

## Laporan Pengawasan Dewan Komisaris Supervisory Report from the Board of Commissioners

Direksi melaporkan pencapaian laba bersih setelah pajak untuk tahun buku 2008 sebesar Rp 1,2 triliun. Ini merupakan peningkatan 36,0% dibandingkan dengan laba tahun 2007 sebesar Rp 898 miliar, walaupun masih lebih rendah dari target laba 2008 sebesar Rp 2,1 triliun. Pencapaian ini didukung dengan, antara lain, *net interest margin* (NIM) yang meningkat dari 4,99% pada tahun 2007 menjadi 6,3% pada tahun 2008, ekspansi kredit dari target 20% dapat direalisasikan menjadi 26,3% dan perbaikan *cost to income ratio* (CIR). Hasil-hasil kuantitatif tersebut dicapai dengan disertai berbagai usaha perbaikan dan penyempurnaan sistem manajemen secara umum, penyempurnaan dalam pelayanan nasabah, pemanfaatan teknologi informasi, organisasi, manajemen sumber daya manusia, pengendalian dan pengawasan.

Pada tahun 2008, telah terjadi perubahan komposisi Dewan Komisaris, sesuai dengan hasil Rapat Umum Pemegang Saham Luar Biasa (RUPSLB), 6 Februari 2008, sebagai berikut:

The Board of Directors reported that the Company booked a net profit after tax of Rp 1.2 trillion. Though it was lower than the 2008 target of Rp 2.1 trillion, this represented a 36.0% improvement over net profit of Rp 898 billion booked in 2007. This achievement was driven by, among other things, increasing the Net Interest Margin (NIM) from 4,99% in 2007 to 6.3% in 2008, over-shooting the 20% targeted loan expansion to reach 26.3%, and improving the Cost to Income Ratio (CIR). Those impressive outcomes were the result of a concerted effort and overall improvements to management systems, customer services, IT usage, organization and human capital as well as closer monitoring and control.

In the Extraordinary General Meeting of Shareholders (EGMS) on February 6, 2008, the membership composition of the Board of Commissioners of BNI has been changed as follows:

<b>Susunan Dewan Komisaris sampai dengan RUPSLB 6 Februari 2008 Board of Commissioners up to EGMS 6 February 2008</b>	
Nama Name	Posisi Position
Zaki Baridwan	Komisaris Utama President Commissioner
Suwarsono	Wakil Komisaris Utama/Komisaris Independen Vice President Commissioner/Independent Commissioner
Achjar Iljas	Komisaris Independen Independent Commissioner
Parikesit Suprpto	Komisaris Commissioner
Felia Salim	Komisaris Independen Independent Commissioner
H.M.S. Latif	Komisaris Commissioner
Effendi	Komisaris Commissioner

<b>Susunan Dewan Komisaris sejak RUPSLB 6 Februari 2008 Board of Commissioners after EGMS 6 February 2008</b>	
Nama Name	Posisi Position
Erry Riyana Hardjapamekas	Komisaris Utama/Komisaris Independen President Commissioner/Independent Commissioner
Suwarsono	Wakil Komisaris Utama/Komisaris Independen Vice President Commissioner/Independent Commissioner
Achjar Iljas	Komisaris Independen Independent Commissioner
Parikesit Suprpto	Komisaris Commissioner
H.M.S. Latif	Komisaris Commissioner
Fero Poerbonegoro	Komisaris Commissioner
Achil R. Djayadiningrat	Komisaris Independen Independent Commissioner

Komisaris mengemban tugas mengawasi pelaksanaan tugas Direksi untuk kepentingan seluruh pemangku kepentingan Perseroan. Dalam melakukan fungsi pengawasan selama tahun 2008, Dewan Komisaris telah berinteraksi secara aktif dengan Direksi melalui pemberian pendapat, komentar dan saran melalui 41 kali pertemuan dengan Direksi, di samping melalui korespondensi.

Untuk membantu pelaksanaan tugasnya, Dewan Komisaris dibantu Komite Audit, Komite Remunerasi dan Nominasi, serta Komite Pemantau Risiko. Antara lain, Komite Audit telah

The Board of Commissioners is responsible for supervising the work of the Board of Directors in the interest of all the Company's stakeholders. During 2008 in carrying out their supervisory function, the Commissioners actively gave the Board of Directors comments, feedback, opinions, and suggestions both through 41 meetings and through written correspondence.

In discharging its duties, the Board of Commissioners is assisted by the Audit Committee, the Remuneration and Nomination Committee and the Risk Oversight Committee. According to their

merekomendasikan akuntan publik yang mengaudit laporan keuangan 2008, menelaah kinerja akuntan publik tersebut, mengaudit kompensasi Direksi dan Komisaris, dan menelaah penyediaan dana anak perusahaan kepada pihak terkait. Komite Remunerasi dan Nominasi antara lain menelaah dan merekomendasikan perubahan sistem remunerasi Direksi dan Komisaris, serta pegawai BNI secara keseluruhan. Komite Pemantau Risiko, antara lain, mengevaluasi dan memberikan rekomendasi kepada Komisaris atas kredit di atas jumlah tertentu yang dikonsultasikan Direksi dan kredit kepada pihak terkait yang dimintakan persetujuan oleh Direksi. Laporan kegiatan masing-masing Komite disajikan tersendiri dalam Laporan Tahunan ini.

Secara umum, Dewan Komisaris menilai bahwa Direksi telah menunjukkan perbaikan kinerja Perseroan pada tahun 2008, didasarkan pada parameter kinerja kuantitatif dan kualitatif. Kinerja kuantitatif dinilai berdasarkan unsur profitabilitas, efisiensi, kualitas aset, posisi Perseroan di pasar dan lain-lain, sedangkan kinerja kualitatif dinilai berdasarkan unsur pelaksanaan strategi bisnis, peringkat layanan, survei kepuasan pegawai dan pemenuhan asas *prudential banking*.

Direksi telah mengungkapkan prospek usaha Perseroan dalam Rencana Bisnis Bank tahun 2009-2011, dan terhadap pengungkapan ini, Dewan Komisaris berpendapat bahwa perkiraan tersebut telah memperhatikan dampak krisis ekonomi global, kemungkinan kebijakan pemerintah membentuk *holding company* di bidang perbankan dan jasa keuangan, peningkatan persaingan bisnis yang semakin ketat, serta dengan memperhitungkan daya dukung SDM dan organisasi yang ada.

Dalam tahun 2009, Dewan Komisaris berpendapat bahwa situasi eksternal masih diliputi banyak ketidakpastian, karena itu Direksi perlu senantiasa berhati-hati dalam menjalankan bisnis, antara lain dengan menjaga likuiditas yang cukup, menjaga dan memelihara kualitas aktiva produktif, serta meningkatkan efisiensi dan produktivitas Perseroan antara lain melalui berbagai perubahan fundamental.

Jakarta, April 2009



**Erry Riyana Hardjapamekas**

Komisaris Utama/Komisaris Independen

President Commissioner/Independent Commissioner

task descriptions the Audit Committee recommended the Public Accountant to audit the 2008 financial statements, reviewed the public accountant's performance, audited the Commissioners' and Directors' compensation package and audited the provision of funds by subsidiaries to related parties. The Remuneration and Nomination Committee is responsible for conducting a study and for recommending any changes of remuneration for Commissioners, Directors, and BNI employees in general. The Risk Oversight Committee is responsible for evaluating and giving recommendations and advice to the Board of Commissioners about credit proposals over a certain amount and funding to related parties submitted by the Board of Directors for approval. The reports of each Committee are presented in other sections of this Annual Report.

Overall the Board of Commissioners considered the Board of Directors successful in improving the Company's performance in 2008, based on both qualitative and quantitative indicators. Quantitative performance was measured based on profitability, efficiency, quality of assets, market share and other factors; while qualitative performance was measured against business strategy implementation, level of service, an employee satisfaction survey and compliance with the principles of prudential banking.

The Board of Directors has presented the Company's business prospects within the 2009-2011 Business Plan, and in the opinion of the Board of Commissioners the business prospects have given adequate consideration to the impact of the global economic crisis, possible impacts of government policy on the establishment of a holding company for financial and banking businesses, the increasingly tougher business competition and the capacities of available organizational and human capital support resources.

The Board of Commissioners think that external situations will remain uncertain in 2009; therefore, the Board of Directors should remain vigilant in running the business by sustaining adequate liquidity, maintaining the quality of productive assets, and improving efficiency and productivity through attention to fundamentals.