Tjioe Mei Tjue sebagai Direktur selama jangka waktu yang tercantum di dalam keputusan RUPS.
- Menerima pengunduran diri dari Bagus Harimawan, *Chief of Human Resources* dan menyetujui Ida Apulia Simatupang, Direktur *Digital Business & Transformation*, menjadi Direktur yang membawahi *Human Resources*.
- Memberikan rekomendasi penunjukkan Nina P. Avrianty, Pejabat Eksekutif Direktorat *Human Resources*, sebagai perwakilan pegawai pada Komite Remunerasi & Nominasi.

Remuneration And Nomination Committee Meetings

The Remuneration and Nomination Committee holds regular meetings at least four times in 12 months and/or as needed, as stated in the Charter and Policy of the Remuneration and Nomination Committee.

Throughout 2019, the Remuneration and Nomination Committee held six meetings with attendance details as follows:

Implementation of Remuneration and Nomination Committee Activities

During 2019, the Remuneration and Nomination Committee has carried out its duties and responsibilities as follows:

- Reviewed and approved the annual *Salary Review* proposal.
- Evaluated the qualifications, background and profile based on submission by the Board of Directors, to then recommended Rajeev Bhatnagar as Director of Risk.
- Provided recommendations for the appointment of David Antony Keith Cohen and Stephen Vile as members of the Remuneration and Nomination Committee.
- Reviewed and provided recommendations for the reappointment of Rustini Dewi, Ida Apulia Simatupang, Tjioe Mei Tjue as Director for the period stated in the resolution of the GMS.
- Accepted resignation of Mr. Bagus Harimawan, Chief of Human Resources and approved Ms. Ida Apulia Simatupang, Director of Digital Business & Transformation, as the Director in charge of Human Resources.
- Provided recommendation on the appointment of Nina P. Avrianty, Executive Officer of Human Resources, as representative of the employees in the Remuneration & Nomination Committee.

- Meninjau dan menerima perubahan struktur organisasi yang diajukan oleh Presiden Direktur.
- Meninjau dan menyetujui proposal distribusi bonus Bank atas Penilaian Kinerja .

- Reviewed and accepted changes to the organizational structure proposed by the President Director.*
- Reviewed and approved the Bank's bonus distribution proposal upon Performance Appraisal .*

KOMITE TATA KELOLA TERINTEGRASI

Merujuk kepada Peraturan Otoritas Jasa Keuangan No.18/POJK.03/2014 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan, PT 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.

INTEGRATED GOVERNANCE COMMITTEE

Referring to the Financial Services Authority Regulation No.18/POJK.03/2014 on the Implementation of Integrated Governance for Financial Conglomerate, PT Bank Commonwealth 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

Komposisi anggota Komite Tata Kelola Terintegrasi per 31 Desember 2019 terdiri dari:

Committee Membership And Composition

The composition of the Integrated Governance Committee as of 31 December 2019 is as follows:

No	Nama Name	Jabatan Position	Keterangan Description
1	Suwartini	Ketua Chair	Komisaris Independen PT Bank Commonwealth <i>Independent Commissioner of PT Bank Commonwealth</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 PT Bank Commonwealth <i>Independent Commissioner of PT FSII and Independent Party of PT Bank Commonwealth</i>

Piagam atau Pedoman Kerja Komite

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 Komite.

Committee Charter

The Integrated Governance Committee Charter is a reference for the Committee members in executing their duties and responsibilities. The Committee Charter contains the description of the duties and responsibilities of members and the organization of Committee meeting.

Tugas dan Tanggung Jawab

Komite Tata Kelola Terintegrasi memiliki tanggung jawab sebagai berikut:

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

Duties And Responsibilities

The Integrated Governance Committee has the following responsibilities:

- Evaluate the implementation of Integrated Governance by the Board of Directors of the Prime Entity at minimum through the assessment of the adequacy of internal controls and the implementation of an integrated Compliance function.*
- Provide recommendations to Board of Commissioners of the Prime Entity for improvements to the Bank's Integrated Governance Policy.*

Rapat Komite Tata Kelola Terintegrasi

Komite Tata Kelola Terintegrasi wajib menyelenggarakan rapat paling sedikit satu kali setiap 6 bulan..

Integrated Governance Committee Meetings

The Integrated Governance Committee has the obligation to hold at least one meeting every six months.

Sepanjang 2019, Komite Tata Kelola Terintegrasi telah melaksanakan dua kali rapat dengan kehadiran anggota sebagai berikut:

Throughout 2019, the Committee held 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 <i>Chairman/Independent Commissioner</i>	2/2	100%
2.	Jono Effendy	Anggota/Komisaris Independen PT Commonwealth Life <i>Member/Independent Commissioner of PT Commonwealth Life</i>	2/2	100%

No.	Anggota Member	Jabatan Position	Jumlah Rapat Number of Meetings	Persentase Kehadiran Attendance Rate
3.	Teuku Radja Sjahnan	Anggota/ Komisaris Independen PT FSII dan Pihak Independen PT Bank Commonwealth <i>Member/Independent Commissioner of PT FSII and Independent Party of PT Bank Commonwealth</i>	2/2	100%

Pelaksanaan Kegiatan Komite Tata Kelola Terintegrasi

Pelaksanaan tugas komite Tata Kelola Terintegrasi selama 2019 antara lain mengevaluasi pelaksanaan tata kelola terintegrasi melalui Laporan Penilaian Sendiri (*self-assessment*) Pelaksanaan Tata Kelola Terintegrasi termasuk pelaksanaan satuan kerja Kepatuhan terintegrasi, Satuan Kerja Audit Terintegrasi dan Satuan Kerja Manajemen Risiko Terintegrasi.

Implementation of Integrated Governance Committee Activities

In 2019, the Integrated Governance Committee conducted discussions and provided recommendations, among others, relating to self-assessment of the Bank's Integrated Governance implementation, including the implementation of an Integrated Compliance Work Unit, an Integrated Audit Work Unit and an Integrated Risk Management Work Unit.

KOMITE-KOMITE DI BAWAH DIREKSI *Committees Under the Board of Directors*

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

1. Komite Manajemen Risiko
2. Komite Asset and Liability (ALCO)
3. Komite Kredit
4. Komite Kebijakan Kredit
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 maintains 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

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. Rapat Komite Manajemen Risiko telah dilakukan sebanyak enam kali selama tahun 2019, yaitu pada bulan Februari, April, Juni, Juli, Oktober dan November 2019.

RISK MANAGEMENT COMMITTEE

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. Risk Management Committee meetings have been held six times during 2019, namely in February, April, June, July, October and November 2019.

Ketua: <i>Chairman:</i>	Direktur Risiko <i>Director of Risk</i>
Anggota: <i>Members:</i>	Presiden Direktur <i>President Director</i>
	Direktur Kepatuhan <i>Compliance Director</i>
	Direktur Bisnis Ritel & SME <i>Retail & SME Business Director</i>
	Direktur Operasional dan Teknologi Informasi <i>Operations and Information Technology Director</i>
	Direktur Sumber Daya Manusia <i>Human Resources Director</i>
	Chief of Finance
	Chief of Customer Franchise, Business Excellence, DBMA & Centralized Service
	Chief of Marketing, Corporate Affairs & Legal
	Chief of Corporate Strategy, Decision Science & Digital
	Chief of Audit (anggota non-voting) (non-voting member)
	Head of Enterprise Risk

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:
 - 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*, limit toleransi dan limit risiko yang telah ditetapkan.
 - 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 dan prosedur.
3. Mengembangkan dan terus meningkatkan budaya manajemen risiko Bank.

KOMITE ASSET AND LIABILITY (ALCO)

Komposisi dan Keanggotaan

Anggota-anggota Komite ALCO adalah:

- Direktur Utama (Ketua)
- *Chief Finance* (Wakil Ketua Pertama)
- Kepala *Treasury* (Wakil Ketua Kedua)
- Direktur Risiko Direktur Bisnis Retail & SME Banking
- *Chief of Corporate Strategy, Decision Science and Digital*
- Direktur Operasional dan Teknologi Informasi

Undangan:

- Direktur Kepatuhan
- Kepala Satuan Kerja Audit
- Kepala Enterprise Risk Management, Kepala Bagian Manajemen Likuiditas dan Neraca

Rapat Komite ALCO

Komite ALCO telah menyelenggarakan rapat sebanyak 13 kali selama 2019.

Tugas dan Tanggung Jawab

Pelaksanaan Tugas dan Tanggung Jawab ALCO selama 2019 sebagai berikut:

- Melakukan kajian tahunan rencana Likuiditas dan Pendanaan tahun 2020;
- Melakukan kajian tahunan atas Risiko Suku Bunga dalam *Banking Book* tahun 2020;
- Mengkaji risiko pasar yang diperdagangkan;
- Menyetujui dan mengawasi biaya pinjaman dan simpanan (termasuk biaya yang diajukan khusus);
- Mengawasi inisiatif pendanaan Bank (seperti NCD, pengajuan penerbitan obligasi sebagaimana instrumen yang diperkenankan);
- Menyetujui pengajuan produk Bank;

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. *Assurance on the effective implementation of the Bank's risk management framework:*
 - a. *Ensure that management takes necessary steps to monitor, manage and report to the Risk Oversight Committee in relation to material risk exposures including violation of Risk Appetite, tolerance limits, and risk limits.*
 - 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.*
3. *Develop and continue to improve the Bank's risk management culture.*

ASSET AND LIABILITY COMMITTEE (ALCO)

Composition and Membership

The members of the ALCO are:

- *President Director (Chairman)*
- *Chief of Finance (First Deputy Chair)*
- *Head of Treasury (Second Deputy Chair)*
- *Director of Risk, Director of Retail & SME Banking Business*
- *Chief of Corporate Strategy, Decision Science and Digital*
- *Director of Operations and Information Technology*

Invitees:

- *Director of Compliance*
- *Chief of Audit*
- *Head of Enterprise Risk Management, Head of Liquidity and Balance Sheet Management*

ALCO Committee's Meeting

The ALCO Committee has convened 13 meetings in 2019.

Duties and Responsibilities

Duties and Responsibilities of ALCO in 2019 were as follows:

- *Conducting an annual review of the Liquidity and Funding Plans for 2020;*
- *Conducting an annual review of Interest Rate Risk in the 2020 Banking Book;*
- *Assessing the risk of traded markets;*
- *Approval and monitoring of loan and deposit fees (including special proposed fees);*
- *Supervising Bank funding initiatives (such as NCD and bond issuance as permitted instruments);*
- *Approved the submission of Bank products;*

- Mengawasi kemampuan Bank dalam likuiditas pasar antar Bank;
- Mengawasi kemampuan Bank dalam mengelola portofolio investasi;
- Mengawasi profit Bank dan kepatuhan ratio-ratio yang dipersyaratkan terhadap peraturan dan kebijakan internal.

KOMITE KREDIT

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.

Komposisi dan Keanggotaan

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

- Presiden Direktur (Ketua Komite)
- Direktur Bisnis Ritel dan SME (atau *Executive Vice President* yang didelegasikan)
- *Head of Secured Lending Product & Portfolio*

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

- Direktur Risiko (atau yang didelegasikan)
- *Chief Corporate Strategy, Decision Science, & Digital*
- Kepala Satuan Kerja Audit Intern
- *Head of Credit Risk*
- *Head of Digital Lending Business*

Apabila diperlukan, Direktur Kepatuhan (atau delegasinya) dapat hadir dalam rapat Komite Kredit sebagai undangan. Komite Kredit dapat mengundang pejabat eksekutif lain untuk menghadiri rapat. Para undangan tidak memiliki Hak Pilih (*non-voting*).

Rapat Komite Kredit

Selama tahun 2019, Komite Kredit telah menyelenggarakan rapat sebanyak empat kali.

Tugas dan Tanggung Jawab

1. Memutuskan permohonan kredit yang berada di luar kewenangan unit bisnis.
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 Pasiva (ALCO) terkait dengan kesediaan dana untuk pemberian kredit.

KOMITE KEBIJAKAN PERKREDITAN (KKP)

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 Pilih (*voting*):

- Presiden Direktur (Ketua Komite)
- Direktur Risiko (atau yang didelegasikan)
- Direktur Bisnis Ritel & SME (atau *Executive Vice President* yang didelegasikan)
- *Head of Operation*

- *Supervising the ability of the Bank in interbank market liquidity;*
- *Supervising the Bank's ability to manage investment portfolios;*
- *Supervising the Bank's profit and compliance ratios required for internal regulations and policies.*

CREDIT COMMITTEE

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.

Composition and Membership

Members of the Credit Committee with Voting Rights:

- *President Director (Committee Chairperson)*
- *Retail and SME Business Director (or delegated Executive Vice President)*
- *Head of Secured Lending Product & Portfolio*

Non-voting Credit Committee Members:

- *Director of Risk (or delegated)*
- *Chief Corporate Strategy, Decision Science & Digital*
- *Chief of Audit*
- *Head of Credit Risk*
- *Head of Digital Lending Business*

If necessary, the Director of Compliance (or delegate) can attend the Credit Committee meeting as an invitee. The Credit Committee may invite other executive officials to attend the meeting. The invitees do not have the right to vote (non-voting).

Credit Committee Meetings

The Credit Committee has convened four meetings in 2019.

Duties and Responsibilities

1. *Approve loan applications that are above the authority of Business Units.*
2. *Perform its functions in credit approval/rejection in a competence, 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 through means beyond the scope of the Bank's Credit Policy.*
4. *Coordinate with the Asset and Liability Committee (ALCO) in relation to provision of funds for credit.*

CREDIT POLICY COMMITTEE

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

Voting Members:

- *President Director (Committee Chairperson)*
- *Director of Risk (or delegated)*
- *Director of Retail & SME Business (or delegated Executive Vice President)*
- *Head of Operation*

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

- Direktur Kepatuhan (atau yang didelegasikan)
- Chief of Corporate Strategy, Decision Science & Digital
- Kepala Satuan Kerja Audit Internal (SKAI)
- Head of Credit Risk
- Head of Digital Lending Business

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 dan pendelegasiannya.
 - 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.

Dalam menjalankan tugasnya, Komite Kebijakan Perkreditan telah menyelenggarakan empat kali rapat selama tahun 2019.

KOMITE PENGARAH TEKNOLOGI INFORMASI

Komite Pengarah Teknologi Informasi (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.

Komposisi dan Keanggotaan

Anggota (Hak Suara):

- President Director
- Director of Operations & IT (Chairman)
- Director of Retail Banking & SME Business
- Director of Risk
- Director of Compliance
- Director of Human Resources
- Chief of Corporate Strategy, Decision Science and Digital
- Chief of Marketing, Corporate Affairs and Legal
- Chief of Finance (Vice Chairman)
- Chief of Customer Franchise, Business Excellence, DBMA and Centralized Service

Non-voting Members:

- Director of Compliance (or delegated)
- Chief of Corporate Strategy, Decision Science & Digital
- Chief of Audit
- Head of Credit Risk
- Head of Digital Lending Business

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 and respective delegation of authority.
 - 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 Credit Extension Maximum Limit provisions.
 - 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 allowance for impairment losses.
5. Submit written report to the Board of Directors and 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.

In conducting its duties, the Credit Policy Committee held four meetings in 2019.

INFORMATION TECHNOLOGY STEERING COMMITTEE

The IT Steering Committee (ITSC) is a committee that assists 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 and optimizing resource management, IT value delivery, performance and effectiveness of Technology risk management implementation.

Composition and Membership

Members (Voting Rights):

- President Director
- Director of Operations & IT (Chairman)
- Director of Retail Banking & SME Business
- Director of Risk
- Director of Compliance
- Director of Human Resources
- Chief of Corporate Strategy, Decision Science and Digital
- Chief of Marketing, Corporate Affairs and Legal
- Chief of Finance (Vice Chairman)
- Chief of Customer Franchise, Business Excellence, DBMA and Centralized Service

Anggota (Tanpa Hak Suara):

- Chief of Audit
- Head of IT
- IT Cyber Security Risk, Governance Services Heads (Secretary)

Tugas dan Tanggung Jawab

Secara 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.

Khusus, namun tidak terbatas pada:

- a. Rencana Strategis TI yang sejalan dengan rencana strategis kegiatan usaha Bank. Dalam memberikan rekomendasi, Komite Pengarah TI harus memperhatikan efisiensi, efektivitas, dan hal-hal lain, yaitu:
 - Road-map untuk mencapai kebutuhan TI yang mendukung strategi bisnis Bank. Peta jalan (road-map) terdiri dari kondisi saat ini (current state), kondisi yang ingin dicapai (future state), dan langkah-langkah yang diperlukan untuk mencapai kondisi yang ingin dicapai.
 - Sumber daya yang dibutuhkan.
 - Manfaat yang akan diperoleh saat Rencana Strategis TI diterapkan.
 - Kendala yang mungkin timbul dalam penerapan Rencana Strategis TI.
- b. 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.
- c. Kesesuaian antara TI dengan kebutuhan sistem informasi manajemen serta kebutuhan kegiatan usaha Bank.
- d. 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.
- e. Pemantauan atas kinerja TI dan upaya peningkatan kinerja TI, misalnya pengukuran efektivitas dan efisiensi penerapan kebijakan pengamanan TI.
- f. Upaya penyelesaian berbagai masalah terkait TI yang tidak dapat diselesaikan oleh satuan kerja pengguna dan penyelenggara TI secara efektif, efisien, dan tepat waktu.

Selama tahun 2019, ITSC telah menyelenggarakan rapat sebanyak empat kali.

KOMITE SUMBER DAYA MANUSIA

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.

Komposisi dan Keanggotaan

Ketua:

Chief of Human Resources

Anggota dengan Hak Suara:

1. Presiden Direktur
2. Direktur Risiko
3. Direktur Bisnis Ritel & SME
4. Direktur Operasional dan Teknologi Informasi

Members (No Voting Rights):

- Chief of Audit
- Head of IT
- IT Cyber Security Risk, Governance Services Heads (Secretary)

Duties and Responsibilities

Generally:

- 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.

Specifically, but not limited to:

- a. The Bank's IT Strategic Plan, in line with the Bank's strategic plan. In providing recommendations, the IT ITSC shall pay attention a efficiency, effectiveness, and other matters, including:
 - Roadmap to support the Bank's Technology needs to achieve of the Bank's strategic plans. The roadmap consists of the current state, the future state, and necessary steps to achieve the Bank's desired conditions.
 - Required resources.
 - Benefits obtained from the implementation of the IT Strategic Plan.
 - Constraints that may arise in the implementation of IT Strategic Plan.
- b. Formulation of key IT policies, standards and procedures; e.g. primary IT policies, including IT Security policies and risk management related to IT utilisation in the Bank.
- c. 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.
- d. 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.
- e. 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.
- f. 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.

During 2019, ITSC held four meetings.

PEOPLE COMMITTEE

The primary purpose of the People Committee is to oversee the alignment between employee behavior and mindset in line with company values, regulations and procedures.

Composition and Membership

Chairman:

Chief of Human Resources

Members with Voting Rights:

1. President Director
2. Director of Risk
3. Director of Retail & SME Business
4. Director of Operations and Information Technology

Undangan Tetap:

1. Chief of Finance
2. Chief of Marketing, Corporate Affairs & Legal
3. Chief of Corporate Strategy, Decision Science & Digital
4. Chief of Customer Franchise, Business Excellence, DBMA & Centralized Service

Anggota Tanpa Hak Pilih
Kepala Audit (sebagai *observer*)

Tugas dan Tanggung Jawab

Komite Sumber Daya Manusia telah mengadakan tiga kali rapat yaitu pada 13 Maret 2019, 18 dan 23 Desember 2019.

Selama tahun 2019, Komite Sumber Daya Manusia telah mengkaji, melakukan pembahasan dan memberikan keputusan terhadap hal-hal sebagai berikut:

- Melakukan tinjauan terhadap manfaat kesehatan karyawan.
- Melakukan tinjauan terhadap laporan investigasi pelanggaran tidak etis (*misconduct*) karyawan.
- Melakukan tindak lanjut dan menentukan tindakan disipliner terhadap laporan investigasi pelanggaran tidak etis (*misconduct*) karyawan.

KOMITE MANAJEMEN RISIKO TERINTEGRASI

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

Komposisi dan Keanggotaan

Jumlah dan komposisi anggota KMRT sesuai dengan ketentuan yang ditetapkan dengan memperhatikan keterwakilan masing-masing sektor jasa keuangan.

Komposisi keanggotaan KMRT terdiri dari:

- Direktur Risiko PT. Bank Commonwealth (Ketua).
- Direktur Risiko PT. Commonwealth Life (PTCL).
- Direktur Risiko PT First State Investment Indonesia (FSII).
- Kepala Divisi Enterprise Risk Service PT Bank Commonwealth.
- Kepala Satuan Kerja Audit Intern PT Bank Commonwealth (tanpa hak suara).
- Direktur Kepatuhan PT Bank Commonwealth (tanpa hak suara).
- Kepala Divisi atau yang didelegasikan di PT Bank Commonwealth sebagai Entitas Utama dan/atau PTCL dan FSII sebagai undangan (tanpa hak suara) yang bertanggung jawab terhadap Manajemen Risiko Kredit; Manajemen Risiko Operasional dan Manajemen Risiko Pasar dan Likuiditas; Divisi Hukum; Strategi Bisnis; Kepatuhan; *Corporate Communication*.

Tugas dan Tanggung Jawab

KMRT memiliki Piagam Komite yang mengatur tugas dan tanggung jawab komite, keanggotaan dan penyelenggaraan rapat. Tugas dan tanggung jawab KMRT, 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:

Permanent Invitation:

1. Chief of Finance
2. Chief of Marketing, Corporate Affairs & Legal
3. Chief of Corporate Strategy, Decision Science & Digital
4. Chief of Customer Franchise, Business Excellence, DBMA & Centralized Service

Members Without Voting Rights
Chief of Audit (as *observer*)

Duties and Responsibilities

The People Committee held three meetings on 13 March 2019, 18 and 23 December 2019.

During 2019, the People Committee has reviewed, discussed and made decisions on the following matters:

- Reviewed employee health benefits
- Conducted a review of employee misconduct investigation reports
- Follow up and determine disciplinary action against employee misconduct investigation reports

INTEGRATED RISK MANAGEMENT COMMITTEE

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

Composition and Membership

The number and composition of KMRT members are in accordance with the stipulated provisions by considering the representation of each sector of financial services.

The composition of KMRT membership consists of:

- Director of Risk PT. Commonwealth Bank (Chair).
- Director of Risk PT. Commonwealth Life (PTCL).
- Director of Risk PT First State Investment Indonesia (FSII).
- Head of Enterprise Risk Service Division PT. Commonwealth Bank.
- Chief of Audit of PT Bank Commonwealth (without voting rights).
- Director of Compliance PT Bank Commonwealth (without voting rights).
- Division Heads or delegated at PT Bank Commonwealth as the Prime Entity and/or PTCL and FSII as an invitation (without voting rights) responsible for Credit Risk Management; Operational Risk Management and Market and Liquidity Risk Management; Legal Division; Business strategy; Obedience; Corporate Communication.

Duties and responsibilities

KMRT has a Committee Charter that governs the duties and responsibilities of the committee, membership and meetings.

The duties and responsibilities of KMRT include:

- 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:

- Laporan Profil Risiko baik secara individu Lembaga Jasa Keuangan maupun profil risiko secara terintegrasi dengan perusahaan terelasi.
 - Laporan lainnya terkait dengan pengelolaan sepuluh jenis risiko yaitu risiko kredit, risiko pasar, risiko operasional, risiko likuiditas, risiko hukum, risiko kepatuhan, risiko reputasi, risiko stratejik, 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 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 enam bulan.

Komite Manajemen Risiko Terintegrasi telah menyelenggarakan dua kali rapat selama 2019. Rapat dihadiri secara fisik oleh semua anggota komite dan pihak terkait lainnya dengan pembahasan topik/materi sebagai berikut:

- a. Tinjauan atas Profil Risiko Terintegrasi konglomerasi keuangan yang mencakup sepuluh jenis risiko yaitu risiko kredit, pasar, likuiditas, operasional, hukum, kepatuhan, strategi, reputasi, transaksi intra-grup dan asuransi.
- b. 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.

- Risk Profile Report both individually by a Financial Services Provider and integrated risk profile with its related companies.
 - 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 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 six months.

The Integrated Risk Management Risk held two meetings throughout 2019. The meetings were attended by all members of the committee and other related parties with the following topics and material discussions:

- a. Overview of Bank's Integrated Risk Profile which covers ten risk types: Credit, Market, Liquidity, Operational, Legal, Compliance, Strategy, Reputation, Intra-group transaction and Insurance risks.
- b. Monitoring on the 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 within the 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.

Sesuai dengan POJK No. 35/POJK.04/2014 dan berdasarkan Surat no. HRP/2018/146 tertanggal 9 April 2018, PT Bank Commonwealth telah menunjuk Stacey Aryadi Suryoputro sebagai Sekretaris Perusahaan.

Tugas dan Tanggung Jawab

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.

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.

In line with POJK No. 35/POJK.04/2014 dan based on Decree no. HRP/2018/146 dated 9 April 2018, PT Bank Commonwealth has appointed Stacey Aryadi Suryoputro as Corporate Secretary.

Duties And Responsibilities

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 Tata Kelola Perusahaan
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 relevan dengan tugas dan tanggung jawab Sekretaris Perusahaan, dan menjaga kerahasiaan dokumen, data serta informasi Perseroan.

2. *Good Corporate Governance Implementation*
Support the implementation of good corporate governance in the Company including:
 - *As the administration manager for shareholders;*
 - *As the coordinator in organizing the General Meeting of Shareholders and corporate actions;*
 - *As the coordinator in the creation of the Company's Annual Report;*
 - *Provide 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 konstruktif, profesional dan berkualitas.

Misi SKAI adalah 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.

SKAI dikepalai oleh seorang Kepala SKAI. Sampai dengan 31 Desember 2019, jumlah anggota SKAI adalah 14 orang.

PROFIL KEPALA SATUAN KERJA AUDIT INTERN (SKAI)

Reza HM Soemadipradja

Kepala Satuan Kerja Audit Intern

Reza HM Soemadipradja bergabung dengan PT Bank Commonwealth sebagai Kepala Satuan Kerja Audit Intern pada bulan Juli 2011 berdasarkan surat pengangkatan No.HRPA/8/194/2011.

Profil beliau dapat dilihat pada section profil pejabat eksekutif pada halaman 45.

PENDIDIKAN/PELATIHAN

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:

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.

SKAI is headed by the Chief of Audit. As of 31 December 2019, the number of SKAI unit was 14 staff.

CHIEF OF AUDIT PROFILE

Reza HM Soemadipradja

Chief of Audit

Reza HM Soemadipradja joined PT Bank Commonwealth as Chief of Audit in July 2011 based on the letter of appointment No. HRP/8/194/2011.

His profile can be viewed in executive officer profile section on page 45.

EDUCATION/TRAINING

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:

- 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;
- Bekerjasama dengan *Commonwealth Bank of Australia (CBA) Audit & Assurance* terkait program alih pengetahuan dimana anggota SKAI bersama dengan pemeriksa dari CBA melaksanakan *group-wide audit* dengan tujuan mendapatkan pengetahuan atas praktik terbaik mengenai pendekatan dan program audit tertentu.

Kualifikasi/Sertifikasi SKAI

Selama tahun 2019, 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.

Tugas dan Tanggung Jawab SKAI

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 Peraturan Otoritas Jasa Keuangan (POJK) No. 1/POJK.03/2019 tentang Penerapan Fungsi Audit Intern pada Bank Umum, Standar Praktik Profesional dari *the Institute of Internal Auditors (IIA)*, dan Piagam Audit Intern yang menjabarkan visi, misi, wewenang, dan tanggung jawab SKAI.

Pengangkatan/Pemberhentian 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

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

SKAI menggunakan pendekatan berdasarkan risiko (*risk-based*) dalam penyusunan rencana audit tahunan maupun pelaksanaan penugasan 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).

- *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.*
- *Collaborate with the Commonwealth Bank of Australia (CBA) Audit & Assurance related to knowledge transfer programs where SKAI members together with inspectors from CBA conduct group-wide audits with the aim of gaining knowledge of best practices regarding specific audit approaches and programs.*

SKAI Qualification/Certification

Throughout 2019, 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.

SKAI Duties and Responsibilities

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 Financial Services Regulation (POJK) No. 1/POJK.03/2019 on the Implementation of Commercial Bank Internal Audit Functions, 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.

Appointment/Dismissal of Chief of Audit

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.

Internal Audit Charter & Manual

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.

Implementation of SKAI Duties

The SKAI uses a risk-based approach in the preparation of the annual audit plan and the execution of audit assignments.

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.

Sistem Pengendalian Internal

Sistem pengendalian internal Bank dilakukan melalui kerangka Tiga Lini Akuntabilitas.

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.

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 2019, SKAI telah melaksanakan seluruh audit yang direncanakan untuk tahun 2019. Audit yang dijalankan mengacu pada rencana audit tahunan yang telah didiskusikan dan disetujui oleh Direktur Utama dan Dewan Komisaris melalui Komite Audit.

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

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.

Internal Control System

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

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.

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 2019, the SKAI has carried out all of the audits planned for 2019. 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.

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

Handling Conflicts of Interest

Benturan Kepentingan merupakan suatu kondisi di mana terdapat perbedaan kepentingan ekonomis perusahaan dengan kepentingan pribadi (karyawan, anggota Direksi dan Dewan Komisaris).

Pencegahan terjadinya Benturan Kepentingan dilakukan Bank melalui penerbitan Kebijakan Manajemen Konflik yang berlaku bagi seluruh karyawan, anggota Direksi dan Dewan Komisaris. Kebijakan ini merupakan acuan yang digunakan dalam melakukan pengendalian dan/atau penghindaran terjadinya benturan kepentingan, pengungkapan dan dokumentasi secara tertulis setiap potensi dan terjadinya benturan kepentingan.

Selama tahun 2019 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).

Conflict of Interest prevention is conducted by the Bank through the issuance of Conflict Management Policy that applies to all employees, members of the Board of Directors and the Board of Commissioners. This policy is a reference used in controlling and/or avoiding conflicts of interest, disclosure and documentation in writing of any potential and conflict of interest.

During 2019 there were no material transactions containing Conflicts of Interest.

FUNGSI KEPATUHAN Compliance Function

Satuan Kerja Kepatuhan (SKK) Bank merupakan satuan kerja independen dari satuan kerja lainnya dan mempunyai tanggung jawab langsung kepada Direktur Kepatuhan. SKK memiliki tanggung jawab terhadap pelaksanaan fungsi kepatuhan Bank, oleh sebab itu peranan SKK sangat penting dalam mendukung kegiatan bisnis Bank agar tidak menyimpang dari peraturan dan perundang-undangan dan meminimalisasi terjadinya risiko kepatuhan.

ORGANISASI FUNGSI KEPATUHAN

Direktur Kepatuhan PT Bank Commonwealth dijabat oleh Thio Suci dan bertanggung jawab langsung kepada Presiden Direktur. Direktur Kepatuhan tidak membawahi fungsi-fungsi yang tidak diperkenankan oleh peraturan OJK.

Direktorat Kepatuhan PT Bank Commonwealth dibagi menjadi tiga fungsi yaitu:

1. Compliance Advisory
Merupakan unit kerja yang bertanggung jawab dalam melakukan komunikasi dengan regulator, memberi saran/rekomendasi kepatuhan dan mengkaji rancangan produk/ layanan/kebijakan/prosedur guna memastikan produk/layanan, kebijakan Bank telah sesuai dengan peraturan dan perundang-undangan serta memastikan kepatuhan komitmen Bank kepada regulator.
2. AML/CTF and Sanction
Merupakan unit kerja yang bertanggung jawab terhadap penerapan program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU/PPT) dan memastikan transaksi keuangan dan perdagangan internasional sesuai dengan ketentuan Sanctions yang berlaku serta memberikan pelatihan kepada karyawan terkait pelaksanaan APU/PPT dan Sanctions.
3. Monitoring dan Testing
Merupakan unit yang bertanggung jawab dalam melakukan identifikasi risiko kepatuhan berdasarkan peraturan-peraturan yang diterbitkan oleh regulator dan melakukan pemantauan dan pengujian terhadap efektifitas dari pengendalian risiko kepatuhan Lini 1.

INDIKATOR KEPATUHAN DI 2019

Selama tahun 2019 tidak terdapat pelanggaran peraturan yang material dan signifikan. Persyaratan regulatory parameter utama telah dipenuhi Bank termasuk pemenuhan komitmen terhadap tindak lanjut hasil pemeriksaan Otoritas Jasa Keuangan yang dilakukan selama tahun 2019.

Pelaksanaan Kegiatan Satuan Kerja Kepatuhan di 2019

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.
2. Sosialisasi peraturan baru (OJK/BI/PPATK) senantiasa dilakukan kepada unit-unit terkait sebagai bagian dari *compliance awareness*, termasuk training kepatuhan yang dilakukan melalui Compliance roadshow 2019 kepada karyawan kantor-cabang dan *basic induction program*.

The Compliance Work Unit (SKK) of the Bank is an independent work unit from other work units and has direct responsibility to the Director of Compliance. SKK has the responsibility for the implementation of the Bank's compliance function, therefore the role of SKK is very important in supporting the Bank's business activities so as not to deviate from regulations and legislation and minimize the occurrence of Compliance Risk.

ORGANISATION OF COMPLIANCE FUNCTION

The Director of Compliance of PT Bank Commonwealth is held by Thio Suci and reports directly to the President Director. The Compliance Director does not oversee functions that are not permitted by OJK regulations.

Directorate of Compliance of PT Bank Commonwealth consists of three functions:

1. Compliance Advisory
Is a work unit responsible for communicating with regulators, giving advice and recommendations on compliance and reviewing product, service, policy and procedure designs to ensure these remain in accordance with regulations and laws and ensuring the Bank remains in compliance with its commitments to regulators.
2. AML / CTF and Sanction
Is a work unit responsible for implementing Anti-Money Laundering/Counter Terrorism Funding (AML/CTF) and ensuring international financial and trade transactions are in accordance with applicable Sanctions provisions and providing training to employees regarding the implementation of AML/CTF and Sanctions.
3. Monitoring and Testing
Is the unit responsible for identifying compliance risks based on regulations issued by regulators and monitoring and testing the effectiveness of Line 1 Compliance Risk control.

COMPLIANCE INDICATORS IN 2019

In 2019 there was no material and significant violations of regulations. The main regulatory parameter requirements have been met by the Bank, including the fulfillment of commitments to the follow-up results of the Financial Services Authority examination conducted in 2019.

Implementation Of Compliance Unit Activities In 2019

In 2019, 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.*
2. *New regulations socialization (OJK/BI/PPATK) is always carried out to related units as part of compliance awareness, including compliance training conducted through the 2019 Compliance roadshow to branch office employees and basic induction program.*

3. Memberikan pelatihan APU/PPT dan *Sanctions* kepada karyawan baru dan *front liner*.
4. Melakukan kajian kepatuhan rancangan produk/layanan baru dan kebijakan dan prosedur, serta fungsi konsultatif kepada unit kerja guna memastikan rancangan produk/layanan baru dan kebijakan dan 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. Melakukan pemantauan tindak lanjut hasil pemeriksaan Otoritas Jasa Keuangan dan Bank Indonesia, untuk memastikan *corrective action* dilakukan sesuai dengan komitmen Bank kepada regulator.

3. *Conducting training on AML/CTF and Sanctions to all new employees and front-line staff.*
4. *Reviewing compliance on new products, services, policies and procedures, as well as consultative functions to Work Units to ensure the initiatives of new products and services and the Bank's policies and procedures are in accordance with prevailing laws and regulations.*
5. *Monitoring the implementation of Compliance Risk Management in Line 1 against 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.*
6. *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 commitments to regulators.*

Anti Pencucian Uang / Pencegahan Pendanaan Terorisme (APU/PPT)

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

Anti Money Laundering / Counter Terrorism Financing (AML/CTF)

In conducting its business activities, PT Bank Commonwealth 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/CTF programs that are in accordance with prevailing laws 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, Peraturan OJK No.23/POJK.01/2019, serta peraturan terkait lainnya, maka Bank telah memiliki dan menerapkan program APU/PPT yang ditetapkan:

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, OJK Regulation No.23/POJK.01/2019 and other related regulations, the Bank has established and implemented AML/CTF programs:

1. Pengawasan Aktif Direksi dan Dewan Komisaris

Pengawasan aktif dari Direksi dan Dewan Komisaris dilakukan diantaranya melalui pemberian persetujuan atas kebijakan APU/PPT serta pemantauan terhadap penerapan program APU/PPT melalui laporan yang disampaikan secara berkala. Informasi yang disampaikan meliputi kegiatan pemantauan APU/PPT, rencana serta realisasi terkait pengembangan sistem serta penyampaian laporan kepada regulator.

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/CTF policies and monitoring the implementation of the AML/CTF programme by submitting periodic reports. The information submitted includes the oversight activities of AML/CTF, plans and realisation related to the development of the system and the submission of reports to regulators.

2. Kebijakan dan Prosedur

Dalam upaya mendukung perkembangan usaha dan kegiatan transaksi, Bank telah memiliki kebijakan dan prosedur terkait pelaksanaan program APU/PPT sesuai dengan ketentuan OJK yang berlaku. Penyempurnaan kebijakan dan prosedur yang terkait dengan pelaksanaan APU/PPT terus-menerus dilakukan antara lain dengan memperbaharui:

- Kebijakan Sanksi Ekonomi dan Perdagangan
- Kebijakan Penetapan Nasabah Berisiko Tinggi
- Prosedur Permintaan Data dan Permintaan Tindakan Lainnya terkait Tindak Pidana Pencucian Uang dari Regulator dan Lembaga Berwenang Lainnya
- Prosedur Pelaporan Anti Pencucian Uang/Pendanaan Terorisme
- Prosedur Pengelolaan Daftar Penyaringan/*Screening*
- Prosedur *Pengawasan AML*

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 the AML/CTF programs in accordance with the applicable FSA provisions. The improvement of policies and procedures related to implementation of AML/CTF is continuously carried out among others by updating:

- *Economic and Trade Sanctions Policy*
- *Designation of High-Risk Customer Criteria Policy*
- *Procedure for Data Requests and Other Requests for Actions related to Crime on Money Laundering and Terrorism Financing from Regulators and Other Authorities*
- *Anti Money Laundering and Terrorism Financing Reporting Procedure*
- *Screening Database Maintenance Procedure*
- *AML Surveillance Procedure*

3. Pengendalian Intern

Pengendalian intern merupakan bagian dari upaya untuk memastikan pelaksanaan terhadap program APU/PPT telah berjalan sesuai dengan ketentuan dan peraturan yang berlaku. Audit Intern secara berkala melakukan pengawasan pada unit terkait maupun cabang-cabang. Pengawasan juga mencakup implementasi dari kebijakan dan prosedur internal. Audit Interen Bank melakukan proses audit pada kuartal ke 4 tahun 2019 dengan rekomendasi atas beberapa perbaikan pada prosedur internal bank.

4. Sistem Informasi Manajemen

Untuk keperluan pemantauan profil dan transaksi Nasabah, PT Bank Commonwealth telah memiliki sistem aplikasi untuk 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 dievaluasi 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*.

Secara periodik, bank melakukan *review* dan analisa atas *rule* dan parameter yang digunakan untuk memastikan kesesuaiannya dengan tren dan tipologi pencucian uang saat ini.

5. Sumber Daya Manusia dan Pelatihan

Dalam menjalankan fungsinya, Divisi AML/CTF & *Sanctions* melapor dan bertanggung jawab langsung kepada Direktur Kepatuhan. Per posisi 31 Desember 2019 Divisi ini terdiri dari 10 orang yang memiliki pengetahuan dan pengalaman perbankan yang memadai mengenai penilaian dan mitigasi risiko terkait penerapan program APU/PPT.

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

Selain itu selama kuartal ke-4 tahun 2019, Divisi AML/CTF & *Sanctions* melakukan program *refreshment* dalam bentuk *AML Roadshow* untuk memberikan pelatihan serta *refreshment* terkait implementasi program APU/PPT secara langsung di kantor-kantor cabang. Program *AML Roadshow* ini adalah mandatory untuk karyawan yang berhubungan langsung dengan nasabah (*Frontliners*) maupun karyawan unit pendukung lainnya (*Support Unit*) di cabang. Selain itu, salah satu fokus utama dalam program *AML Roadshow* ini adalah *sharing* atas berbagai contoh kasus.

3. Internal Control

Internal control is part of an effort to ensure the implementation of the AML/CTF program has been running in accordance with applicable rules and regulations. Internal Audit periodically supervises related units and branches. Supervision also includes the implementation of internal policies and procedures. Internal Audit The Bank conducted an audit process in the fourth quarter of 2019 with recommendations for some improvements to the bank's internal procedures.

4. Management information Systems

For the purpose of monitoring customer profiles and transactions, PT Bank Commonwealth uses an application to identify, analyze, monitor and provide reports on the characteristics of transactions carried out by the Customer, including identification of suspicious financial transactions. This application is equipped with parameters and thresholds that are continuously evaluated in accordance with the development of money laundering and terrorism financing. This application also has a function to screen the Anti Money Laundering Watch list database.

Periodically, the bank reviews and analyzes the rules and parameters used to ensure compliance with current trends and typology of money laundering.

5. Human Resources and Training

In carrying out its functions, the AML/CTF & Sanctions Division reports directly to the Director of Compliance. As of December 31, 2019 this division consisted of 10 people who had adequate banking knowledge and experience regarding risk assessment and mitigation related to the implementation of the AML/CTF programs.

AML/CTF training programs must be followed by all employees periodically. Training methods are carried out through a variety of methods, including through face-to-face methods such as the Basic Induction Program, Onboarding for Front liners, and e-learning methods.

In addition, during the 4th quarter of 2019, the AML/CTF & Sanctions Division conducted refreshments program in the form of AML Roadshow to provide training and refreshments related to the implementation of the AML/CTF programs directly in branch offices. The AML Roadshow program is mandatory for employees who deal directly with customers (Frontliners) as well as employees of other supporting units (Support Units) at the branch. In addition, one of the main focuses in the AML Roadshow program is sharing of various case studies.

AKUNTAN PUBLIK/AUDITOR EKSTERNAL

Public Accountants/External Auditors

PENUNJUKAN AUDITOR EKSTERNAL

Berdasarkan keputusan Para Pemegang Saham di Luar Rapat Umum Pemegang Saham Tahunan Bank tanggal No.SHR/RES/2019/V/002, Dewan Komisaris diberikan kewenangan menunjuk auditor independen untuk mengaudit Laporan Keuangan Bank untuk tahun buku yang berakhir pada tanggal 31 Desember 2019 dan menentukan syarat-syarat dan ketentuan-ketentuan penunjukan tersebut dengan tetap memperhatikan rekomendasi dari Komite Audit Perseroan.

Dewan Komisaris menunjuk Kantor Akuntan Publik (KAP) Tanudiredja, Wibisana, Rintis & Rekan (PwC) dan Akuntan Publik Jimmy Pangestu untuk melakukan audit atas laporan keuangan Bank untuk tahun buku yang berakhir pada tanggal 31 Desember 2019 dengan biaya sebesar Rp 2.430.000.000 (di luar PPN dan *Out of Pocket Expenses*).

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

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	2019
KAP Tanudiredja, Wibisana, Rintis & Rekan (a member of PwC)	Jimmy Pangestu	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 & Rekan (a member of PwC Global Network)	Drs. M. Jusuf Wibisana, M.Ec, CPA	2015

Selama tahun 2019, jasa lain yang diberikan selain jasa audit oleh KAP adalah melakukan kajian atas perhitungan pajak penghasilan Bank.

THE APPOINTMENT OF EXTERNAL AUDITOR

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/2019/V/002, 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.

The Board of Commissioners appointed the Public Accounting Firm (KAP) of Tanudiredja, Wibisana, Rintis & Partners (PwC) and Public Accountant Jimmy Pangestu as an external auditor for the year ended on 31 December 2019 with audit fee of Rp2,430,000,000 (excluding VAT and *Out of Pocket Expenses*).

The following are public accounting firms and public accountants that have provided audit services in the past five years:

In 2019, other services provided in addition to audit services by KAP are conducting a study of 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 Direktur SKMR 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 didukung oleh *operational risk champion* yang

To support the implementation of risk management function, the Bank has an adequate organizational structure that includes the Risk Management Work Unit (SKMR) and risk Management Committee (KMR). The SKMR is a function that is independent of business/and operational units, the Compliance Work Unit (SKK) and Internal Audit Work Unit (SKAI). The Director of Risk is directly responsible to President Director of the Bank.

SKMR monitors the risks in business and operational units, which prepares the risk exposure reports for SKMR on a regular basis. The implementation of Credit Risk Management is carried out by providing recommendations on credit decisions made by business units. The implementation of Operational Risk Management is conducted through the implementation of Operational Risk

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 satu kali setiap 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.

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 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. Lini ketiga, SKAI, mengulas audit secara berkala dengan akuntabilitas kepada manajemen, Direksi dan Dewan Komisaris.

Management Framework and policy, and supported by Operational Risk champions which perform Operational Risk controls within their respective Work Units. Market and Liquidity Risk Management are conducted through independent monitoring of the Bank's activities related to those risks. The SKMR and KMR have clear authorities and responsibilities as described by the Risk Management policy and the Risk Management Committee Charter. The SKMR cooperates with SKAI and SKK in implementing internal controls, and the function is continuously monitored and evaluated by the Risk Management Committee through regular meetings.

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

A comprehensive and effective implementation system of internal control has been implemented to support the Bank's implementation of Risk Management, and are formulated in alignment with the Bank's business objectives. Risk controls are managed based on the Three Lines of Accountability framework. The framework provides a structure where the Risk Management framework can be effectively implemented by all business units. Internal controls are designed and adopted through the formalization and implementation of Bank policies and procedures and in compliance with regulations. Line 1 is responsible for identifying, assessing, escalating, monitoring and reporting of risk and weaknesses of controls in business processes. Line 2 establishes the Bank's Risk Management framework and policies, and ensures that these policies are implemented appropriately. Line 3, Internal Audit (SKAI) conducts regular audit reviews with accountability to Management, the Board of Directors and the Board of Commissioners.

PERMASALAHAN HUKUM Legal Cases

Sepanjang 2019, PT Bank Commonwealth menghadapi sejumlah kasus gugatan perdata dan penundaan kewajiban pembayaran utang (PKPU)/Kepailitan:

In 2019, PT Bank Commonwealth had a number of legal cases relating to Suspension Debt of Payment (PKPU)/Bankruptcy and civil lawsuits:

Perkata Perdata

Civil Case

Proses Hukum Legal Process	Jumlah Perkara Number of Cases	
	Perdata Civil Case	
	2018	2019
Sudah selesai (dengan finalisasi hukum dan kekuatan mengikat) <i>Completed (with the finalisation of the legal and binding force)</i>	-	1
Dalam proses penyelesaian <i>In the completion process</i>	4	6
Total	4	7

PT Bank Commonwealth sebagai Pihak dalam PKPU/Kepailitan:

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

Proses Hukum Legal Process	Jumlah Perkara Number of Cases	
	PKPU/Kepailitan PKPU/Bankruptcy	
	2018	2019
Sudah selesai (dengan finalisasi hukum dan kekuatan mengikat) <i>Completed (with the finalisation of the legal and binding force)</i>	1	3
Dalam proses penyelesaian <i>In the completion process</i>	8	7
Total	9	10

UPAYA HUKUM

PT Bank Commonwealth memiliki posisi hukum yang kuat dalam seluruh kasus hukum yang dihadapi pada tahun 2019. Materi gugatan yang diajukan oleh pihak ketiga tidak memiliki dasar hukum yang kuat dan Bank memiliki Kualitas Penerapan Manajemen Risiko (KPMR) hukum yang memuaskan, sehingga tidak mengakibatkan timbulnya risiko hukum yang signifikan bagi Bank.

LEGAL EFFORT

PT Bank Commonwealth has a strong legal position in all legal cases faced in 2019. The lawsuit material filed by the third parties did not have strong legal basis and the Bank also has satisfactory quality of risk management implementation (KPMR), subsequently these did not result in significant legal risk to the Bank.

Kasus selesai (dengan finalisasi hukum dan kekuatan mengikat)

Terdapat empat kasus hukum yang telah selesai dan berkekuatan hukum tetap:

Completed cases (with the finalisation of the legal and binding force)

Four legal cases were completed with legal and binding force:

PKPU /Kepailitan PKPU/Bankruptcy	Perdata Tingkat Pertama (Pengadilan Negeri) First Level Civil Case (District Court)
3	1

Dalam Proses Penyelesaian

Terdapat 13 kasus hukum yang masih dalam proses penyelesaian:

In the completion process

There were 13 legal cases still in the completion process:

PKPU / Kepailitan PKPU/Bankruptcy	Proses Perdata Civil Case Process	Perdata Tingkat Pertama (Pengadilan Negeri) First Level Civil Case (District Court)	Perdata Tingkat Banding (Pengadilan Tinggi) Appellate Level (High Court)	Perdata Tingkat Kasasi (Mahkamah Agung) Cessation (Supreme Court)
7	1	2	2	1

PENYEDIAAN DANA UNTUK PIHAK TERKAIT DAN PENYEDIAAN DANA BESAR

Fund Provision for Related Parties and Large Exposures

Penyediaan dana kepada pihak terkait dilakukan secara wajar dan sesuai persyaratan komersial normal (*arms length*) mengacu pada peraturan OJK terkait Batas Maksimum Pemberian Kredit (BMPK) dan Penyediaan Dana Besar.

Provision of funds to related parties is carried out appropriately and in accordance with normal commercial requirements (arms length) referring to OJK regulations related to Legal Lending Limit (LLL) and Provision of Large Funds.

Selama tahun 2019 tidak terdapat pelampauan maupun pelanggaran BMPK dalam penyediaan dana kepada pihak terkait. Bank tidak memiliki eksposur penyediaan dana besar

In 2019 there was no exceeding or violation of the LLL in the provision of funds to related parties. The Bank has no exposure to the provision of large funds.

Penyediaan dana kepada pihak terkait dan penyediaan dana besar posisi Desember 2019 adalah sebagai berikut:

Provision of funds to related parties and provision of large funds for the position of December 2019 are as follows:

Pemberian Dana <i>Funding</i>	Jumlah Debitur <i>Number of Debtors</i>	Jumlah (dalam juta Rupiah) <i>Total (in million Rupiah)</i>
Kepada Pihak Terkait <i>To a Related Party</i>	26	252,237.26
Penyediaan Dana Besar <i>Provision of Major Funding</i>		
a. Debitur Individu <i>Individual debtor</i>	Nihil	Nihil
b. Debitur Grup <i>Group debtor</i>	Nihil	Nihil

RENCANA STRATEGIS BANK

Bank Strategic Plan

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

Commonwealth Bank's strategic plan is centered on the Bank's purpose, as a guide for how it plans to achieve its business growth aspirations. The Bank has been consistently executing its strategy, by focusing on the Retail and SME (Small Medium, Enterprise) customer segments and enhancing its digital infrastructure to support the implementation of the Bank's strategy.

RENCANA JANGKA PENDEK

PT Bank Commonwealth akan terus melakukan transformasi model bisnis untuk menjadi lebih *customer centric*, untuk melayani nasabah dengan lebih baik berdasarkan *value proposition* yang relevan. Pengembangan Kapabilitas Digital akan terus berlanjut untuk mempercepat transformasi bank untuk mencapai tujuan yaitu "to improve the financial wellbeing of customer and communities".

SHORT-TERM PLAN

PT Bank Commonwealth will continue to deliver 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 will continue to support the Bank in achieving its Purpose "to improve the financial wellbeing of customers and communities".

RENCANA JANGKA MENENGAH DAN PANJANG

Bank telah menerapkan framework strategy 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 nasabah baru, akuisisi dan pelayanan nasabah melalui kanal digital, mencapai posisi sebagai *employer of choice* di industri, dan memperbaiki *Net Promoter Score (NPS)* dan mendapat pengakuan *Banking Service Excellence Monitor (BSEM)* sebagai ukuran kepuasan dan loyalitas nasabah dan dengan terus menjaga pencapaian finansial yang sehat dan berkelanjutan.

MEDIUM-AND LONG-TERM PLAN

The Bank has implemented a strategy framework that includes the Bank's Purpose and Values Expectations, target customer segments and its medium and long-term goals. The Bank has established strategies according to the medium-term and long-term goals of new customer acquisition, acquiring and servicing more customers via digital channels, achieving position as employer of choice in the industry, and improving Net Promoter Score (NPS) and achieving Banking Service Excellence Monitor (BSEM) recognition as a measure of customer satisfaction and loyalty and by continuing to maintain healthy and sustainable financial achievements.

TRANSPARANSI KONDISI KEUANGAN DAN NON-KEUANGAN

Transparency of Financial and Non-Financial Conditions

Informasi keuangan dan non-keuangan PT Bank Commonwealth diungkapkan melalui media massa (surat kabar) dan situs web Bank. Laporan kondisi keuangan dan non-keuangan disampaikan kepada Otoritas Jasa Keuangan sesuai dengan ketentuan.

Laporan kondisi keuangan antara lain Laporan Publikasi Triwulanan, Laporan Keuangan Publikasi, Laporan Tahunan. Pengungkapan Informasi non-keuangan antara lain Laporan Tata Kelola Perusahaan, Produk/Jasa Bank, Jaringan Kantor, kegiatan sosial termasuk layanan pengaduan nasabah

PT Bank Commonwealth financial and non-financial information is disclosed through the mass media (newspapers) and the Bank's website. Financial and non-financial condition reports are submitted to Financial Services Authority in accordance with the provisions.

Financial condition reports include Quarterly Publication Reports, Published Financial Reports, Annual Reports. Disclosure of non-financial information including Corporate Governance Reports, Bank Products/Services, Office Networks, social activities including customer complaint services.

OPSI SAHAM

Stock Options

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

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

PEMBELIAN KEMBALI SAHAM DAN OBLIGASI BANK

Buyback of Bank's Shares and Bonds

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

There was no repurchase of bonds or shares at PT Bank Commonwealth.

DANA UNTUK KEPENTINGAN SOSIAL DAN POLITIK

Fund for Social and Political Interests

KEGIATAN SOSIAL

PT 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. Rincian alokasi dana untuk kepentingan sosial dapat dilihat dalam bab Tanggung Jawab Sosial Perusahaan.

SOCIAL ACTIVITIES

PT Bank Commonwealth 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. Fund allocation for social activities is detailed in the Corporate Social Responsibilities section.

KEGIATAN POLITIK

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

POLITICAL ACTIVITIES

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

PENYIMPANGAN INTERNAL

Internal Fraud

Penyimpangan internal merupakan fraud yang dilakukan oleh internal Bank (pengurus, karyawan tetap, karyawan tidak tetap).

Internal fraud is a fraud committed by an internal bank (management, permanent employees, non-permanent employees).

Selama 2019, terdapat 1 penyimpangan internal dengan nilai yang lebih dari Rp100.000.000,00.

During 2019, there was 1 internal fraud with a value of more than Rp100,000,000.00.

WHISTLEBLOWING SYSTEM

Whistleblowing System

Sebagai bagian dari komitmen PT Bank Commonwealth terhadap *Whistleblower*, Bank memiliki Kebijakan *Whistleblower* yang telah dikinikani pada tahun 2019. Kebijakan ini mengatur prinsip-prinsip dalam menangani pihak yang memberikan informasi mengenai aktivitas yang dilakukan Bank atau karyawan dan melakukan pengungkapan, menerima, menginvestigasi dan menyelesaikan laporan *Whistleblower*.

As part of PT Bank Commonwealth commitment to internal transparency, the Bank updated its Whistleblower Policy in 2019. The WhistleBlower Policy sets out the Bank's principles for handling parties who disclose information about activities conducted by the Bank and its employees and disclosing, receiving, investigating and completing Whistleblower reports.

KERAHASIAAN PELAPOR (WHISTLEBLOWER)

Bank akan melindungi pelapor, identitas pelapor dengan sebaik-baiknya termasuk substansi pengungkapan. Pengungkapan oleh *whistleblower* dapat dilakukan dengan merahasiakan identitas diri atau *anonym*. Seluruh informasi yang diterima dari *whistleblower* akan diperlakukan secara rahasia.

CONFIDENTIALITY OF WHISTLEBLOWER

The Bank will protect the whistleblower, the whistleblower's identity as well as the substance of the disclosure. Disclosure by the whistleblower can be done with confidentiality or anonymity. All information received from whistleblowers will be treated with confidentiality.

PERLINDUNGAN BAGI PELAPOR (WHISTLEBLOWER)

Bank memberikan perlindungan kepada *whistleblower* dari tindakan balasan pihak yang dilaporkan dan/atau pihak lain yang memiliki kepentingan. Bank akan mengambil langkah-langkah yang diperlukan untuk melindungi *whistleblower* dari tindakan yang merugikan termasuk segala bentuk tindakan yang merugikan terhadap orang-orang yang terlibat dalam proses investigasi.

PROTECTION FOR WHISTLEBLOWERS

The Bank provides protection for whistleblowers from retaliation by reported parties and/or other parties that have interests. The Bank will take the steps necessary to protect whistleblowers from adverse actions including all forms of adverse actions against people involved in the investigation process.

PENANGANAN LAPORAN

Investigasi terhadap laporan yang diterima akan dilakukan secara adil. Laporan akan diinvestigasi dengan menghubungi *Whistleblower* untuk mendapatkan informasi dan bukti atau informasi yang lebih lengkap jika diperlukan.

REPORTING HANDLING

Investigation of reports received will be carried out fairly. Reports will be investigated by contacting the Whistleblower to obtain information and evidence or more complete information if needed.

SALURAN WHISTLEBLOWER

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

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

WHISTLEBLOWER CHANNELS

PT Bank Commonwealth has provided communication channels for whistleblowers, namely:

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

PENGADUAN YANG DITERIMA

Jumlah dan status pengaduan yang diterima oleh Bank melalui whistleblowing system di 2019 adalah sebagai berikut:

COMPLAINTS RECEIVED

The number and status of complaints received by the Bank through the whistleblowing system in 2019 are as follows:

Status Pengaduan <i>Status of Complaint</i>	Jumlah Pengaduan <i>Number of Complaints</i>	
	2019	2018
Dalam proses tindak lanjut <i>In follow-up process</i>	-	-
Sudah selesai <i>Settled</i>	6	4
Informasi saja/tidak ada temuan <i>Information only/No Finding</i>	1	4
Malpraktik <i>Misconduct</i>	5	-
Penyimpangan <i>Fraud</i>	-	-
Jumlah Pengaduan <i>Total Complaints</i>	6	4

PENGUNGKAPAN INFORMASI KEBIJAKAN REMUNERASI DALAM LAPORAN TAHUNAN

Disclosure of Remuneration Policy Information in Annual Report

PELAKSANAAN TATA KELOLA REMUNERASI DIREKSI DAN DEWAN KOMISARIS

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

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

Struktur remunerasi yang diberikan kepada Dewan Komisaris dan Direksi meliputi:

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.

Sementara struktur remunerasi yang diungkapkan paling kurang meliputi:

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:

GOVERNANCE IMPLEMENTATION OF BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS REMUNERATION

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 PT Bank Commonwealth internal policies contained in the Bank's Articles of Association, prevailing laws and regulations, as well as the consideration of Bank performance.

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.

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

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.*

Meanwhile, the remuneration structure disclosed at least includes:

1. *Remuneration package/policy and other facilities for members of the Boards of Commissioners and the Board of 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 the Board of Directors, at least include the number of members of the Boards of Commissioners and the Board of 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 2019 Total Received in 2019			
	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	4,343	6	43,330
Fasilitas lain dalam bentuk natura (perumahan, transportasi, asuransi kesehatan dan sebagainya) yang: Other non-natural facilities (housing, transportation, health insurance, and others) that:	2	820	6	2,301
a. Dapat dimiliki b. Tidak dapat dimiliki				
a. Can be owned b. Cannot be owned				
Total	2	5,163	6	45,631

Menurut tingkat penghasilan, jumlah anggota Dewan Komisaris dan Direksi yang menerima paket remunerasi di tahun 2019 adalah sebagai berikut:

Based on the classifications by income level, number of members of the Board of Commissioners and the Board of Directors receiving the remuneration package in 2019 are as follows:

Remunerasi per orang dalam satu tahun di 2019 Remuneration per person in one year in 2019	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	2	-
Di atas Rp1 miliar s/d Rp2 miliar Above Rp1 billion to Rp2 billion	-	-
Di atas Rp500 juta s/d Rp1 miliar Above Rp500 million to Rp1 billion	-	-
Di bawah Rp500 juta Below Rp500 million	-	-

REMUNERASI BERSIFAT VARIABEL

PT Bank Commonwealth memberikan remunerasi yang bersifat variabel dalam bentuk *Sign on Award* (untuk karyawan baru di tingkat jabatan atau pada kondisi tertentu), Bonus Kinerja Tahunan, Sales Incentive Performance (SIP) dan Skema Retensi.

VARIABLE REMUNERATION

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

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

The number of members of the Board of Directors and the Board of Commissioners as well as employees who received variable remunerations and their nominal for one year are as follows:

Remunerasi Bersifat Variabel Variable Remuneration	Jumlah Diterima dalam Satu Tahun Total Received in One Year							
	Direksi Board of Directors		Dewan Komisaris Board of Commissioners		Karyawan Employees		Total Total	
	Orang Number of People	Dalam Juta Rp In Millions of Rupiah	Orang Number of People	Dalam Juta Rp In Millions of Rupiah	Orang Number of People	Dalam Juta Rp In Millions of Rupiah	Orang Number of People	Dalam Juta Rp In Millions of Rupiah
Total	6	17.796	2	984	1251	65.357	1259	84.137

Jabatan dan Jumlah Material Risk Taker

Posisi-posisi yang dianggap menjadi *Material Risk Taker* terdiri dari:

Positions and Number of Material Risk Takers

Positions deemed as the *Material Risk Takers* consist of:

No.	Jabatan	Position
1.	Presiden Direktur	President Director
2.	Direktur Operations & IT	Director of Operations & IT
3.	Direktur Kepatuhan	Director of Compliance
4.	Direktur Retail & SME Business	Director of Retail & SME Business
5.	Direktur Human Resources	Director of Human Resources
6.	Direktur Risk	Director of Risk
7.	Chief of Finance	Chief of Finance

Rasio Gaji Tertinggi dan Terendah

Highest and Lowest Salary Ratio

Keterangan	Rasio Ratio	Description
Karyawan dengan gaji tertinggi dan terendah	83.3 : 1	Employees with the highest and lowest salaries
Direktur dengan gaji tertinggi dan terendah	2.5 : 1	Directors with the highest and lowest salaries
Komisaris dengan gaji tertinggi dan terendah	1 : 1	Commissioners with the highest and lowest salaries
Karyawan dan Direktur dengan gaji tertinggi	1.9 : 1	Employees and Directors with the highest salaries

Informasi Pemutusan Hubungan Kerja

Jumlah karyawan yang diputus hubungannya berjumlah 68 orang, dengan total pesangon yang dibayarkan sebesar Rp.11.376.917.549.

Work Relationship Information

The number of employees terminated is 68, with a total severance pay of Rp11,376,917,549

Jumlah Nominal Kompensasi yang Dibayarkan per Orang dalam Satu Tahun <i>Total Compensation Paid per Person in One Year</i>	Jumlah Karyawan <i>Number of Employees</i>
Di atas Rp1 miliar <i>Above Rp1 billion</i>	2
Di atas Rp500 juta s/d Rp1 miliar <i>Above Rp500 million to Rp1 billion</i>	3
Rp500 juta ke bawah <i>Below Rp500 million</i>	63

Remunerasi Bersifat Variabel yang Ditangguhkan

Informasi kebijakan dan informasi jumlah total yang dibayarkan selama satu tahun.

Deferred Variable Remuneration

Information of the policies and total amount paid in one year.

Rincian Jumlah Remunerasi dalam Satu tahun

Detail of Total Remuneration In One Year

Remunerasi yang Bersifat Tetap*) <i>Fixed Remuneration</i>		
Tunai <i>Cash</i>		20,703
Dihubungkan dengan opsi berbasis stock yang dikeluarkan oleh CBA <i>Linked to stock based options issued by CBA</i>		-
Remunerasi yang Bersifat Variabel*) <i>Variable Remuneration*)</i>		
	Tidak Ditangguhkan <i>Not Deferred</i>	Ditangguhkan <i>Deferred</i>
Tunai <i>Cash</i>	1,403	351
Saham/Instrumen yang berbasis saham yang diterbitkan Bank <i>Stock based instrument issued by the Bank</i>	6,031	3,016

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

Informasi Kuantitatif

Tidak terdapat sisa remunerasi yang masih ditangguhkan, baik yang terekspos penyesuaian implisit maupun eksplisit.

Quantitative Information

There was no remaining suspended remuneration either for implicit or explicit adjustment.

LAPORAN TATA KELOLA TERINTEGRASI Integrated Governance Report

TATA KELOLA TERINTEGRASI

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. PT Bank Commonwealth sebagai Entitas Utama dalam konglomerasi keuangan telah mengintegrasikan penerapan tata kelola yang baik pada Konglomerasi Keuangan CBA yang terdiri dari PT Bank Commonwealth, PT Commonwealth Life, dan First State Investments Indonesia.

Kebijakan tata kelola terintegrasi merupakan acuan bagi entitas dalam konglomerasi keuangan dalam menerapkan tata kelola integrase. Beberapa kebijakan terkait dengan penerapan tata kelola terintegrasi adalah:

- Kebijakan Tata Kelola Terintegrasi
- Kebijakan Manajemen Risiko Terintegrasi
- Kebijakan Kewajiban Penyediaan Modal Minimum Terintegrasi

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 aspek-aspek *governance structure*, *governance process*, dan *governance outcome*. Berikut hasil penilaian selama tahun 2019:

INTEGRATED GOVERNANCE

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

Report on Assessment of Integrated Governance Implementation

The assessment of integrated governance implementation is conducted by means of self-assessment twice each year. The assessment is completed with respect to three aspects: governance structure, governance process and governance outcome. The following are the results of the assessment conducted during 2019:

Hasil Penilaian Sendiri Pelaksanaan Tata Kelola Terintegrasi Self Assessment Result Integrated Governance Implementation	
Entitas Utama <i>Prime Entity</i>	: PT Bank Commonwealth
Posisi <i>Position</i>	: Desember 2019/December 2019

Peringkat <i>Rank</i>	Definisi Peringkat <i>Ranking Definition</i>
2	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. <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>

Peringkat Rank	Definisi Peringkat Ranking Definition
Analisis	Analysis

Governance Structure

1. Anggota Direksi dan Dewan Komisaris Entitas Utama (PT Bank Commonwealth) telah memenuhi persyaratan integritas, kompetensi, dan reputasi keuangan. Seluruh anggota Direksi dan Dewan Komisaris telah lulus fit and proper test dan memperoleh persetujuan OJK.
2. Anggota Dewan Komisaris dan Direksi berasal dari kalangan profesional dan memiliki pengalaman dan pengetahuan perbankan maupun lembaga keuangan, serta memiliki pemahaman atas risiko-risiko yang ada pada di industri perbankan maupun keuangan.
3. Komite Tata Kelola Terintegrasi memiliki pedoman (charter) yang mengatur kriteria, keanggotaan, rapat dan tugas dan tanggung jawab komite.
4. Satuan kerja terintegrasi (SKKT, SKAIT dan SKMRT) pada entitas utama independen dari unit kerja operasional yang didukung dengan sumber daya manusia yang memiliki kualitas dan jumlah yang memadai sesuai dengan kompleksitas bisnis PT Bank Commonwealth.
5. Entitas Utama telah memiliki struktur organisasi yang memadai untuk mendukung Penerapan Manajemen Risiko Terintegrasi antara lain dengan adanya Komite Manajemen Risiko Terintegrasi (KMRT) dan Satuan Kerja Manajemen Risiko Terintegrasi (SKMRT).
6. Kebijakan Tata Kelola Terintegrasi disusun sesuai dengan ketentuan OJK yang mencakup Kerangka Tata Kelola Terintegrasi bagi Entitas Utama dan entitas dalam Konglomerasi Keuangan.

Governance Process

1. Direksi PT Bank Commonwealth melakukan pemantauan dan evaluasi pelaksanaan tata kelola terintegrasi melalui rapat Direksi Entitas Utama pada tanggal 19 Agustus 2019.
2. Dewan Komisaris Entitas Utama melakukan pengawasan terhadap Pelaksanaan Tata Kelola Terintegrasi dalam Konglomerasi Keuangan melalui rapat Komite Tata Kelola Terintegrasi yang diselenggarakan pada tanggal 3 September 2019.
3. SKAIT, SKKT dan SKMRT melakukan koordinasi dan komunikasi dengan unit-unit terkait pada PTCL dan FSII secara berkala.
4. SKMRT melakukan pemantauan atas kecukupan Penerapan Manajemen Risiko Terintegrasi pada entitas dalam Konglomerasi Keuangan. Proses identifikasi, pengukuran, pemantauan dan pengendalian risiko secara terintegrasi yang meliputi 10 (sepuluh) jenis risiko yaitu risiko kredit, pasar, likuiditas, operasional, hukum, reputasi, strategik, kepatuhan, transaksi intra-grup dan asuransi dilakukan oleh masing-masing fungsi terkait pada Entitas Utama.
5. Entitas Utama dan entitas dalam Konglomerasi Keuangan menerapkan tata kelola perusahaan dengan mengacu pada peraturan tentang tata kelola dan Kerangka Pedoman Tata Kelola Terintegrasi.

Governance Outcome

1. Pedoman Tata Kelola Terintegrasi mengacu pada ketentuan yang mencakup antara lain prinsip-prinsip Tata Kelola, Pedoman Perilaku, Rapat Umum Pemegang Saham, Direksi, Dewan Komisaris, Komite, Stakeholder, dan Pelaporan.
2. Hasil rapat Dewan Komisaris Entitas Utama dan Komite Tata Kelola Terintegrasi termasuk Direksi Entitas Utama dituangkan dalam risalah rapat dan didokumentasikan dengan baik.
3. Satuan Kerja Terintegrasi (Satuan Kerja Kepatuhan, Satuan Kerja Audit dan Satuan Kerja Manajemen Risiko) telah melaksanakan tugas dan tanggung jawabnya terkait dengan pelaksanaan tata kelola terintegrasi.
4. Direksi Entitas Utama melakukan pengawasan terhadap Penerapan Manajemen Risiko Terintegrasi melalui rapat Komite Manajemen Risiko Terintegrasi yang diadakan setiap semester.
5. Risiko material yang timbul dalam Konglomerasi Keuangan dibahas oleh manajemen pada rapat Komite Manajemen Risiko Terintegrasi, dimana tindak lanjut, perbaikan dan pertanggung jawabannya dilaporkan kepada Dewan Komisaris dan rapat Komite Tata Kelola Terintegrasi.
6. Peringkat Profil Risiko Terintegrasi pada periode Semester II 2019 adalah peringkat 2 (*Low to Moderate*) yang menunjukkan kemampuan Konglomerasi Keuangan dalam mengelola risiko inheren yang baik dan Kualitas Penerapan Manajemen Risiko yang memadai.
7. Entitas Utama dan entitas dalam Konglomerasi Keuangan telah menerapkan prinsip-prinsip tata kelola yang baik yang tercermin pada peringkat komposit hasil penilaian (self-assessment) pelaksanaan tata kelola terintegrasi semester II 2019 adalah 2 (dua).

Governance Structure

1. *Members of the Board of Directors and Board of Commissioners of the Prime Entity (PT Bank Commonwealth) have met the requirements of integrity, competence and financial reputation. All members of the Board of Directors and the Board of Commissioners have passed the fit and proper test and has obtained OJK approval.*
2. *Members of the Board of Commissioners and Board of Directors come from professionals and have experience and knowledge of banks and financial institutions, and have an understanding of the risks that exist in the banking and financial industries.*
3. *The Integrated Governance Committee has guidelines (charter) which govern the criteria, membership, meetings and duties and responsibilities of the committee.*
4. *Integrated work units (SKKT, SKAIT and SKMRT) in the Prime Entity are independent from operational work units supported by human resources who have adequate quality and quantity in accordance with PT Bank Commonwealth business complexity.*
5. *The Prime Entity has an adequate organizational structure to support the Implementation of Integrated Risk Management, among others by the existence of Integrated Risk Management Committee (KMRT) and the Integrated Risk Management Work Unit (SKMRT).*
6. *The Integrated Governance Policy is prepared in accordance with the provisions of FSA which includes an Integrated Governance Framework for the Prime Entity and entities in Financial Conglomerate.*

Governance Process

1. *The Board of Directors of PT Bank Commonwealth has monitored and evaluated the implementation of integrated governance through the Board of Directors meeting of the Prime Entity on 19 August 2019.*
2. *The Board of Commissioners of the Prime Entity supervises the Implementation of Integrated Governance in Financial Conglomerate through Integrated Governance Committee meeting held on 3 September 2019.*
3. *SKAIT, SKKT and SKMRT periodically coordinate and communicate with related units at PTCL and FSII.*
4. *SKMRT monitors the adequacy of Implementation of Integrated Risk Management for entities in Financial Conglomerate. The process of identifying, measuring, monitoring and controlling risks in an integrated manner covering 10 (ten) types of risks namely credit, market, liquidity, operational, legal, reputation, strategic, compliance, intra-group transaction and insurance risks conducted by each related function to the Prime Entity.*
5. *The Prime Entity and entities in the Financial Conglomerate implement corporate governance by referring to governance regulations and the Integrated Governance Guidelines Framework.*

Peringkat Rank	Definisi Peringkat Ranking Definition
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Analisis
Analysis

Governance Outcome

- The Integrated Governance Guidelines refer to the provisions which include among others the principles of Governance, Code of Conduct, General Meeting of Shareholders, Board of Directors, Board of Commissioners, Committees, Stakeholders, and Reporting.
- The meetings results of the Board of Commissioners of the Prime Entity and Integrated Governance Committee including the Board of Directors of the Prime Entity are set forth in the minutes of the meeting and are well documented.
- The Integrated Work Unit (Compliance Work Unit, Audit Work Unit and Risk Management Work Unit) have conducted their duties and responsibilities related to the implementation of integrated governance.
- The Board of Directors of the Prime Entity supervises the Implementation of Integrated Risk Management through Integrated Risk Management Committee meetings held every semester.
- Material risks in the Financial Conglomerate are discussed by management at the Integrated Risk Management Committee meeting, where follow-up, improvement and accountability are reported to the Board of Commissioners and the Integrated Governance Committee meeting.
- The Integrated Risk Profile Rating in the Second Semester 2019 period is ranked 2 (Low to Moderate) which shows the ability of Financial Conglomerate to manage inherently good risks and the Quality of Adequate Risk Management Implementation.
- The Prime Entity and entities in Financial Conglomeration have applied the principles of good governance reflected in composite ranking the assessment results (self-assessment) of the integrated governance implementation in the second semester of 2019 is 2 (two).

STRUKTUR KONGLOMERASI KEUANGAN

Sampai dengan akhir Desember 2019 tidak terdapat perubahan komposisi konglomerasi keuangan Commonwealth Bank of Australia (CBA) yang terdiri dari PT Bank Commonwealth, PT Commonwealth Life dan PT First State Investments Indonesia.

STRUCTURE OF FINANCIAL CONGLOMERATE

As of the end of December 2019, there was no change in share ownership of the entities of Commonwealth Bank of Australia financial conglomerate, which includes PT Bank Commonwealth, PT Commonwealth Life dan PT First State Investments Indonesia.

STRUKTUR KEPEMILIKAN SHAREHOLDERS COMPOSITION

Struktur Kepemilikan Saham Bank Commonwealth per Desember 2019 Structure of PT Bank Commonwealth Shareholders as of December 2019

No.	Nama Name	Jumlah Saham Shareholders	Persentase 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 2019 Structure of PT Commonwealth Life's Shareholders as of December 2019

No.	Nama Name	Jumlah Saham Shareholders	Persentase 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 Investments Indonesia per Desember 2019 Structure of PT First State Investments Indonesia Shareholders as of December 2019

No.	Nama Name	Jumlah Saham Shareholders	Persentase 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

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 susunan Direksi dan Dewan Komisaris masing-masing entitas dalam konglomerasi keuangan:

PT Bank Commonwealth

Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1. Lauren Sulistiawati (Presiden Direktur/President Director)	1. David Cohen (Presiden Komisaris/President Commissioner)
2. Ida Apulia Simatupang* (Direktur Human Resources/Director of Human Resources)	2. Stephen Vile (Wakil Presiden Komisaris/Vice President Commissioner)
3. Rustini Dewi (Direktur Retail & SME Business/Director of Retail & SME Business)	3. Suwartini (Komisaris Independen/Independent Commissioner)
4. Tjioe Mei Tjuen** (Direktur Operations & IT/Director of Operations & IT)	4. Khairil Anwar (Komisaris Independen/Independent Commissioner)
5. Rajeev Bhatnagar*** (Direktur Risiko/Director of Risk)	
6. Thio Sucy (Direktur Kepatuhan/Director of Compliance)	

*) Tjioe Mei Tjuen telah mengajukan pengunduran diri efektif sejak tanggal 12 Maret 2020.

**) Ida Apulia Simatupang telah mengajukan pengunduran diri efektif sejak tanggal 31 Maret 2020.

***) Rajeev Bhatnagar telah mengajukan pengunduran diri efektif sejak tanggal 17 Januari 2020.

*) Tjioe Mei Tjuen has submitted an effective resignation since 12 March 2020.

**) Ida Apulia Simatupang has submitted an effective resignation since 31 March 2020.

***) Rajeev Bhatnagar tendered resignation effective on 17 January 2020

PT Commonwealth Life

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

First State Investments Indonesia

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

ORGAN TATA KELOLA TERINTEGRASI

Direksi Entitas Utama

Direksi entitas utama memiliki integritas, kompetensi dan reputasi keuangan yang baik dan telah lulus fit and proper serta mendapat persetujuan OJK. Direksi memiliki pengetahuan yang memadai 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.

MANAGEMENT STRUCTURE

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:

PT Bank Commonwealth

Direksi Board of Directors	Dewan Komisaris Board of Commissioners
1. Lauren Sulistiawati (Presiden Direktur/President Director)	1. David Cohen (Presiden Komisaris/President Commissioner)
2. Ida Apulia Simatupang* (Direktur Human Resources/Director of Human Resources)	2. Stephen Vile (Wakil Presiden Komisaris/Vice President Commissioner)
3. Rustini Dewi (Direktur Retail & SME Business/Director of Retail & SME Business)	3. Suwartini (Komisaris Independen/Independent Commissioner)
4. Tjioe Mei Tjuen** (Direktur Operations & IT/Director of Operations & IT)	4. Khairil Anwar (Komisaris Independen/Independent Commissioner)
5. Rajeev Bhatnagar*** (Direktur Risiko/Director of Risk)	
6. Thio Sucy (Direktur Kepatuhan/Director of Compliance)	

*) Tjioe Mei Tjuen telah mengajukan pengunduran diri efektif sejak tanggal 12 Maret 2020.

**) Ida Apulia Simatupang telah mengajukan pengunduran diri efektif sejak tanggal 31 Maret 2020.

***) Rajeev Bhatnagar telah mengajukan pengunduran diri efektif sejak tanggal 17 Januari 2020.

*) Tjioe Mei Tjuen has submitted an effective resignation since 12 March 2020.

**) Ida Apulia Simatupang has submitted an effective resignation since 31 March 2020.

***) Rajeev Bhatnagar tendered resignation effective on 17 January 2020

PT Commonwealth Life

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

First State Investments Indonesia

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

INTEGRATED GOVERNANCE STRUCTURE

Board of Directors of Prime Entity

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

Duties and Responsibilities of the 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 2019

Direksi Entitas Utama telah melaksanakan tugasnya terkait dengan penerapan tata kelola dalam konglomerasi keuangan. Selama tahun 2019, Direksi Entitas Utama telah menyelenggarakan 2 (dua) kali rapat. Satuan Kerja Terintegrasi yang terdiri dari Satuan Kerja Kepatuhan Terintegrasi, Satuan Audit Intern Terintegrasi, dan Satuan Manajemen Risiko Terintegrasi telah melakukan komunikasi dan koordinasi dengan masing-masing fungsi pada entitas dalam konglomerasi keuangan. Satuan Kerja Terintegrasi telah menyampaikan pelaksanaan tugasnya kepada Direksi melalui rapat Direksi Entitas Utama. Direksi Entitas Utama 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 2019

Pengawasan atas pelaksanaan tata kelola terintegrasi pada konglomerasi keuangan telah dilakukan oleh Dewan Komisaris Entitas Utama melalui rapat Dewan Komisaris. Dewan Komisaris telah melakukan tugas dan tanggung jawabnya melalui rekomendasi kepada Direksi Entitas Utama, antara lain:

- Pelaksanaan penilaian self-assessment tata kelola terintegrasi;
- Pelaksanaan tugas Satuan Kerja Terintegrasi yaitu Satuan Kerja Audit Intern Terintegrasi, Satuan Kerja Kepatuhan Terintegrasi dan Satuan Manajemen Risiko Terintegrasi;
- Progres pelepasan kepemilikan saham Commonwealth Bank Australia pada PT Commonwealth Life.

Komite Tata Kelola Terintegrasi

Pembentukan Komite Tata Kelola Terintegrasi dilakukan melalui Surat Keputusan Direksi No. SK-DIR/001/CBA-EU/2015 tanggal 22 Desember 2015 dan 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 yaitu PT Bank Commonwealth, Komisaris Independen PT Commonwealth Life dan Komisaris Independen PT First State Investments Indonesia serta Pihak Independen Entitas Utama.

Implementation of Duties and Responsibilities of the Board of Directors of Prime Entity in 2019

The Prime Entity Board of Directors has carried out its duties related to the implementation of governance in financial conglomerates. During 2019, the Board of Directors of the Prime Entity held 2 (two) meetings. The Integrated Work Unit consisting of the Integrated Compliance Work Unit, the Integrated Internal Audit Unit, and the Integrated Risk Management Unit has carried out communication and coordination with each function in the entities in the financial conglomerate. The Integrated Work Unit has conveyed the implementation of its duties to the Directors through a meeting of the Directors of the Prime Entity. The Prime Entity Board of Directors has also followed up on the recommendations or direction by the Board of Commissioners regarding the implementation of integrated governance.

The 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 the 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 continuous improvements.

Implementation of the Duties and Responsibilities of the Board of Commissioners of the Prime Entity in 2019

Supervision of the implementation of integrated governance in the financial conglomerate has been carried out by the Board of Commissioners of the Prime Entity through a Board of Commissioners meeting. The Board of Commissioners has carried out its duties and responsibilities through recommendations to the Board of Directors of the Prime Entity, including:

- Implementation of integrated governance self-assessment;
- Implementation of Integrated Work Unit tasks, namely Integrated Internal Audit Work Unit, Integrated Compliance Work Unit and Integrated Risk Management Unit;
- Progress in releasing Commonwealth Bank Australia shares ownership in PT Commonwealth Life.

Integrated Governance Committee

The Integrated Governance Committee was formed pursuant to the Board of Directors' Decision Letter No. SKDIR/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 the Integrated Governance Committee

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

No	Nama Name	Jabatan Position
1	Suwartini – Komisaris Independen PT Bank Commonwealth <i>Independent Commissioner of PT Bank Commonwealth</i>	Ketua Komite <i>Chairperson 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 First State Investments Indonesia dan Pihak Independen PT Bank Commonwealth <i>Independent Commissioner of 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 Tata Kelola 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

Komite Tata Kelola Terintegrasi telah menyelenggarakan rapat selama tahun 2019 yang dihadiri oleh seluruh anggota komite dan undangan. Rapat tersebut membahas antara lain:

- Penerapan tata kelola terintegrasi dalam konglomerasi keuangan yang tercermin pada hasil self-penilaian tata kelola terintegrasi semester I dan semester II 2019;
- Laporan Satuan Kerja Terintegrasi;
- Hal-hal lain terkait dengan penerapan tata kelola terintegrasi seperti pemenuhan terhadap ketentuan tata kelola pada masing-masing industri.

Komite Manajemen Risiko Terintegrasi

PT 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 ditetapkan dengan memperhatikan keterwakilan masing-masing sektor jasa keuangan.

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

- a. Memberikan rekomendasi kepada Direktur Entitas Utama

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 the Duties and Responsibilities of the Integrated Governance Committee

The Integrated Governance Committee held a meeting during 2019 which was attended by all committee members and invitees. The meeting discussed, among others:

- Implementation of integrated governance in financial conglomerates which was reflected in the results of self-assessment of integrated governance in semester I and semester II 2019;
- Integrated Work Unit Report;
- Other matters related to the implementation of integrated governance such as compliance with governance provisions in each industry.

Integrated Risk Management Committee

As the Prime Entity, PT Bank Commonwealth 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 accordance with the stipulated provisions by taking into account the representation of each financial service sector.

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

- a. Provide recommendations to the Prime Entity's Director

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:
 - Laporan Profil Risiko, baik secara individu Lembaga Jasa Keuangan maupun profil risiko secara terintegrasi dengan perusahaan terelasi.
 - Laporan lainnya terkait dengan pengelolaan 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 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 enam bulan.

Komite Manajemen Risiko Terintegrasi telah menyelenggarakan dua kali rapat selama 2019. 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 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.

SATUAN KERJA KEPATUHAN TERINTEGRASI (SKKT)

Sebagai bagian dari penerapan tata kelola terintegrasi, PT Bank Commonwealth memiliki Satuan Kerja Kepatuhan Terintegrasi yang didukung dengan sumber daya manusia dengan kompetensi dan pengalaman yang memadai. Satuan Kerja Kepatuhan Terintegrasi merupakan satuan kerja yang independen dan bertanggung jawab langsung kepada Direktur Kepatuhan PT Bank Commonwealth.

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 2019

- Melakukan komunikasi dan koordinasi dengan fungsi kepatuhan masing-masing entitas dalam konglomerasi keuangan.
- Melakukan penilaian risiko kepatuhan terintegrasi dan menyusun laporan profil risiko kepatuhan terintegrasi.
- Melakukan koordinasi dengan unit-unit terkait dan entitas dalam

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:
 - Individual Risk Profile Reports for Financial Services Institutions and integrated risk profiles with related companies.
 - 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 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 six months.

The Integrated Risk Management Committee held two meetings in 2019. 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 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)

As part of implementing integrated governance, Commonwealth Bank has an Integrated Compliance Work Unit that is supported by human resources with adequate competence and experience. The Integrated Compliance Work Unit is an independent work unit and reports directly to the Compliance Director of PT Bank Commonwealth.

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 2019

- Communicate and 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

konglomerasi keuangan dalam penyusunan laporan penilaian sendiri (self-assessment) tata kelola terintegrasi dan laporan tata kelola tata kelola terintegrasi.

Satuan Manajemen Risiko Terintegrasi

PT Bank Commonwealth sebagai Entitas Utama memiliki Satuan Kerja Manajemen Risiko Terintegrasi (SKMRT) yang independen dari satuan kerja operasional lainnya dan bertanggung jawab 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 2019

- 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;
- 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 PT 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 2019

- 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, topik terkini terkait dengan industri, dan lainnya.

conglomerate in terms of preparing integrated governance self-assessment report and integrated governance governance report.

Integrated Risk Management Unit

As the Prime Entity, PT Bank Commonwealth 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 2019:

- *Coordinated with entities in the financial conglomerate regarding the implementation of the risk management function;*
- *Assessed the financial conglomerate's risk profile, the level of integrated risk of each risk, and compile a semiannual integrated risk profile report;*
- *Reviewed risk profile reports submitted by entities within the financial conglomerate;*
- *Monitored 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 PT Bank Commonwealth 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 2019

- *Monitored 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 coordinating with LJK representatives to discuss matters such as recent developments, findings, current topics related to industry, and others*

Kebijakan Transaksi Intra-Grup

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 PT 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.

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.

Intra-Group Transaction Policy

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 are PT Bank Commonwealth, 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.

The management process of the Intra- Group Transaction Risk starts with identifying the composition of intragroup 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 noncompliance 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.