

**KEBIJAKAN PENILAIAN KINERJA DIREKSI DAN
DEWAN KOMISARIS
PT BANK NEGARA INDONESIA (PERSERO) Tbk**

Kebijakan Penilaian Kinerja Direksi dan Dewan Komisaris adalah prosedur dan kriteria yang digunakan oleh Perseroan untuk mengevaluasi kinerja anggota direksi dan komisaris. Penilaian meliputi evaluasi terhadap kontribusi, efektivitas, dan kepatuhan Direksi dan Dewan Komisaris terhadap tanggung jawab dan kewajiban dalam pengelolaan perusahaan.

**A. PENILAIAN KERJA DIREKSI (TERMASUK
DIREKTUR UTAMA)**

**1. Prosedur Pelaksanaan Penilaian Kinerja
Direksi (Termasuk Direktur Utama)**

Sebagai perusahaan bank BUMN, prosedur dan mekanisme penilaian Kinerja Direksi BNI mengacu pada Peraturan Menteri BUMN No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara, Peraturan Menteri BUMN No. PER-2/MBU/03/2023 tanggal 3 Maret 2023 tentang Pedoman Tata Kelola dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara serta Surat Kementerian BUMN No. S-491/MBU/04/2023 tanggal 29 September 2023.

Prosedur penilaian terhadap kinerja Direksi yang berlaku di lingkup BNI, adalah sebagai berikut:

- a. Penilaian kinerja kolegal Direksi dilakukan minimum 2 (dua) kali dalam setahun;

**PERFORMANCE ASSESSMENT POLICY OF THE
BOARD OF DIRECTORS AND BOARD OF
COMMISSIONERS
PT BANK NEGARA INDONESIA (PERSERO) Tbk**

Performance Assessment Policy of The Board of Directors and Board of Commissioners is a procedure and criteria used by the Company to evaluate the performance of members of the Board of Directors and Board of Commissioners. The assessment includes an evaluation of the contribution, effectiveness, and compliance of the Board of Directors and the Board of Commissioners with their responsibilities and obligations in managing the Company.

**A. Performance Assessment Of The Board Of
Directors (Including The Managing Director)**

**1. Procedure for Implementation of
Performance Assessment of the Board of
Directors (Including the President
Director)**

As a state-owned bank company, the procedure and mechanism for assessing the performance of the BNI Board of Directors refers to the Regulation of the Minister of SOEs No. PER-3/MBU/03/2023 dated March 20, 2023, concerning Organs and Human Resources of State-Owned Enterprises, Regulation of the Minister of SOEs No. PER-2/MBU/03/2023 dated March 3, 2023, concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises and Letter of the Ministry of SOEs No. S-491/MBU/04/2023 dated September 29, 2023.

The procedure for assessing the performance of the Board of Directors applicable within BNI is as follows:

- a. Collegial performance assessment of the Board of Directors is conducted at least 2 (two) times a year;

- b. Penilaian kinerja individu Direksi, termasuk Direktur Utama, dilakukan minimum 2 (dua) kali dalam setahun; dan [ACGS D.5.4]
- c. Setiap tahun, pencapaian kinerja Direksi secara kolegal dan secara individual direviu oleh kantor akuntan publik yang mengaudit laporan keuangan perusahaan.

Penilaian terhadap kinerja Direksi secara kolegal maupun individu dilakukan dengan mekanisme Direksi melakukan self-assessment yang kemudian di review oleh kantor akuntan publik. Hasil dari penilaian kinerja tersebut bersifat rahasia dan anonim, dan menjadi masukan untuk peningkatan kinerja Direksi secara berkesinambungan.

Adapun untuk penilaian kinerja individu Direksi (termasuk Direktur Utama) digunakan pendekatan Balanced Scorecard yang terdiri dari Perspektif Financial, Customer, Internal Business Process, dan Learning and Growth yang telah disesuaikan dengan Strategi BNI, tugas serta tanggung jawab masing-masing anggota Direksi dengan memerhatikan tanggung jawab kolegal dan individual, baik secara finansial maupun non-finansial.

2. Kriteria Penilaian Kinerja Direksi (Termasuk Direktur Utama)

Pengelolaan Key Performance Indicator (KPI) Direksi secara kolegal dan individual mengacu kepada peraturan pemerintah yang berlaku, inisiatif strategis/Rencana Kerja Manajemen (RKM) pada direktorat tersebut, Rencana Bisnis Bank (RBB)/Rencana Kerja dan Anggaran Perusahaan (RKAP) selama periode tahun buku. Kriteria yang digunakan dalam penilaian kinerja Direksi (termasuk Direktur Utama) adalah sebagai berikut:

- b. Individual performance assessment of the Board of Directors, including the President Director, is conducted at least 2 (two) times a year; and [ACGS D.5.4].
- c. Every year, the performance achievement of the BOD collegially and individually is reviewed by the public accounting firm that audits the Company's financial statements.

Assessment of the performance of the Board of Directors collegially and individually is carried out with the mechanism of the Board of Directors conducting self-assessment which is then reviewed by a public accounting firm. The results of the performance assessment are confidential and anonymous and serve as input for continuous improvement of the Board of Directors' performance.

As for the individual performance assessment of the Board of Directors (including the President Director), the Balanced Scorecard approach consisting of Financial, Customer, Internal Business Process, and Learning and Growth perspectives has been adjusted to BNI Strategy, the duties, and responsibilities of each member of the Board of Directors by considering collegial and individual responsibilities, both financially and non-financially.

2. Criteria for Performance Assessment of the Board of Directors (Including the President Director)

The management of the Key Performance Indicator (KPI) of the Board of Directors collegially and individually refers to the prevailing government regulations, strategic initiatives/Management Work Plan (MOW) of the directorate, Bank Business Plan (RBB)/Company Work Plan, and Budget (RKAP) during the period of the financial year. The criteria used in assessing the performance of the Board of Directors

a. KPI Kolegial [ACGS D.5.5]

Berikut ini adalah 5 (lima) perspektif utama yang digunakan Bank dalam mengukur dan menilai KPI Direksi secara kolegial:

- 1) Nilai ekonomi dan sosial untuk Indonesia yang mencakup aspek finansial dan sosial
- 2) Inovasi Model Bisnis
- 3) Kepemimpinan Teknologi Governance Framework
- 4) Peningkatan Investasi
- 5) Pengembangan Talenta

Kelima perspektif utama di atas selanjutnya diturunkan lagi ke dalam sasaran kinerja keuangan dan non-keuangan yang selaras dengan inisiatif strategis yang telah ditetapkan Bank.

b. KPI Individual [ACGS D.5.6]

KPI Direksi secara individual disusun sesuai dengan tugas, fungsi pokok, dan tanggung jawab masing-masing anggota Direksi. Kriteria yang digunakan BNI untuk mengukur kinerja Direksi Individual (termasuk Direktur Utama) menggunakan Balance Scorecard yang terdiri dari 4 (empat) perspektif sebagai berikut:

- 1) Financial
- 2) Customer
- 3) Internal Business Process
- 4) Learning & Growth

3. Pihak yang melakukan Penilaian

Kinerja Direksi termasuk Direktur Utama Bank dievaluasi secara berkala dengan mengacu pada parameter-parameter penilaian yang telah ditetapkan bersama dalam KPI Direksi baik secara kolegial maupun individual. Perhitungan pencapaian

(including the President Director) are as follows:

a. Collegial KPIs [ACGS D.5.5]

The following are the 5 (five) main perspectives used by the Bank in measuring and assessing the KPIs of the Board of Directors collegially:

- 1) Economic and social value for Indonesia, which includes financial and social aspect
- 2) Business Model Innovation
- 3) Technology Leadership Governance Framework
- 4) Investment Enhancement
- 5) Talent Development

The five key perspectives above are further derived into financial and non-financial performance targets that are aligned with the Bank's strategic initiatives.

b. Individual KPIs [ACGS D.5.6]

Individual KPIs of the Board of Directors are prepared by the duties, main functions, and responsibilities of each member of the Board of Directors. The criteria used by BNI to measure the performance of the Individual Directors (including the President Director) utilizes the Balance Scorecard, which consists of 4 (four) perspectives as follows:

- 1) Financial
- 2) Customer
- 3) Internal Business Process
- 4) Learning & Growth

3. Parties Conducting Assessment

The performance of the Board of Directors, including the President Director of the Bank, is evaluated periodically by referring to the assessment parameters that have been jointly determined in the KPIs of the Board of Directors, both collegially and

KPI Direksi baik secara kolegal maupun individual direviu oleh Kantor Akuntan Publik (KAP) yang mengaudit laporan keuangan perusahaan untuk kemudian disampaikan kepada Dewan Komisaris, melalui Komite Nominasi dan Remunerasi, serta Kementerian BUMN selaku pemegang saham pengendali Bank.

B. Penilaian Kinerja Dewan Komisaris

Penilaian Kinerja Dewan Komisaris dilaksanakan secara kolegal dan dilaporkan kepada Pemegang Saham dalam Rapat Umum Pemegang Saham (RUPS) Tahunan melalui penyampaian kinerja Dewan Komisaris yang tertuang di dalam Laporan Pengawasan Dewan Komisaris. Berdasarkan laporan tersebut, RUPS selanjutnya memberikan pelunasan dan pembebasan tanggung jawab sepenuhnya (volledig acquit et de charge) kepada Dewan Komisaris Perseroan atas tindakan pengawasan yang dijalankan dalam Tahun Buku yang berakhir pada akhir tahun.

Sebagai bagian dalam implementasi Tata Kelola Perusahaan yang Baik yang selaras dengan Peraturan Menteri Badan Usaha Milik Negara No. PER-2/MBU/03/2023 tanggal 3 Maret 2023 Tentang Pedoman Tata Kelola Dan Kegiatan Korporasi Signifikan Badan Usaha Milik Negara. Dewan Komisaris pada awal tahun telah menyusun rencana kerja tahunan Dewan komisaris yang merupakan bagian yang tak terpisahkan dari Rencana Kerja dan Anggaran Perusahaan (RKAP). Dalam rangka mengevaluasi pelaksanaan rencana kerja, Dewan Komisaris selanjutnya melakukan penilaian kinerja mereka secara kolegal. Penilaian ini bertujuan untuk memastikan bagaimana Dewan Komisaris telah berkinerja selama Tahun Buku dengan menggunakan metode penilaian sendiri (self-assessment).

individually. The calculation of the achievement of the KPI of the Board of Directors, both collegially and individually, is reviewed by the Public Accounting Firm (KAP) that audits the Company's financial statements and then submitted to the Board of Commissioners through the Nomination and Remuneration Committee, and the Ministry of SOEs as the controlling shareholder of the Bank.

B. Board of Commissioners Performance Assessment

Performance Assessment of the Board of Commissioners is carried out collegially and reported to the Shareholders at the Annual General Meeting of Shareholders (AGM) by submitting the performance of the Board of Commissioners contained in the Board of Commissioners Supervisory Report. Based on the report, the GMS then grants full release and discharge (volledig acquit et de charge) to the Company's Board of Commissioners for the supervisory actions carried out in the Financial Year that ended at the year's end.

As part of the implementation of Good Corporate Governance in line with the Regulation of the Minister of State-Owned Enterprises No. PER-2/MBU/03/2023 dated March 3, 2023, concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises. The Board of Commissioners, at the beginning of the year, has prepared an annual work plan for the Board of Commissioners, which is an integral part of the Company's Work Plan and Budget (RKAP). In order to evaluate the implementation of the work plan, the Board of Commissioners then conducts a collegial assessment of their performance. This assessment aims to ascertain how the Board of Commissioners has performed during the Financial Year using the self-assessment method.

1. Kebijakan dan Prosedur Pelaksanaan Penilaian Kinerja Dewan Komisaris

Penilaian kinerja Dewan Komisaris dilakukan setiap 2 kali dalam 1 tahun (per semester) dimana penilaian kinerja Dewan Komisaris dilakukan secara mandiri (self-assessment) oleh pihak Bank dan dilaporkan kepada Pemegang Saham dalam Rapat Umum Pemegang Saham Tahunan. Hasil penilaian kinerja ini menjadi masukan untuk peningkatan kinerja Dewan Komisaris di masa mendatang. Kebijakan dan prosedur penilaian yang dilakukan meliputi penilaian kinerja kolegal Dewan Komisaris.

2. Kriteria Penilaian Kinerja Dewan Komisaris [ACGS D.5.5]

Penilaian kinerja secara kolegal dilakukan melalui pengukuran ketercapaian Key Performance Indicator (KPI) kolegal Tahunan Dewan Komisaris yang telah disusun dan ditetapkan pada awal tahun.

3. Pihak yang melakukan Penilaian Kinerja Dewan Komisaris

Penilaian Kinerja Dewan Komisaris secara Kolegal dilakukan secara mandiri (self-assessment) yang diusulkan oleh Komite Nominasi dan Remunerasi dan disetujui oleh Dewan Komisaris.

4. Prosedur Pelaksanaan Penilaian Kinerja Dewan Komisaris

BNI melakukan penilaian kinerja Dewan Komisaris termasuk di dalamnya pelaksanaan self-assessment GCG, secara periodik setiap semester yaitu posisi penilaian

1. Policy and Procedure for Implementation of Board of Commissioners Performance Assessment

The performance assessment of the Board of Commissioners is conducted every 2 times in 1 year (per semester) where the performance assessment of the Board of Commissioners is conducted independently (self-assessment) by the Bank and reported to the Shareholders at the Annual General Meeting of Shareholders. The results of this performance assessment serve as input to improve the performance of the Board of Commissioners in the future. The assessment policies and procedures include collegial performance assessment of the Board of Commissioners.

2. Board of Commissioners Performance Assessment Criteria [ACGS D.5.5]

Collegial performance assessment is carried out through measuring the achievement of the Board of Commissioners' Annual Collegial Key Performance Indicator (KPI) that has been prepared and determined at the beginning of the year.

3. Parties Conducting Performance Assessment of the Board of Commissioners

The Board of Commissioners' collegial performance assessment is carried out independently (self-assessment), proposed by the Nomination and Remuneration Committee, and approved by the Board of Commissioners.

4. Procedure for Implementation of the Board of Commissioners Performance Assessment

BNI conducts a performance assessment of the Board of Commissioners, including the implementation of GCG self-assessment, periodically every semester, namely the June

bulan Juni dan Desember pada tahun
berjalan.

and December assessment positions in the
current year.

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