

and prudently, in the interest and business of the Company with due observance of the prevailing legislation.

6. a. Each member of the Board of Directors shall be jointly and severally responsible for any losses suffered by the Company caused by fault or negligence of the members of the Board of Directors in carrying out his/her/their duties.
- b. any members of the Board of Directors shall not be held responsible for any losses suffered by the Company as referred to in letter a, if he/she/they can proof that:
 - 1) The lost is not due to his/her/their mistake or negligence;
 - 2) He/she/they has performed the management in good faith, full of responsibility and prudently, acts in the interest of and in accordance with the Company's purposes and objectives;
 - 3) He/she/they has no direct or indirect conflict of interest on the actions which result in a loss, and
 - 4) He/she/they has taken action to prevent the losses or further losses.
7. The following actions of the Board of Directors mention below must obtain prior written approval from the Board of Commissioners:

- a. To dispose/transfer and or pledging the Company's asset with criteria and amount exceeding a certain amount as stipulated by the Board of Commissioners Meeting, by taking into account of the provisions in the field of Capital Market and in the banking sector;
- b. To enter into any cooperation with any legal entity or other party, in the form of Joint Operation (KSO), Business Cooperation (KSU), Licensed Cooperation, Build, Operate and Transfer (BOT), Build, Transfer and Operate (BTO), Build, Operate and Own (BOO) and other agreements that have same nature, the period and amount of which shall not exceed the period and amount as stipulated by the Board of Commissioners;
- c. To determine and change the Company's logo;
- d. To determine organizational structure 1 (one) level below the Board of Directors;
- e. To make capital participation, release capital investment including changes in capital structure at certain amount as stipulated by the Board of Commissioners in other company, subsidiary company, and joint venture company is not within the framework of recovering the Company receivables by taking into account all laws and regulations in the field of Capital Market;
- f. To establish subsidiary company and/or joint venture company at certain amount as stipulated by the Board of

- Commissioners; with due observance of the provision of laws and regulations in the field of Capital Market;
- g. To propose the Company's representative for a candidate member of the Board of Directors and the Board of Commissioners with the subsidiary company that provides significant contribution and/or has a strategic value to the Company with the qualification and/or criteria as stipulated by the Board of Commissioners;
 - h. To merge, amalgamation, acquisition, spin off and dissolution the subsidiary and the joint venture company at certain amount as stipulated by the Board of Commissioners with due observance of the provision of laws and regulations in the field of Capital Market;
 - i. To perform any action that falls into material transaction criteria as stipulated by laws and regulations in the field of Capital Market at certain amount as determined by the Board of Commissioners, except such action is a material transaction which exempted under laws and regulations in the field of Capital Market;
 - j. To perform any action that has not been set forth in the Company's Work Plan and Budget;
 - k. To perform any action to transfer including to sell, to relinquish the rights to collect and/or not to collect of:

- 1) The non-performing principal of receivables which have been written off within the purpose of credit settlement, either in whole or in partially;
- 2) The difference between the non-performing principal of receivables which has been written off and the assignment value including disposal or the value of right relinquishment

shall be executed based on the policy of the Board of Directors which has been approved by the Board of Commissioners and within the ceiling (limit) of the written-off amount of receivables determined by the GMS which shall remain applicable until the determination of the new ceiling (limit) by the GMS.

8. a. The limitation and/or criteria determined by the Board of Commissioners for the matters as stated in paragraph (7) letter a, b, e, f, g and h of this Article shall be performed after obtaining approval from Series A Dwiwarna Shareholder.
- b. The approval from the Board of Commissioners in respect to paragraph (7) letter a, b, e, f, g and h of this Article with certain limit and/or criteria shall be set after obtaining approval from Series A Dwiwarna Shareholder.
- c. The action of the Board of Directors as mention in paragraph (7) letter b, to the extent that the activity is a

common activity in banking industry is not require to have approval from the Board of Commissioners, Series A Dwiwarna Shareholder and/or GMS with due observance of the provision of laws and regulations.

9. Within a period of no later than 30 (thirty) days upon the receive of application or the explanation and the complete document from the Board of Directors, the Board of Commissioners shall make the decision as referred to in paragraph (8).

10. The Board of Directors shall be required to have an approval from the GMS to:

- a. transfer the Company's asset in the relevant financial year with the amount of Company's asset being assigned; or
- b. Put the Company's asset as collateral so that the value of the Company's asset being collateralized;

which shall constitute more than 50% (fifty percent) of the total Company's net worth in 1 (one) or more transaction, either separate or related transactions, unless the said actions are executed as the implementation of the Company's business activity, pursuant to Article 3 with due observance to the provisions in Companies Law.