

DECISION OF THE BOARD OF DIRECTORS

PT BANK SYARIAH INDONESIA Tbk.

NO. 01/006-KEP/DIR

ABOUT

RULES OF CONDUCT OF THE BOARD OF DIRECTORS

PT BANK SYARIAH INDONESIA Tbk

DIRECTORS OF PT BANK SYARIAH INDONESIA Tbk

Considering

1. That the laws and regulations require the implementation of Good Corporate Governance in the implementation of company management;
2. That as a follow-up to the implementation of the principles of Good Corporate Governance, the Bank has prepared the Code of Conduct of the Board of Directors of PT BANK SYARIAH INDONESIA Tbk;
3. That in connection with the development of the organization of PT BANK SYARIAH INDONESIA Tbk, the Bank needs to make adjustments to the Code of Conduct of the Board of Directors;
4. That based on the above considerations, such adjustments need to be set forth in a Decree of the Board of Directors

Remember

1. Law No. 40 of 2007 on Limited Liability Companies;
2. Law No. 21 of 2008 on Sharia Banking;
3. Bank Indonesia Regulation (PBI) No.11/3/PBI/2009, dated January 29, 2009 concerning Islamic Commercial Banks;
4. Bank Indonesia Regulation (PBI) No.11/33/PBI/2009, dated January 7, 2009 on the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units;
5. Financial Services Authority Regulation (POJK) No. 65/POJK.03/2016, dated December 23, 2016 regarding the Implementation of Risk Management for Sharia Commercial Banks and Sharia Business Units;
6. Financial Services Authority Regulation No. 46/POJK.03/2017 regarding Implementation of Compliance Function of Commercial Banks;
7. Articles of Association of PT BANK SYARIAH INDONESIA Tbk. and its amendments;
8. Risk Management Policy of PT BANK SYARIAH INDONESIA Tbk;
9. Internal Control System Policy of PT BANK SYARIAH INDONESIA Tbk;

10. Corporate Governance Policy of PT BANK SYARIAH
INDONESIA Tbk.

Take Note

1. Resolution of the Extraordinary GMS of PT BRISyariah Tbk dated December 15, 2020;
2. Decree of the Board of Directors of PT BANK SYARIAH INDONESIA Tbk. No. 01/003-KEP/DIR dated February 1, 2021 concerning the Organizational Structure of PT BANK SYARIAH INDONESIA Tbk.;
3. Decree of the Board of Directors of PT BANK SYARIAH INDONESIA Tbk. No.01/004-KEP/DIR dated February 1, 2021 concerning the Division of Duties and Authorities of Members of the Board of Directors and SEVP;
4. Decree of the Board of Directors of PT BANK SYARIAH INDONESIA Tbk. No. 01/005-KEP/DIR dated February 1, 2021 concerning Alternate Directors & SEVP of PT BANK SYARIAH INDONESIA Tbk.

DECIDE

Establish

**RULES OF PROCEDURE FOR THE BOARD OF
DIRECTORS OF PT BANK SYARIAH INDONESIA TBK**

Chapter I

GENERAL CONDITIONS

Article 1

In this provision, what is meant by:

1. Bank shall be PT BANK SYARIAH INDONESIA Tbk.
2. Articles of Association shall mean the Articles of Association of the Bank and its amendments.
3. Board of Directors means the Board of Directors of the Bank as referred to in the Articles of Association.
4. Board of Commissioners shall be the Commissioners of the Bank as referred to in the Articles of Association.

Chapter II

AUTHORITY TO ACT

Article 2

Authority to Represent

1. The Board of Directors is entitled to represent the Bank in and out of Court on all matters and in all events, binding the Bank with other parties and other parties with the Bank.
2. The President Director is entitled and authorized to act for and on behalf of the Board of Directors to represent the Bank.
3. In the absence or disability of the President Director for any reason, which need not be proven to a third party, the Vice President Director is authorized to act for and on behalf of

the Board of Directors on behalf of the Bank. If the Vice President Director is absent or absent for any reason, which need not be proven to a third party, the Vice President Director shall appoint in writing a member of the Board of Directors who is authorized to represent the Bank.

If the GMS does not appoint a Vice President Director, then in the event that the President Director is absent or absent for any reason, the matter need not be proven to a third party, the President Director shall appoint in writing a member of the Board of Directors who is authorized to act for and on behalf of the Board of Directors to represent the Bank. In the event that the President Director does not make an appointment, the longest serving member of the Board of Directors is authorized to act for and on behalf of the Board of Directors on behalf of the Bank.

4. For the smooth implementation of daily tasks, the Board of Directors may authorize all actions and deeds to each Director individually in accordance with their respective fields of duties, for and on behalf of the Board of Directors to act on behalf of the Bank which is regulated in a separate document.
5. The Board of Directors, for certain acts, is entitled to appoint one or more persons as its representative or proxy, by granting him or them the power for such certain acts as stipulated in the power of attorney.

Article 3

Authority to Decide

The authority of the Board of Directors to make decisions can be specifically authorized to other members of the Board of Directors, with due observance of the provisions of the Articles of Association, Job Description and Provisions for Substitute/Alternate Directors of the Bank.

Chapter III

ORGANIZATION AND TASK DIVISION

Article 4

1. The Bank is managed and led by the Board of Directors appointed by the General Meeting of Shareholders (GMS) as stipulated in the Bank's Articles of Association and under the supervision of the Board of Commissioners.
2. The duties and authorities of the members of the Board of Directors are determined by the GMS. If the GMS does not stipulate, then the duties and authorities are stipulated in a separate Decree of the Board of Directors. Details of the functions, responsibilities and authorities of each member of the Board of Directors are set out in a separate job description.
3. If a member of the Board of Directors is absent, the Board of Directors shall appoint another member of the Board of Directors as a substitute to carry out the same duties, responsibilities and authorities as the replaced member of the Board of Directors, in accordance with the provisions of the Alternate member of the Board of Directors as stipulated in a separate Decree of the Board of Directors.

Chapter IV

GENERAL POLICY

Article 5

1. The Board of Directors is authorized to establish policies deemed appropriate in managing the Bank.
2. The Bank's management policy is determined in the Board of Directors Meeting.
3. The Board of Directors is fully responsible for carrying out its duties for the benefit of the Company in achieving its goals and objectives.
4. The Board of Directors shall manage the Bank in accordance with its authority and responsibilities as stipulated in the prevailing laws and regulations, the Bank's Articles of Association and the Resolution of the General Meeting of Shareholders.
5. The Board of Directors shall prepare and ensure the implementation of the Long Term Plan (Corporate Plan), Work Plan and Corporate Budget (RKAP) and Bank Business Plan (RBB).

Chapter V

WORK ETHICS AND TIME

Article 6

Syariah Banking Code of Conduct

1. The Board of Directors runs the company by implementing good corporate governance by taking into account the principles of prudential banking, the professional code of ethics (Banker) and code of conduct, as well as compliance with Bank Indonesia Regulations (PBI), Financial Services Authority Regulations (POJK) and other statutory provisions.
2. The Board of Directors is obliged to carry out corporate management actions in good faith and prioritize the interests of the Bank over personal interests.
3. The Board of Directors is obliged to demonstrate praiseworthy morals and implement Islamic Sharia in managing the Bank.
4. In the event of a conflict of personal interest of a member of the BOD with the interests of the Bank, the member of the BOD who has a conflict of interest is not allowed to participate in decision making.

Article 7

Board of Directors Working Time

1. The Bank's working days are monday through friday or 5 (five) working days a week unless there are holidays or closed days.
2. The Bank's working hours are the working hours that apply according to the Bank's provisions.
3. The working time of the Board of Directors may exceed the provisions referred to in paragraphs 1 and 2 above for the purpose of meetings or in the context of other work, and decisions taken at working time outside paragraphs 1 and 2 have valid and binding force.
4. Notification of the absence of a member of the Board of Directors due to illness, permission, leave or traveling for domestic or foreign service must be submitted to the President Director and inform the Alternate Director in accordance with the provisions

stipulated in the Decree of the Board of Directors concerning the Division of Duties and Authority of Members of the Board of Directors and Alternates.

Chapter VI

MEETING ARRANGEMENTS

Article 8

Types of meetings

1. Joint Meeting

Meetings held jointly by the Board of Directors with the Board of Commissioners and/or DPS to convey company performance, sharia issues, and or other agendas that require joint discussion. Joint Meetings may be held jointly between:

- a. Board of Directors and Board of Commissioners.
Joint Meetings to discuss the Bank's performance and or other agendas that require joint discussion between the Board of Directors and the Board of Commissioners.
- b. Board of Directors, Board of Commissioners and DPS.
Joint Meeting to discuss sharia issues and or other agendas that require joint discussion between the Board of Directors, Board of Commissioners and DPS.
- c. Board of Directors and DPS
Joint Meeting to discuss sharia issues and/or other agendas that require joint discussion between the Board of Directors and DPS.

2. Board of Directors Meeting (Radir)

- a. The Board of Directors Meeting is the Bank's forum to discuss, coordinate and finalize the Bank's agendas.
- b. Meetings of the Board of Directors shall be attended by the Board of Directors which shall be held at least 1 (one) time per month or at any time when required by one or more members of the Board of Directors or at the written request of one or more members of the Board of Commissioners or at the written request of 1 (one) shareholder or more who together represent 1/10 (one-tenth) of the total number of shares with valid voting rights. Meetings of the Board of Directors may be attended by other participants as required by the Bank.

3. Field Director Meeting (Radirbid)

Meetings held to communicate/coordinate the Field Director's strategy with the Work Units under his/her coordination and responsibility.

4. Coordination Meeting (Rakor)

Coordination meetings are the Company's medium in managing and finalizing the Company's agendas between Directorates. Coordination meetings are attended by the Board of Directors, Group Head/Team Leader and Senior Manager positions at the Head Office and Regions or other parties appointed. Coordination meetings are held at any time if necessary at the request of one or more members of the Board of Directors.

5. Work Meeting (Raker)

Working meeting is the company's media to prepare the company's work plan and budget which is attended by the Board of Directors, Group Head/Team Leader and Senior Manager positions at the Head Office, Region and Area or other designated parties. Meetings can be held at the National, Directorate or Region level.

Article 9

Meeting Rules

1. Meeting Time

- a. Joint Meetings between the Board of Directors, Board of Commissioners and/or Sharia Supervisory Board (DPS) are held at least once a month or as needed.
- b. Meeting of the Board of Directors (Radir) is held at least 1 (one) time in 1 (one) month or as needed.
- c. Field Director Meeting (Radirbid) shall be held by the Field Director together with the Work Unit under his/her coordination or other related units at least once every 2 (two) weeks/as needed.
- d. Coordination Meeting (Rakor) is held by the Board of Directors together with related Work Units at the Head Office and/or Regional Office/functions under the Regional Office, among others, to discuss the Bank's performance or other agendas as needed. Meetings are held at least once every 1 (one) month/as needed.