

Bank menyadari bahwa pengelolaan Perusahaan di pengaruhi oleh beberapa hal antara lain penerapan *prudential banking practices* dan manajemen risiko secara konsisten serta bekerja berdasarkan prinsip-prinsip *Good Corporate Governance (GCG)*.

Sebagaimana diatur dalam Peraturan Bank Indonesia No. 13/1/PBI/2011 dan SE BI No. 13/24/DPNP tentang Penilaian Tingkat Kesehatan Bank Umum, bank umum diwajibkan melakukan penilaian sendiri atas tingkat kesehatan Bank dengan menggunakan pendekatan Risiko (*Risk-based Bank Rating/RBBR*) baik secara individual maupun secara konsolidasi, dengan cakupan penilaian meliputi faktor-faktor sebagai berikut: Profil Risiko (*Risk Profile*), *Good Corporate Governance (GCG)*, *Earnings* dan Permodalan (*Capital*) untuk menghasilkan Peringkat Komposit Tingkat Kesehatan Bank.

Penilaian sendiri atas penerapan *GCG* merupakan penilaian terhadap kualitas manajemen Bank atas pelaksanaan prinsip-prinsip *GCG* berdasarkan Peraturan Bank Indonesia tentang Pelaksanaan *GCG* bagi Bank Umum, yang terdiri dari transparansi, akuntabilitas, dapat dipertanggungjawabkan, independen dan kejujuran. Berdasarkan Surat Edaran Bank Indonesia No.15/15/DPNP, selama tahun 2015 Bank telah melakukan penilaian sendiri atas pelaksanaan *GCG* sesuai periode penilaian Tingkat Kesehatan Bank yaitu untuk posisi akhir Juni dan Desember.

Penilaian dilakukan terhadap kecukupan dan efektivitas pelaksanaan prinsip *GCG* yang dilakukan secara komprehensif dan terstruktur atas kriteria/indikator yang ditetapkan oleh Bank Indonesia, sebagai berikut :

1. Pelaksanaan tugas dan tanggung jawab Dewan Komisaris
2. Pelaksanaan tugas dan tanggung jawab Direksi
3. Kelengkapan dan pelaksanaan tugas Komite
4. Penanganan benturan kepentingan
5. Penerapan fungsi kepatuhan bank
6. Penerapan fungsi audit intern

The Bank is aware that management of the Company is influenced by several factors, among others, the application of *prudential banking practices* and risk management consistently and working based on *Good Corporate Governance (GCG)* principles.

As regulated in BI Regulation No. 13/1/PBI/2011 and SE BI No. 13/24/DPNP pertaining Self-Assessment of Commercial Bank Soundness Level, commercial banks are required to conduct self-assessment over the Bank's soundness level by using Risk based approach (*Risk Based Bank Rating/RBBR*) both on individual or consolidated basis, covering assessment of the following factors: *Risk Profile*, *Good Corporate Governance*, *Earnings* and *Capital* to get the Composite Rating of Bank Soundness.

Self-assessment over the implementation of *GCG* is an assessment over the Bank's management quality in the implementation of *GCG* principles based on Bank Indonesia Regulation pertaining the Implementation of *GCG* for Commercial Banks, consisting of transparency, accountability, responsibility, independency and fairness. Based on Bank Indonesia Circular Letter No.15/15/DPNP, during the year 2015 the Bank has conducted self-assessment over the *GCG* implementation in accordance with the Bank's Soundness Level period i.e. for the position at the end of June and December.

Assessment was conducted over the adequacy and effectiveness of the *GCG* principles implementation that is conducted in a comprehensive and structured manner upon criteria/indicators as determined by Bank Indonesia, as follows :

1. Implementation of the Board of Commissioners' duties and responsibilities
2. Implementation of the Board of Directors' duties and responsibilities
3. The completeness and the implementation of the Committee's duties
4. The handling of conflict of interests
5. The implementation of bank's compliance function
6. The implementation of internal audit function

7. Penerapan fungsi audit ekstern
8. Penerapan manajemen risiko termasuk sistem pengendalian intern
9. Penyediaan dana kepada pihak dan penyediaan dana besar.
10. Transparansi kondisi keuangan dan non keuangan, laporan pelaksanaan GCG dan pelaporan internal
11. Rencana strategis Bank

Dalam melakukan penilaian, Bank mengelompokkan penilaian ke dalam 3 (tiga) aspek *governance*, yaitu *governance structure*, *governance process* dan *governance outcome*.

Berdasarkan penilaian yang dilakukan terhadap 11 (sebelas) kriteria/indikator diatas, Bank menyimpulkan faktor positif dan negatif dari masing-masing aspek *governance*. Untuk periode akhir Juni dan Desember 2015, peringkat GCG Bank adalah 2 (dua) atau setara dengan peringkat **"Baik"**.

Penerapan Tata kelola Terintegrasi

Dalam rangka mendukung pengawasan terintegrasi berdasarkan risiko, Bank dalam konteks Konglomerasi Keuangan wajib menerapkan Tata Kelola Terintegrasi sesuai dengan Peraturan Otoritas Jasa Keuangan (POJK) No. 18/POJK.03/2014 tentang Penerapan Tata Kelola Terintegrasi bagi Konglomerasi Keuangan.

Berdasarkan penunjukan dari Mizuho Bank, Ltd selaku pemegang saham pengendali, PT Bank Mizuho Indonesia telah ditunjuk sebagai Entitas Utama dalam Konglomerasi Keuangan dan PT Mizuho Balimor Finance (MBF) sebagai anggota.

Dalam menerapkan Tata Kelola Terintegrasi Bank selaku Entitas Utama telah menunjuk Direktur Utama dari Entitas Utama sebagai Direktur yang melakukan fungsi pengawasan pada Entitas Utama dan Anggota Konglomerasi Keuangan dan Direktur Kepatuhan Entitas Utama sebagai Direktur yang bertanggung jawab atas fungsi kepatuhan entitas utama dan penerapan Tata Kelola Terintegrasi dalam Konglomerasi Keuangan.

7. The implementation of external audit function
8. The implementation of risk management including internal control system
9. The provision of funds to related parties and large exposure
10. Transparency of financial and non-financial conditions, report on GCG implementation and internal reporting
11. The Bank's strategic plan

In conducting assessment, the Bank classified assessment into 3 (three) governance aspects, i.e. governance structure, governance process and governance outcome.

Based on assessment conducted over the above 11 (eleven) criteria/indicators, the Bank concludes the positive and negative factors of each governance aspect. For the period of end of June and December 2015, GCG rating of the Bank is 2 (two) or equivalent to the level of **"Good"**.

Implementation of Integrated Governance Practices

In framework of supporting integrated risk-based supervision, in the context of financial conglomeration the Bank shall apply Integrated Governance in accordance with the Regulation of the Financial Services Authority (POJK) No. 18/POJK.03/2014 pertaining the Implementation of Integrated Governance in Financial Conglomeration.

Based on the appointment by Mizuho Bank, Ltd as controlling shareholder, PT Bank Mizuho Indonesia has been appointed as the Main Entity and PT Mizuho Balimor Finance (MBF) as member in the Financial Conglomeration.

In implementing Integrated Governance Practices, the Bank as Main Entity has appointed the Main Entity's President Director as Director who will perform supervisory function at the Main Entity and member of Financial Conglomeration and the Main Entity's Compliance Director as Director who shall be responsible for the Main Entity's compliance function and apply Integrated Governance Practices in Financial Conglomerate.

Selain Direksi Entitas Utama, Bank juga telah menunjuk Dewan Komisaris Entitas Utama yang bertanggung jawab untuk mengawasi penerapan Tata Kelola pada masing-masing anggota konglomerasi keuangan dan tanggung jawab Direksi Entitas Utama, serta memberikan arahan atau nasihat kepada Direksi Entitas Utama atas pelaksanaan Pedoman Tata Kelola Terintegrasi.

Dalam melaksanakan tugasnya Dewan Komisaris wajib membentuk Komite Tata Kelola Terintegrasi.

Bank selaku Entitas Utama telah membentuk Komite Tata Kelola Terintegrasi yang bertanggung jawab untuk mengevaluasi pelaksanaan dan penyempurnaan atas penerapan Tata Kelola Terintegrasi dalam Konglomerasi Keuangan. Serta, Bank telah menunjuk Ketua Komite Tata Kelola Terintegrasi (merangkap anggota) yaitu Komisaris Independen yang menjadi Ketua pada salah satu Komite pada Entitas Utama.

Anggota Komite Tata Kelola Terintegrasi Bank terdiri atas:

- a. Komisaris Independen yang mewakili dan ditunjuk dari anggota konglomerasi keuangan yang menjadi anggota Komite Tata Kelola Terintegrasi; serta
- b. Pihak Independen, yang berasal dari pihak independen anggota Komite yang ada di Bank selaku Entitas Utama.

Dalam pelaksanaan tugasnya, Bank selaku Entitas Utama telah menunjuk Satuan Kerja Kepatuhan dan Satuan Kerja Audit Internal Entitas Utama sebagai Satuan Kerja yang melaksanakan fungsi dari Satuan Kerja Kepatuhan Terintegrasi dan Satuan Kerja Audit Intern Terintegrasi.

Bank juga telah menyusun pedoman dalam Tata Kelola Terintegrasi yang mencakup, antara lain, Kerangka Tata Kelola Terintegrasi Bagi Bank selaku Entitas Utama dan Kerangka Tata Kelola bagi PT Mizuho Balimor Finance selaku anggota dalam Konglomerasi Keuangan.

Other than the Main Entity's Board of Directors, the Bank also has appointed the Main Entity's Board of Commissioners (BOC) to be responsible to supervise the implementation of Governance at each member of financial conglomeration responsibility of the Main Entity's Board of Directors over the implementation of Integrated Governance Guidelines.

In performing its duties, the Board of Commissioners are required to form an Integrated Governance Committee.

As a Main Entity the Bank has formed an Integrated Governance Committee which is responsible to evaluate the implementation and the improvement of the application of Integrated Governance Practices within Financial Conglomeration. Also, the Bank has appointed the Integrated Governance Committee's Chairman (who also doubles as a member) i.e. an Independent Commissioner and a Chairman of one of the Main Entity's Committees.

Members of the Integrated Governance Committee consists of:

- a. Independent Commissioner who represents and is appointed from members of financial conglomeration to become member of the Integrated Governance Committee; and
- b. Independent Party, which comes from an independent party, member of existing Committee of the Bank as Main Entity.

In performing its duties, the Bank Main Entity has appointed the Main Entity's Compliance Working Unit and Internal Audit Working Unit as Working Units that shall carry out the functions of Integrated Compliance Working Unit and Integrated Internal Audit Working Unit.

The Bank also has also established guidelines in Integrated Governance Practices which include, among others, Integrated Governance Framework for the Bank as Main Entity and Integrated Governance Framework for PT Mizuho Balimor Finance as member of Financial Conglomeration.

Penilaian pelaksanaan Tata Kelola Terintegrasi didasarkan atas hasil penilaian sendiri (self assessment) telah dilaksanakan untuk pertama kalinya untuk posisi akhir bulan Desember 2015 dan telah disampaikan kepada OJK, dengan hasil penilaian adalah 2 (dua) atau setara dengan peringkat **"Baik"**.

Bank selaku Entitas Utama juga akan melaksanakan kewajiban untuk menyusun laporan tahunan pelaksanaan Tata Kelola Terintegrasi dan disampaikan kepada OJK serta akan dipublikasikan pada *home page* Bank paling lambat 5 bulan sejak tahun buku berakhir.

Evaluation of Integrated Governance based on the results of self-assessment result has been conducted for the first time for the position at the end of December 2015 and has been submitted to OJK and the assessment result was 2 (two) or equivalent to the predicate **"Good"**.

The Bank as Main Entity shall also carry out obligation to prepare annual report on the implementation of Integrated Governance and submit it to OJK, and publish it on the Bank's home page no later than 5 months after the end of fiscal year.