

## Tata Kelola Perusahaan yang Baik

### Good Corporate Governance

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

Sebagaimana diatur dalam Peraturan Otoritas Jasa Keuangan No. 4/POJK.03/2016 dan Surat Edaran Otoritas Jasa Keuangan No. 14/SEOJK.03/2017 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*), Tata Kelola Perusahaan (*Corporate Governance*), Rentabilitas (*Earnings*) dan Permodalan (*Capital*) untuk menghasilkan Peringkat Komposit Tingkat Kesehatan Bank.

Penilaian sendiri atas penerapan Tata Kelola Perusahaan merupakan penilaian terhadap kualitas manajemen Bank atas pelaksanaan prinsip-prinsip Tata kelola berdasarkan Peraturan Otoritas Jasa Keuangan tentang Pelaksanaan Tata Kelola bagi Bank Umum, yang terdiri dari transparansi, akuntabilitas, dapat dipertanggungjawabkan, independen dan kejujuran.

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 Corporate Governance principles.

As regulated in Financial Service Authority's Regulation No. 4/POJK.03/2016 and Financial Services Authority's Circular Letter No. 14/SEOJK.03/2017 concerning 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, Corporate Governance, Earnings and Capital to get the Composite Rating of Bank Soundness.

Self-assessment over the implementation of Corporate Governance is an assessment over the Bank's management quality in the implementation of Governance principles based on Financial Services Authority's Regulation pertaining the Implementation of Governance for Commercial Banks, consisting of transparency, accountability, responsibility, independency and fairness.

**Berdasarkan Surat Edaran Otoritas Jasa Keuangan No.13/SEOJK.03/2017, selama tahun 2019 Bank telah melakukan penilaian sendiri atas pelaksanaan Tata Kelola Perusahaan sesuai periode penilaian Tingkat Kesehatan Bank yaitu untuk posisi akhir Juni dan Desember.**

Based on Financial Services Authority Circular Letter No.13/SEOJK.03/2017, during the year 2019 the Bank has conducted self-assessment over the Corporate Governance implementation in accordance with the Bank's Soundness Level period i.e. for the position at the end of June and December.

Penilaian dilakukan terhadap kecukupan dan efektivitas pelaksanaan prinsip Tata Kelola Perusahaan yang dilakukan secara komprehensif dan terstruktur atas kriteria/indikator yang ditetapkan oleh Otoritas Jasa Keuangan, sebagai berikut :

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

Assessment was conducted over the adequacy and effectiveness of the Governance principles implementation that is conducted in a comprehensive and structured manner upon criteria/indicators as determined by Financial Services Authority, as follows :

1. Implementation of the Board of Directors' duties and responsibilities
2. Implementation of the Board of Commissioners 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. 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 Governance implementation and internal reporting
11. The Bank's strategic plan

Dalam melakukan penilaian, Bank mengelompokkan penilaian ke dalam 3 (tiga) aspek *governance*, yaitu :

In conducting assessment, the Bank classified assessment into 3 (three) governance aspects, i.e. :

*governance structure*

*governance process*

*governance outcome*

Berdasarkan penilaian yang dilakukan terhadap 11 (sebelas) kriteria/indikator diatas, Bank menyimpulkan faktor positif dan negatif dari masing-masing aspek tata kelola.

Untuk periode akhir Juni dan Desember 2019, peringkat Tata Kelola Bank adalah 2 (dua) atau setara dengan peringkat :

**"BAIK"**

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 2019, *Good Corporate Governance* rating of the Bank was 2 (two) or equivalent to the level of :

**"GOOD"**

## Penerapan Tata kelola Terintegrasi

### Implementation of Integrated Governance

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 Konglomerasi Keuangan.

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.

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.

In the 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, 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 in Financial Conglomerate.

Other than the Main Entity's Board of Directors, the Bank also has appointed the Main Entity's Board of Commissioners to be responsible to supervise the implementation of Governance at each member of financial conglomeration and responsibility of the Main Entity's Board of Directors, and providing direction or advice to 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 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.

Anggota Komite Tata Kelola Terintegrasi Bank terdiri atas:  
Members of the Integrated Governance Committee consists of:

Komisaris Independen yang mewakili dan ditunjuk dari anggota konglomerasi keuangan yang menjadi anggota Komite Tata Kelola Terintegrasi.

*Independent Commissioner who represents and appointed from members of the financial conglomeration to become member of the Integrated Governance Committee.*

Pihak Independen, yang berasal dari pihak independen anggota Komite yang ada di Bank selaku Entitas Utama.

*Independent Party, which comes from an independent party, member of existing Committee of the Bank as Main Entity.*

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.

Bank telah melakukan penilaian pelaksanaan Tata Kelola Terintegrasi yang didasarkan atas hasil penilaian sendiri (*self-assessment*) untuk bulan Juni dan Desember 2019 dan telah disampaikan kepada OJK, dengan hasil penilaian masing-masing adalah 2 (dua) atau setara dengan peringkat :

**“BAIK”**

In performing its duties, the Bank as 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 established guidelines in Integrated Governance 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.

Bank has conducted assessment of implementation of Integrated Governance based on the results of self-assessment for period end of June and end of December 2019 and has been submitted to OJK, with the result of assessment respectively 2 (two) or equivalent to the predicate :

**“GOOD”**

Selain itu 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.

In addition, 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.