




CHAPTER IV COMPANY CULTURE, CONFLICT OF INTEREST, AND WORK TIME/WORK ETHICS

Article 16

Company Culture and Conflict of Interest

1. In performing its duties and exercising its authorities, the Board of Directors shall act in good faith and prioritize the interests of the Company above personal interests, while upholding the Company's Core Values and Primary Behaviors
2. The Board of Directors shall implement the principles of Good Corporate Governance in the Bank, by observing prudential banking principles, professional code of ethics and code of conduct, national and international banking conventions, and ensuring compliance with prevailing laws and regulations as well as banking-related provisions.
3. The Board of Directors must avoid any form of conflict of interest in carrying out the Company's management duties. However, when a decision must still be made, the Directors shall prioritize the Company's economic interests and prevent any potential loss or reduction in the Company's profits, while disclosing the conflict of interest in every decision made.
4. In the event of a conflict of interest, members of the Board of Directors are required to disclose the conflict of interest in every decision that involves or meets the conditions of such conflict.
5. The disclosure of conflict of interest as referred to in paragraph (4) shall be documented in the minutes of the meeting, which must at least include the name of the party having the conflict of interest, the principal issue of the conflict, and the basis for the decision-making considerations.
6. In addition to disclosing conflicts of interest as referred to in paragraph (4), members of the Board of Directors are prohibited from taking any actions that may potentially harm the Company or diminish the Company's profits.
7. The implementation of the Code of Conduct is carried out through the establishment of an Integrity Pact and an Annual Disclosure, aimed at identifying, mitigating, and managing any violations of the Code of Conduct, including potential conflicts of interest that may arise within the Company as a result of the Company's business activities, with the following explanations :
 - a. *Identification* is the process of recognizing, analyzing, assessing, and determining the potential risk of Code of Conduct violations in every activity or action that may harm the Company, either financially or non-financially.
 - b. *Mitigation* is the process of controlling the risk of Code of Conduct violations with the objective of minimizing the level of violations that may occur.
 - c. *Managing* refers to the process of appropriately and effectively addressing potential violations in order to control their impact, minimize losses, and prevent recurrence.
8. Members of the Board of Directors are prohibited from:
 - a. Using the Company for personal, familial, or third-party interests that may harm or reduce the Company's profits.
 - b. Obtaining personal benefits from the Company beyond remuneration and facilities approved by the GMS.
 - c. Holding concurrent positions other than those permitted by applicable laws and regulations.
 - d. Individually or jointly holding 25% (twenty-five percent) or more of the paid-up capital in another company.
 - e. Having a blood relationship up to the third degree with other members of the Board of Directors and/or members of the Board of Commissioners.

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- f. Granting a general power of attorney to another party that results in the delegation or transfer of the duties and responsibilities of the Board of Directors.
 - g. Engaging individual advisors and/or professional services as experts/consultants that are not in accordance with applicable regulations.
9. Members of the Board of Directors are required to disclose the remuneration and other facilities as referred to in paragraph (8) point b, in accordance with the OJK Regulation on the Implementation of Governance in Remuneration for Commercial Banks.
 10. Each member of the Board of Directors must not give, offer, or receive, either directly or indirectly, anything of value to or from government officials and/or other parties that may influence, or as a reward for actions taken, in accordance with the prevailing laws and regulations.
 11. Each member of the Board of Directors is obligated to report and ensure that all mandatory disclosures of State Official Wealth Reports (LHKPN) to the competent government authority are complied with by all designated reporting parties within the Company.
 12. The Board of Directors must carry out awareness and ensure the execution of the gratification control program in line with prevailing legal provisions.
 13. Each member of the Board of Directors is required to sign an Integrity Pact and Annual Disclosure upon appointment, and to re-sign it annually and whenever the Director undertakes a transactional action that requires the approval of the Board of Commissioners, the General Meeting of Shareholders (GMS), and/or the Minister.

Article 17 Working Hours

1. The Company's working days are from Monday to Friday, or five (5) working days per week.
2. The Company's working hours shall follow the working hours stipulated by the Company's internal regulations.
3. Working hours beyond those stated in paragraphs (1) and (2) shall be considered overtime. Overtime worked on public holidays shall be treated the same as overtime on regular working days. Any decisions made during such extended working hours shall remain valid and binding.
4. Absence of a member of the Board of Directors due to illness, leave, vacation, or official business travel, both domestic and international, must be notified to the Board of Directors by informing the designated Alternate Director in accordance with the provisions stipulated in the Board of Directors' Resolution on the Division of Duties and Authorities of the Board Members and the Appointment of Alternate Directors and SEVPs.

CHAPTER V COMMITTEE

Article 18

1. The Committee is a body established by the Board of Directors to support the effective implementation of the duties of the Board of Directors.
2. The Committee shall comprise a permanent Executive Committee and other ad hoc committees established as needed.
3. The organization, membership, duties, authorities, responsibilities, and working mechanisms of the Executive Committee are stipulated in a separate Board of Directors' Resolution, while other temporary (ad hoc) committees are regulated in a separate Board of Directors' Resolution or in the Company's internal regulations.