



05

LAPORAN PELAKSANAAN TATA KELOLA PERUSAHAAN

Corporate Governance Implementation Report



“THE MOST
TRUSTED COMPANY”
DALAM INDONESIA
CORPORATE GOVERNANCE
INDEX AWARD 2018
DARI INDONESIA
INSTITUTE FOR CORPORATE
GOVERNANCE (IICG).

Received “The Most Trusted Company”
in the Indonesian Corporate Governance
Index Award 2018 from the Indonesian
Institute for Corporate Governance (IICG).

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Didukung oleh penerapan tata kelola yang baik, Bank mampu terus mengembangkan layanannya sebagai solusi keuangan terintegrasi untuk memberikan nilai tambah kepada para pemangku kepentingan.

Supported by good governance implementation, the Bank is able to continuously expand its service as an integrated financial solution, to provide added value for the stakeholders.

KEBIJAKAN TATA KELOLA

DASAR PENERAPAN TATA KELOLA

Bank berkomitmen untuk menerapkan prinsip-prinsip tata kelola yang baik (Good Corporate Governance GCG) di seluruh tingkat organisasi. Penerapan tata kelola bagi Bank mengacu pada Peraturan mengenai penerapan tata kelola Bank Umum, Perusahaan Terbuka, dan ASEAN *Corporate Governance* (ASEAN CG), di samping mengacu pada kebiasaan-kebiasaan perbankan yang sehat (*best practices*).

GOVERNANCE POLICY

THE BASIS OF GOVERNANCE IMPLEMENTATION

The Bank is committed to implement the good corporate governance principles at all organizational levels. The governance (GCG) implementation refers to the applicable Regulations on Corporate Governance for Commercial Banks and Public Companies, ASEAN *Corporate Governance* (ASEAN CG), in addition to best practices.

PRINSIP-PRINSIP TATA KELOLA

CORPORATE GOVERNANCE PRINCIPLES

KETERBUKAAN Transparency	Pengungkapan informasi secara jelas, akurat dan tepat waktu.	Clear, accurate and timely disclosure of information.
AKUNTABILITAS Accountability	Fungsi, hak, kewajiban dan wewenang serta tanggung jawab yang jelas antara Dewan Komisaris, Direksi dan pemegang saham Bank.	Functions, rights, obligations and authorities as well as clear responsibilities between the Board of Commissioners, Board of Directors and Bank's shareholders.
PERTANGGUNGJAWABAN Responsibility	Kepatuhan terhadap semua ketentuan hukum dan peraturan yang berlaku dan peran untuk bertanggung jawab kepada pemegang saham dan juga kepada pemangku kepentingan lainnya.	Compliance with all applicable legal and regulatory provisions and those accountable to shareholders and also to other stakeholders.
INDEPENDENSI Independency	Objektivitas anggota Dewan Komisaris dan Direksi dalam segala hal, termasuk penilaian independensi terkait dengan hal-hal yang melibatkan potensi benturan kepentingan.	The objectivity of the Board of Commissioners and the Board of Directors members in all matters, including independency assessments related to matters involving potential conflicts of interest.
KEWAJARAN Fairness	Profesionalisme dan integritas dalam pengambilan keputusan untuk menjamin perlakuan yang adil dan setara guna melindungi kepentingan para pihak.	Professionalism and integrity in decision making to ensure a fair and equal treatment in order to protect the interests of all parties.



KOMITMEN PENERAPAN TATA KELOLA

PEDOMAN TATA KELOLA

Menyadari bahwa pengaturan dan implementasi GCG membutuhkan komitmen *Top Management* dan seluruh jajaran organisasi, Bank telah menetapkan kebijakan dasar, visi, misi dan *corporate values* yang merupakan langkah awal dalam penerapan GCG. Di samping itu, Bank juga telah menerapkan Kode Etik sebagai pedoman perilaku yang diwujudkan dalam satunya kata dan perbuatan yang harus dipatuhi oleh semua pihak dalam Bank, serta membangun *corporate culture* yang merupakan faktor penting sebagai landasan penerapan GCG.

Pedoman Penerapan Tata Kelola memuat (1) sistem tata kelola, (2) peran dan tanggung jawab masing-masing organ Perusahaan, serta (3) pemantauan dan pelaporan.

Selain itu, beberapa hal yang mencerminkan komitmen Bank untuk menerapkan tata kelola yang baik, antara lain:

1. Memasukkan prinsip tata kelola ke dalam falsafah, visi, misi dan budaya perusahaan.
2. Memiliki Pedoman dan Tata Tertib Kerja Dewan Komisaris dan Direksi, Perjanjian Kerja Bersama dan Pedoman Perilaku Bank.
3. Hubungan kerja Dewan Komisaris dan Direktur diatur sedemikian rupa untuk memastikan hubungan *check and balance* untuk kemajuan dan kesehatan Bank.

Bank selalu menilai dan mengevaluasi penerapan tata kelola yang telah dijalankan agar penerapan tata kelola Bank dapat terus dikembangkan untuk melindungi kepentingan dan harapan para pemangku kepentingan.

STRUKTUR DAN INFRASTRUKTUR TATA KELOLA

- **Struktur Tata Kelola**
Struktur terdiri dari Organ Perusahaan dan Unit Independen. Organ Perusahaan mencakup Rapat Umum Pemegang Saham (RUPS), Dewan Komisaris, Direksi, dan Komite-komite dibawah Dewan Komisaris. Sedangkan Unit Independen terdiri dari Fungsi Kepatuhan, Fungsi Audit Internal dan Eksternal, Fungsi Manajemen Risiko dan Sistem Pengendalian Intern, serta Fungsi Sekretaris Perusahaan.
- **Infrastruktur**
Infrastruktur merupakan kebijakan Bank dalam rangka melakukan usaha, hal ini meliputi (1) Rencana Jangka Panjang serta Rencana Kerja dan Anggaran; (b) Kebijakan Usaha; (c) Kebijakan Pengawasan.

PENILAIAN PENERAPAN TATA KELOLA

Penilaian dan pengendalian tata kelola dilakukan oleh pihak intern (*self-assessment*) dan pihak ekstern. Hasil penilaian menjadi dasar perbaikan dan penyelesaian permasalahan terkait implementasi tata kelola.

- **Penilaian oleh Pihak Intern (*Self-assessment*)**
Bank melakukan Penilaian Sendiri Tata Kelola dengan merujuk pada Peraturan OJK (POJK) No.55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum. Sepanjang tahun 2019, Bank melakukan 2 (dua) kali

COMMITMENT TO GOVERNANCE IMPLEMENTATION

GOVERNANCE GUIDELINES

GCG management and implementation require the commitment of the Top Management and everyone across the organization. The Bank therefore has established fundamental policies, vision, mission, and corporate values that represent the initial step of GCG implementation. Moreover, the Bank has the Code of Conduct in place that expected to be part of daily conduct for all employees. The Bank also develops corporate culture as the cornerstone of GCG implementation.

The GCG Charter contain (1) the governance system, (2) roles and responsibilities of each of the Company's organs, as well as (3) monitoring and reporting.

Subsequently, the Bank's commitment on GCG, among others:

1. Incorporation of GCG principles into the Bank's philosophy, vision, mission, and culture.
2. The Board of Commissioners and Directors Charter, Collective Labor Agreements, as well as Code of Conduct.
3. The ethics of the Board of Commissioners and Directors work relationship to enable checks and balances for the Bank's robust development.

GCG assessment and evaluation are constantly implemented for continuous improvement and therefore safeguard the interests and expectations of all stakeholders.

GOVERNANCE STRUCTURE AND INFRASTRUCTURE

- **Governance Structure**
The structure consists of the Company Organs and Independent Units. The Company Organs include the General Meeting of Shareholders (GMS), the Board of Commissioners, Board of Directors, and Committees of the Board of Commissioners. The Independent Units consist of Compliance Function, Internal and External Audit Function, Risk Management and Internal Control System Function, and Corporate Secretary Function.
- **Infrastructure**
The Infrastructure is the Bank policies in conducting business, including (a) Corporate Plan, as well as Work and Budget Plan; (b) Business Policy; (c) Supervisory Policy.

GOVERNANCE IMPLEMENTATION ASSESSMENT

Governance assessment and control are conducted internally (*self-assessment*) and by external parties. The assessment results are applied for improvement and resolution of issues on the governance implementation.

- **Internal Assessment (*Self-Assessment*)**
The Bank performs the Governance Self-Assessment by referring to OJK Regulation (POJK) No. 55/POJK.03/2016 concerning the Governance Implementation for Commercial Banks. During 2019, the Bank conducted

penilaian sendiri yaitu untuk periode Januari-Juni dan Juli-Desember dengan hasil Peringkat 1 yang mencerminkan penerapan Tata Kelola yang secara umum dinilai Sangat Baik. Selain itu, dilakukan juga penilaian sendiri atas penerapan Tata Kelola Perusahaan Terbuka yang mengacu pada POJK No.21/POJK.04/2015 dengan rincian seperti disajikan pada halaman 206.

- Penilaian oleh Pihak Ekstern
Penilaian oleh pihak ekstern dilakukan antara lain oleh *Domestic Ranking Body ASEAN Corporate Governance* yang ditunjuk oleh Otoritas Jasa Keuangan (OJK). Berdasarkan kriteria ASEAN Corporate Governance *Scorecard* (ACGS), Bank masuk sebagai salah satu dari 10 perusahaan di Indonesia dengan skor ACGS tertinggi.

Penghargaan lain terkait tata kelola yang diterima pada tahun 2019 adalah:

1. Peringkat ke-2 *Indonesia Good Corporate Governance Award* dari Majalah Business Review.
2. *Top 50 Big Capitalization Public Listed Companies* dan *The Best Responsibility of the Board* dari Indonesian Institute of Corporate Directorship.
3. Perusahaan Sangat Terpercaya dalam *Corporate Governance Perception Index (CGPI) Award* dari Indonesian Institute for Corporate Governance selama 8 (delapan) tahun berturut-turut.

PELAKSANAAN KONGLOMERASI KEUANGAN

Bank ditunjuk oleh Pemegang Saham Pengendali sebagai Entitas Utama dalam Konglomerasi Keuangan OCBC di Indonesia, dengan perusahaan terelasi yaitu PT Great Eastern Life Indonesia (GELI), PT OCBC Sekuritas Indonesia (PTOS), dan PT Great Eastern General Insurance Indonesia (GEGI), sebagai anggota. Sebagai Entitas Utama, Bank telah membentuk Komite Tata Kelola Terintegrasi (KTKT) dan Komite Manajemen Risiko Terintegrasi (KMRT). Bank juga memiliki Satuan Kerja Kepatuhan Terintegrasi (SKKT), Satuan Kerja Audit Internal Terintegrasi (SKAIT) dan Satuan Kerja Manajemen Risiko Terintegrasi (SKMRT). Penerapan Tata Kelola Terintegrasi dilakukan secara komprehensif oleh Entitas Utama dan masing-masing Lembaga Jasa Keuangan (LJK) yang saling berkoordinasi memastikan pelaksanaan fungsi pengurusan oleh Direksi Entitas Utama dan LJK, serta pelaksanaan fungsi pengawasan oleh Dewan Komisaris Entitas Utama dan LJK telah dilaksanakan secara efektif.

Informasi lebih detil untuk Laporan Tahunan Pelaksanaan Tata Kelola Terintegrasi dapat diakses pada situs web Bank www.ocbcnisp.com.

2 (two) self-assessments, for the periods of January - June and July - December resulted in a 1st Rating, which in general indicated a Very Good implementation of Corporate Governance. In addition, governance self-assessment was also conducted by referring to POJK No. 21/POJK.04/2015 concerning the Governance implementation for Public Companies with details presented on page 206.

- Assessment by External Parties
The external assessments are performed by, among others, the Domestic Ranking Body ASEAN Corporate Governance appointed by the Financial Services Authority (OJK). Based on the ASEAN Corporate Governance Scorecard (ACGS), the Bank is listed as one of 10 companies with the highest ACGS scores.

Other awards on governance received in 2019 are as follows:

1. 2nd place of Indonesia Good Corporate Governance Award from Business Review Magazine.
2. Top 50 Big Capitalization Public Listed Companies and The Best Responsibility of the Board from Indonesian Institute of Corporate Directorship.
3. The Most Trusted Company in Corporate Governance Perception Index (CGPI) Award from Indonesian Institute for Corporate Governance for 8 (eight) consecutive years.

FINANCIAL CONGLOMERATION IMPLEMENTATION

The Controlling Shareholders have appointed the Bank as the Main Entity of OCBC Financial Conglomerate in Indonesia, with sister companies PT Great Eastern Life Indonesia (GELI), PT OCBC Sekuritas Indonesia (PTOS), and PT Great Eastern General Insurance Indonesia (GEGI) as members. As the Main Entity, the Bank has established the Integrated Governance Committee (IGC) and the Integrated Risk Management Committee (IRMC). The Bank has also put in place the Integrated Compliance Working Unit (ICWU), the Integrated Internal Audit Working Unit (IIAWU) and the Integrated Risk Management Working Unit (IRMWU). The Integrated Governance Implementation is comprehensively conducted by the Main Entity and each Financial Service Institution (FSI) in coordination to ensure effective implementation of the management function by the Board of Directors of the Main Entity and FSI, as well as the oversight function by the Board of Commissioners of the Main Entity and FSIs.

More detailed information on the Integrated Governance Implementation Annual Report can be accessed on the website www.ocbcnisp.com.



RAPAT UMUM PEMEGANG SAHAM

General Meeting of Shareholders

LANDASAN HUKUM RUPS

Rapat Umum Pemegang Saham (RUPS) adalah organ tertinggi Bank dengan kewenangan yang tidak diberikan kepada Dewan Komisaris ataupun Direksi dalam batas yang ditentukan dalam Anggaran Dasar Bank dan peraturan perundang-undangan yang berlaku.

MEKANISME PENYELENGGARAAN DAN PELAKSANAAN RUPS TAHUNAN (RUPST) 2019

RUPST 2019 dilaksanakan sesuai dengan ketentuan dalam Anggaran Dasar Bank dan POJK No.32/POJK.04/2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.

Bank telah menyelenggarakan 1 (satu) kali RUPST pada tanggal 9 April 2019 di Kantor Pusat Bank OCBC NISP, OCBC NISP Tower, Jl. Prof. Dr. Satrio Kav. 25, Jakarta Selatan.

Ketentuan Kuorum, Mekanisme Pengambilan Keputusan Rapat dan Pemungutan Suara telah tercantum dalam Tata Tertib RUPST yang dapat diakses pada situs web Bank di www.ocbcnisp.com.

LEGAL BASIS OF GMS

The General Meeting of Shareholders (GMS) is the Bank's highest organ with non-transferrable authority to the Board of Commissioners or Board of Directors within limitations as stated in the Bank's Articles of Association and the prevailing laws and regulations.

MECHANISM OF THE 2019 ANNUAL GMS (AGMS) 2019 IMPLEMENTATION

The 2019 AGMS was conducted in accordance with the stipulations in the Bank's Articles of Association and POJK No.32/POJK.04/2014 concerning the Planning and Implementation of General Meetings of Shareholders for Public Companies.

The Bank held 1 (one) AGMS on April 9, 2019 at the Bank's Head Office, OCBC NISP Tower, Prof. Dr. Satrio Street Kav. 25, South Jakarta.

Quorum stipulations, Meeting Decision Making and Voting Mechanisms have been stated in the AGMS can be accessed at the Bank's website: www.ocbcnisp.com.

PENYELENGGARAAN RUPST 2019

THE IMPLEMENTATION OF 2019 AGMS

Tanggal Date	Keterangan	Description
15 Februari 2019 February 15, 2019	Pemberitahuan rencana RUPST kepada OJK melalui laporan elektronik.	AGMS notification to OJK through an electronic report.
22 Februari 2019 February 22, 2019	Pengumuman melalui iklan di media cetak harian Bisnis Indonesia, situs web Bursa Efek Indonesia (BEI), dan situs web Bank www.ocbcnisp.com .	Announcement via advertisements in Business Indonesia newspaper, the Indonesia Stock Exchange (IDX) website, and the Bank's website www.ocbcnisp.com
11 Maret 2019 March 11, 2019	Pemanggilan melalui iklan di media cetak harian Bisnis Indonesia, situs web BEI, dan situs web Bank www.ocbcnisp.com .	Invitation via advertisements in the Business Indonesia newspaper, the IDX website, and the Bank's website www.ocbcnisp.com .
9 April 2019 April 9, 2019	Pelaksanaan RUPST pada Pukul 10.00 – 11.04 WIB, bertempat di OCBC NISP Tower Lt. 23, Jalan Prof. Dr. Satrio Kav. 25, Jakarta Selatan.	The conducting of AGMS at 10.00 - 11.04 Western Indonesian Time, at OCBC NISP Tower floor 23, Prof. Dr. Satrio Street Kav. 25, South Jakarta.
10 April 2019 April 10, 2019	Ringkasan Risalah RUPST diumumkan melalui iklan di media cetak harian Bisnis Indonesia, situs web OJK dan BEI, serta situs web Bank www.ocbcnisp.com .	Resolution Announcement via advertisements in the Business Indonesia newspaper, OJK and IDX websites, as well as the Bank's website www.ocbcnisp.com .

KEPUTUSAN DAN REALISASI HASIL RUPST 2019

Hasil keputusan untuk seluruh agenda dan pembahasan RUPST telah disetujui dengan suara bulat secara musyawarah untuk mufakat dengan jumlah suara yang sah sebanyak 22.855.021.096 suara, sebagai berikut:

RESOLUTION AND REALIZATION OF 2019 AGMS

The resolution of AGMS agenda and discussion has been unanimously approved in consensus with legitimate votes of 22,855,021,096, as follows:

Mata Acara 1 | 1st Agenda

Persetujuan atas Laporan Tahunan Perseroan untuk Tahun Buku 2018 Approval of the Company's Annual Report for the 2018 Financial Year

Keputusan:

- Menyetujui Laporan Tahunan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2018, termasuk Laporan Direksi dan Laporan Pengawasan Dewan Komisaris
- Menyetujui serta mengesahkan Laporan Keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2018 yang telah diaudit oleh Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan, firma anggota jaringan global PricewaterhouseCoopers dengan opini "Wajar Tanpa Modifikasi" sebagaimana dinyatakan dalam laporannya tertanggal 25 Januari 2019
- Menyetujui membebaskan segenap anggota Direksi dan Dewan Komisaris Perseroan dari tanggung jawab dan segala tanggungan (*acquit et de charge*) atas tindakan pengurusan dan pengawasan yang telah dijalankan selama tahun buku 2018, sepanjang tindakan tersebut tercermin dalam Laporan Tahunan dan Laporan Keuangan Perseroan tahun buku 2018, kecuali untuk perbuatan penggelapan, penipuan dan tindak pidana lainnya.

Resolution:

- Approved the Company's Annual Report for the financial year ended on December 31, 2018, including the Board of Directors Report and the Board of Commissioners Supervision Report
- Approved and ratified the Company's Financial Report for the financial year ended on December 31, 2018, audited by Tanudiredja, Wibisana, Rintis & Rekan Public Accounting Firm, member firm of Pricewaterhouse Coopers global network with "Unmodified" opinion as set forth in its report dated January 25, 2019
- Approved to release and discharge all members of the Company's Board of Directors and Board of Commissioners of responsibilities and all liabilities (*acquit et de charge*) for the management and supervision performed during the financial year 2018, insofar as such actions were reflected in the Company's Annual Report and Financial Statement for the financial year 2018, except for acts of embezzlement, fraud and other crimes.

Realisasi: Telah terealisasi

Realization: Has been realized

Mata Acara 2 | 2nd Agenda

Penetapan Penggunaan Laba Perseroan Tahun Buku 2018 Appropriation of the Company's Profit earned in the 2018 Financial Year.

Keputusan:

Menyetujui penggunaan laba tahun buku 2018 sebesar Rp2.638.064.002.068 setelah dikurangi cadangan umum sebesar Rp100.000.000 sesuai Undang-Undang No. 40 tahun 2007 tentang Perseroan Terbatas, sepenuhnya akan digunakan untuk memperkuat posisi permodalan Perseroan dan tidak dibagikan sebagai dividen kepada para pemegang saham.

Resolution:

Approved the determination of the appropriation of the 2018 financial year profit of Rp2,638,064,002,068 after deducting the general reserves in the amount of Rp100,000,000 in accordance with Law No. 40 of 2007 concerning Limited Liability Company, entirely to strengthen the Company's capital position rather than being distributed as dividends to shareholders.

Realisasi: Telah terealisasi

Realization: Has been realized

Mata Acara 3 | 3rd Agenda

Pertanggungjawaban Realisasi Penggunaan Dana Hasil Penawaran Umum Accountability for the Actual Use of Public Offering Proceeds.

Pada agenda ketiga Rapat ini oleh karena bersifat laporan, maka tidak dilakukan proses tanya jawab dan pengambilan keputusan.

As the third agenda for information purposes only, no question and answer or decision making process were conducted.

Mata Acara 4 | 4th Agenda

Pembelian Kembali Saham Perseroan dalam rangka Pemberian Remunerasi yang bersifat variabel sesuai dengan POJK No. 45/POJK.03/2015 Buyback of the Company's Shares for Variable Remuneration Distribution in accordance with POJK No.45/POJK.03/2015.

Keputusan:

Menyetujui pembelian kembali saham Perseroan dengan jumlah Saham Perseroan yang akan dibeli kembali maksimum 364.000 (tiga ratus enam puluh empat ribu) saham atau 0,002% (nol koma nol nol dua persen) dari total saham yang telah dikeluarkan dan disetor penuh. Pelaksanaan pembelian kembali saham dalam rangka pemberian remunerasi yang bersifat variabel kepada manajemen dan karyawan dengan mengacu pada POJK No. 30/POJK.04/2017 dan akan dilaksanakan dengan mengikuti dan tunduk kepada peraturan yang berlaku, serta kewenangan pelaksanaan atas pembelian kembali saham Perseroan dalam rangka pemberian remunerasi yang bersifat variabel diberikan kepada Direksi Perseroan.

Resolution:

Approved the buyback of the Company's shares with the maximum number of the Company's Shares to be buybacked being 364,000 (three hundred sixty-four thousand) shares or 0.002% (zero point zero zero two percent) of the entire shares issued and fully paid-up. The buyback of shares for variable remuneration distribution to the management and employees pursuant to POJK No. 30/POJK.04/2017 shall be performed with due observance of and subject to the prevailing regulations, and the authority of the buyback of shares for variable remuneration are granted to the Company's Board of Directors.

Realisasi:

Pelaksanaan pembelian kembali saham Perseroan telah terealisasi pada tanggal 16 Juli 2019 dan telah dilaporkan kepada OJK melalui surat nomor 015/CPDD-CDU/SS/BB/VII/2019 tanggal 16 Juli 2019.

Realization:

The buyback of Company shares was realized on July 16th, 2019 and was reported to OJK via letter number 015/CPDD-CDU/SS/BB/VII/2019 dated July 16th, 2019.



Mata Acara 5 | 5th Agenda

Persetujuan Pengkinian Rencana Aksi (*Recovery Plan*) sesuai POJK No. 14/POJK.03/2017 Approval of Recovery Plan in accordance with POJK No.14/POJK.03/2017.

Keputusan:

Menyetujui pengkinian Rencana Aksi (*Recovery Plan*), dan selanjutnya apabila terjadi kondisi yang mana Perseroan harus melaksanakan salah satu atau beberapa opsi dalam Rencana Aksi yang memerlukan persetujuan RUPS, dan mengingat kondisi tersebut memerlukan tindakan segera sehingga tidak mungkin diselenggarakan RUPS terlebih dahulu, memberikan kuasa dan wewenang kepada Direksi Perseroan untuk pelaksanaannya dengan terlebih dahulu mendapatkan persetujuan Dewan Komisaris.

Resolution:

Approved the Recovery Plan Update, and subsequently if there is a condition where the Company must implement one or several options in the Recovery Plan that requires the approval of the GMS, and considering that these conditions require immediate action so that it is impossible to hold a GMS in advance, to grant the power and authority to the Company's Board of Directors for the implementation with prior approval from the Board of Commissioners.

Realisasi:

Evaluasi dan pengkinian Rencana Aksi dilakukan secara tahunan dan telah disampaikan kepada OJK pada tanggal 28 November 2019. Instrumen Utang yang memiliki karakteristik modal telah diterbitkan pada tanggal 27 September 2019.

Realization:

Evaluation and update of Recovery Plan to be conducted annually and submitted to OJK on November 28, 2019. Debt Instruments with capital characteristics were issued on September 27, 2019.

Mata Acara 6 | 6th Agenda

Penunjukan Akuntan Publik untuk Tahun 2019 dan Penetapan Honorarium serta Persyaratan lain berkenaan dengan Penunjukan tersebut Appointment of a Public Accountant for 2019 and Determination of the Honorarium and other relevant Qualifications to the Appointment.

Keputusan:

Menyetujui untuk memberikan wewenang kepada Dewan Komisaris berdasarkan rekomendasi Komite Audit untuk menunjuk Akuntan Publik yang akan memeriksa atau mengaudit buku dan catatan Perseroan untuk tahun buku 2019 sesuai dengan kriteria POJK No. 13/POJK.03/2017, dan menetapkan jumlah honorarium serta persyaratan lainnya berkenaan dengan Akuntan Publik yang ditunjuk tersebut.

Resolution:

Approved the granting of authority to the Board of Commissioners upon recommendation from the Audit Committee to appoint a Public Accountant to examine or audit the books and records of the Company for the 2019 financial year in accordance with the criteria of POJK No.13/POJK.03/2017 and to determine the honorarium and other relevant qualifications for the appointed Public Accountant.

Realisasi:

Berdasarkan Rekomendasi Komite Audit No. 002/AC-Reco/IPC-WS/V/2019 tanggal 3 Mei 2019, Dewan Komisaris menunjuk Akuntan Publik (AP) Angelique Daryanto, S.E., CPA dan Kantor Akuntan Publik (KAP) Tanudiredja, Wibisana, Rintis & Rekan sebagai AP dan KAP untuk tahun buku 2019 berdasarkan Surat Keputusan Dewan Komisaris No. 011/DEKOM/IPC-WS/V/2019 tanggal 10 Mei 2019.

Realization:

Based on the Audit Committee Recommendation No. 002/AC-RECO/IPC-WS/V/2019 of May 3, 2019, the Board of Commissioners appointed Public Accountant Angelique Daryanto, S.E., CPA and KAP Tanudiredja, Wibisana, Rintis & Partners as the Public Accountant and Public Accounting Firm of the 2019 financial year based on the Board of Commissioners Decree No. 011/DEKOM/IPC-WS/V/2019 dated May 10, 2019.

Mata Acara 7 | 7th Agenda

Perubahan Susunan Pengurus Perseroan beserta Penetapan Remunerasinya. Change in the Company Management Composition and Determination of Their Remuneration.

Keputusan:

- Menyetujui untuk mengangkat kembali anggota Direksi, yaitu Andrae Krishnawan W, Johannes Husin, dan Low Seh Kiat sebagai Direktur untuk masa jabatan terhitung sejak ditutupnya Rapat ini sampai dengan ditutupnya Rapat Umum Pemegang Saham Tahunan tahun 2022.
- Menyetujui perubahan jabatan Hartati dari Direktur Independen menjadi Direktur, sehubungan dengan ketentuan perihal Direktur Independen telah dicabut dalam SK Direksi PT Bursa Efek Indonesia Nomor Kep-00183/BEI/12-2018 tanggal 26 Desember 2018.
- Menyetujui pengukuhan atas pengangkatan Rama P. Kusumaputra sebagai Komisaris Independen menjadi efektif sejak ditutupnya Rapat ini sampai dengan ditutupnya Rapat Umum Pemegang Saham Tahunan tahun 2022.

Resolution:

- Approved the reappointment of Andrae Krishnawan W, Johannes Husin, and Low Seh Kiat as Directors for the term of office effective from the closing of this Meeting until the closing of the Company's 2022 AGMS.
- Approved the change of position of Hartati from Independent Director to Director, in relation to the revocation of the Independent Director position as stated in Indonesia Stock Exchange's Director Decision Letter No. Kep-00183/BEI/12-2018 dated December 26, 2018.
- Approved the affirmation of the appointment of Mr. Rama P. Kusumaputra as an Independent Commissioner, effective from the closing of this Meeting until the closing of the Company's 2022 AGMS.

<p>4. Menyetujui penetapan besarnya remunerasi bagi Dewan Komisaris, Dewan Pengawas Syariah, dan Direksi:</p> <ul style="list-style-type: none"> • Memberikan kembali wewenang kepada OCBC Overseas Investments Pte. Ltd. sebagai pemegang saham mayoritas berdasarkan rekomendasi dari Komite Remunerasi dan Nominasi untuk menetapkan besarnya remunerasi bagi Dewan Komisaris. • Memberikan kembali wewenang kepada Dewan Komisaris berdasarkan rekomendasi dari Komite Remunerasi dan Nominasi untuk menetapkan besarnya remunerasi bagi Dewan Pengawas Syariah dan Direksi. <p>Berlaku untuk 3 (tiga) tahun buku yaitu sejak tahun buku 2020 sampai dengan tahun buku 2022.</p> <p>5. Menyetujui memberikan kuasa dan wewenang kepada Direksi Perseroan untuk menyatakan keputusan Rapat tersebut dalam Akta Notaris tersendiri, serta memberikan kuasa dan wewenang kepada Direksi Perseroan dengan hak substitusi kepada Notaris untuk memberitahukan kepada instansi yang berwenang, mendaftarkan dan melakukan segala tindakan yang diperlukan sesuai dengan ketentuan anggaran dasar dan peraturan perundang-undangan yang berlaku sehubungan dengan keputusan tersebut.</p>	<p>4. Approved the determination of the remuneration of the Company's Board of Commissioners, Sharia Supervisory Board, and Board of Directors:</p> <ul style="list-style-type: none"> • To again grant the authority to OCBC Overseas Investments Pte. Ltd. as the majority shareholder upon the recommendation of the Remuneration and Nomination Committee to determine the remuneration of the Board of Commissioners. • To again grant the authority to the Board of Commissioners upon the recommendation of the Remuneration and Nomination Committee to determine the remuneration of the Board of Directors. <p>To be valid for 3 (three) financial years, from the financial year 2020 up to the financial year 2022.</p> <p>5. Approved the granting of the power and authority to the Company's Board of Directors to set out the aforementioned Meeting resolutions in a separate Notary Deed, and to grant the power and authority to the Company's Board of Directors with the right of substitution to the Notary to notify the authorized agency, to register, and as well as to take all necessary actions in accordance with the provisions of the articles of association and the prevailing laws and regulations in connection with said resolutions.</p>
<p>Realisasi:</p> <ul style="list-style-type: none"> • Pengangkatan kembali anggota Direksi dan pengukuhan atas pengangkatan Komisaris Independen telah dinyatakan dalam Akta Notaris tersendiri dan telah didaftarkan dalam Daftar Perseroan Nomor AHU-0065002.AH.01.11 TAHUN 2019 tanggal 22 April 2018. • Susunan lengkap Dewan Komisaris dan Direksi tersedia pada situs web Bank www.ocbcnisp.com 	<p>Realization:</p> <ul style="list-style-type: none"> • The reappointment of the Board of Directors' members, and the affirmation of Independent Commissioner have been stated in a separate Notarial Deed and have been registered in the company register number AHU-0065002.AH.01.11 year 2019 dated April 22, 2018. • The complete composition of the Board of Commissioners and the Board of Directors are available at the Bank's website www.ocbcnisp.com.

PERNYATAAN TERKAIT KEPUTUSAN RUPS 2019 YANG BELUM TEREALISASI

Bank dengan ini menyatakan bahwa pada tahun 2019 seluruh Keputusan RUPS telah terealisasi dan tidak ada keputusan RUPS yang tidak terealisasi atau tertunda realisasinya.

STATEMENT CONCERNING UNREALIZED 2019 GMS RESOLUTIONS

The Bank hereby declares that in 2019, all GMS resolutions have been realized. There were no GMS resolutions that had not been realized or delayed.

PENYELENGGARAAN RUPS TAHUN 2018

Keputusan RUPST 3 April 2018 telah disampaikan secara lengkap pada Laporan Tahunan 2018, dan pada Ringkasan Risalah RUPST 2018 yang tersedia pada situs web Bank www.ocbcnisp.com.

THE IMPLEMENTATION OF 2018 GMS

The resolutions of the AGMS dated April 3, 2018, have been fully delivered in the 2018 Annual Report, and in the summary of the 2018 AGMS available at the Bank's website www.ocbcnisp.com.



**REALISASI HASIL RUPST 3 APRIL 2018 SEBAGAI
BERIKUT:**

**THE REALIZATION OF AGMS APRIL 3RD, 2018 ARE AS
FOLLOWS:**

<p>MATA ACARA 1 Persetujuan atas Laporan Tahunan Perseroan untuk Tahun Buku 2017</p> <p>Realisasi: Telah terealisasi</p>	<p>1ST AGENDA Approval of the Company's Annual Report Fiscal Year of 2017</p> <p>Realization: Has been realized</p>
<p>MATA ACARA 2: Penetapan Penggunaan Laba Perseroan Tahun Buku 2017</p> <p>Realisasi: Telah terealisasi</p>	<p>2ND AGENDA Used determination of the Company's profit during the 2017 fiscal year.</p> <p>Realization: Has been realized</p>
<p>MATA ACARA 3: Pertanggungjawaban Realisasi Penggunaan Dana Hasil Penawaran Umum</p> <p>Realisasi: Telah terealisasi Mata Acara Ketiga Rapat ini bersifat laporan</p>	<p>3RD AGENDA Accountability for the Actual Use of Public Offering Proceeds</p> <p>Realization: Has been realized The third agenda of this meeting is a report in nature.</p>
<p>MATA ACARA 4 Pembagian Saham Bonus</p> <p>Realisasi: Pembagian saham bonus telah terealisasi pada tanggal 4 Mei 2018 dan laporan perubahan kepemilikan saham Bank OCBC NISP telah dilaporkan kepada OJK melalui surat nomor 033/CorpSecr/KS.01/KN/V/2018 tanggal 17 Mei 2018.</p>	<p>4TH AGENDA Bonus Share Distribution</p> <p>Realization: The bonus share distribution was realized on May 4, 2018 and the report of the Bank OCBC NISP share ownership change was reported to the OJK via the letter number 033/CorpSecr/KS.01/KN/V/2018 dated May 17, 2018.</p>
<p>MATA ACARA 5 Pembelian Kembali Saham Perseroan dalam rangka Pemberian Remunerasi yang bersifat variabel sesuai dengan POJK No.45/POJK.03/2015</p> <p>Realisasi: Pelaksanaan pembelian kembali saham Perseroan telah terealisasi pada tanggal 5 Oktober 2018 dan telah dilaporkan kepada OJK melalui surat nomor 004/CPDDCDU/SS/BB/X/2018 tanggal 9 Oktober 2018.</p>	<p>5TH AGENDA Buyback of the Company's Shares for Variable Remuneration Distribution in accordance with POJK No.45/POJK.03/2015</p> <p>Realization: The buyback of Company shares was realized on October 5th, 2018 and was reported to OJK via letter number 004/CPDD-CDU/SS/BB/X/2018 of October 9, 2018.</p>
<p>MATA ACARA 6 Peningkatan Modal Dasar</p> <p>Realisasi: Peningkatan Modal Dasar telah terealisasi dan dinyatakan dalam Akta Perubahan Anggaran Dasar yang telah disetujui oleh Menteri Hukum dan Hak Asasi Manusia Republik Indonesia nomor AHU-0011028.AH.01.02 tahun 2018.</p>	<p>6TH AGENDA Increase of Authorized Capital</p> <p>Realization: Increase of Authorized Capital has been realized and declared in the Deed of Amendment to the Articles of Association that was approved by the Minister of Law and Human Rights of the Republic of Indonesia number AHU-0011028.AH.01.02 year of 2018.</p>
<p>MATA ACARA 7 Persetujuan Rencana Aksi (<i>Recovery Plan</i>) termasuk Persetujuan memiliki Instrumen Utang yang memiliki Karakteristik Modal sesuai POJK No.14/POJK.03/2017.</p> <p>Realisasi:</p> <ul style="list-style-type: none"> Evaluasi dan pengkinian Rencana Aksi dilakukan secara tahunan dan telah disampaikan kepada OJK pada 23 November 2018. Instrumen Utang yang memiliki karakteristik modal telah diterbitkan pada tanggal 27 September 2018. 	<p>7TH AGENDA Approval of Recovery Plan including Approval to have Debt Instrument with Capital Characteristic in accordance with POJK No.14/POJK.03/2017.</p> <p>Realization:</p> <ul style="list-style-type: none"> Evaluation and update of Action Plan to be conducted annually and submitted to OJK on November 23, 2018. Debt Instruments with capital characteristics were issued on September 27, 2018.

MATA ACARA 8

Penunjukan Akuntan Publik untuk Tahun 2018 dan Penetapan Honorarium serta Persyaratan lain berkenaan dengan Penunjukan tersebut.

Realisasi: Berdasarkan Rekomendasi Komite Audit No. 003/AC-RECO/IPC-WS/V/2018 tanggal 2 Mei 2018, Dewan Komisaris menunjuk Akuntan Publik Angelique Daryanto, S.E., CPA dan KAP Tanudiredja, Wibisana, Rintis & Rekan sebagai Akuntan Publik dan Kantor Akuntan Publik untuk tahun buku 2018 berdasarkan Surat Keputusan Dewan Komisaris No. 023/DEKOM/IPC-WS/V/2018 tanggal 7 Mei 2018.

8TH AGENDA

Appointment of a Public Accountant for 2018 and Determination of the Honorarium and other relevant Qualifications to the Appointment.

Realization: Based on the Audit Committee Recommendation No. 003/AC-RECO/IPC-WS/V/2018 of May 2, 2018, the Board of Commissioners appointed Public Accountant Angelique Daryanto, S.E., CPA and KAP Tanudiredja, Wibisana, Rintis & Partners as the Public Accountant and Public Accounting Firm of the 2018 financial year based on the Board of Commissioners Decision Letter No. 023/DEKOM/IPCWS/V/2018 dated May 7, 2018.

MATA ACARA 9

Perubahan Susunan Dewan Komisaris dan Direksi beserta Penetapan Gaji/Honorarium dan Tunjangannya.

Realisasi:

- Pengangkatan kembali dan susunan anggota Dewan Komisaris dan Direksi telah dinyatakan dalam Akta Notaris tersendiri dan telah didaftarkan dalam Daftar Perseroan Nomor AHU-0055746.AH.01.11 TAHUN 2018 tanggal 19 April 2018.
- Pengangkatan Mirah Wiryoatmodjo sebagai Direktur telah memperoleh persetujuan OJK dan efektif tanggal 5 Juni 2018, serta dinyatakan dalam Akta Notaris tersendiri dan didaftarkan dalam Daftar Perseroan Nomor AHU-0078742.AH.01.11 TAHUN 2018 tanggal 07 Juni 2018.
- Pengangkatan Rama Pranata Kusumaputra sebagai Komisaris Independen, yang bersangkutan telah menjalani masa tunggu 6 (enam) bulan dan Bank telah mendapatkan persetujuan OJK tanggal 11 Februari 2019. Pengukuhan atas pengangkatan dan masa jabatan yang bersangkutan telah diajukan dan disetujui dalam RUPST 9 April 2019.

9TH AGENDA

Change in the Composition of the Company's Board of Commissioners and Board of Directors, and Determination of their Salaries/Honoraria and Allowances.

Realization:

- The reappointment and the composition of the Board of Commissioner and the Board of Director was stated in a separate Notarial Deed and was registered in the Company Registry number AHU-0055746.AH.01.11 year of 2018 dated April 19, 2018.
- The appointment of Mirah Wiryoatmodjo as a Director was approved by OJK effective on June 5, 2018, and stated in a separate Notarial Deed and was registered in Company Registry number AHU-0078742.AH.01.11 year of 2018 dated June 7, 2018.
- The appointment of Rama Pranata Kusumaputra as an Independent Commissioner, after the completion of a 6 (six) month of cooling period and the Bank has obtained the OJK approval on February 11, 2019. The affirmation of his appointment and his terms of service was submitted and approved at AGMS on April 9, 2019.

PERNYATAAN TERKAIT KEPUTUSAN RUPS 2018 YANG BELUM TEREALISASI

Bank dengan ini menyatakan bahwa pada tahun 2018 seluruh Keputusan RUPS telah terealisasi dan tidak ada keputusan RUPS yang tidak terealisasi atau tertunda realisasinya.

STATEMENT CONCERNING UNREALIZED 2018 GMS RESOLUTIONS

The Bank hereby declares that in 2018, all GMS resolutions have been realized. There were no GMS resolutions that had not been realized or delayed.



DEWAN KOMISARIS The Board of Commissioners

PEDOMAN DAN TATA TERTIB KERJA

Bank memiliki Pedoman dan Tata Tertib Kerja bagi Dewan Komisaris sebagai pedoman dalam menjalankan tugas.

Pedoman dan Tata Tertib Kerja Dewan Komisaris mencakup:

1. Kriteria dan komposisi
2. Tugas dan tanggung jawab
3. Tata cara pengadaaan rapat
4. Prosedur remunerasi
5. Pembagian kewenangan

Pedoman selengkapnya dapat diakses pada situs web Bank www.ocbcnisp.com.

TUGAS DAN TANGGUNG JAWAB DEWAN KOMISARIS

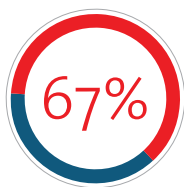
Dewan Komisaris melaksanakan fungsi pengawasan serta memberikan nasihat terhadap kegiatan pengelolaan Bank oleh Direksi sesuai dengan Anggaran Dasar Bank.

KRITERIA ANGGOTA

Pemilihan Anggota Dewan Komisaris, dilaksanakan dengan kriteria antara lain:

- a. Mempunyai akhlak, moral, dan integritas yang baik.
- b. Cakap melakukan perbuatan hukum.
- c. Memiliki rekam jejak yang baik dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat
- d. Memiliki komitmen untuk mematuhi peraturan perundang-undangan
- e. Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan

KOMPOSISI DEWAN KOMISARIS



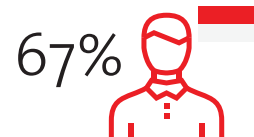
Komposisi Komisaris Independen
Composition of Independent
Commissioners



Jumlah Komisaris
Total Commissioners



Jumlah Komisaris Perempuan
Total Female Commissioner



Komisaris Warga Negara Indonesia
Commissioners with Indonesian
Citizenship

BOARD OF COMMISSIONERS' CHARTER

The Bank has in place the Board of Commissioners Charter as a Guideline in performing duties.

The Board of Commissioners Charter covers the following:

1. Criteria and composition
2. Duties and responsibilities
3. Meeting procedures
4. Remuneration procedures
5. Distribution of authority

The complete guidelines can be accessed at the Bank website www.ocbnisp.com.

DUTIES AND RESPONSIBILITIES

The Board of Commissioners carries out the oversight function and advisory to the Board of Directors regarding the Bank management according to the Bank's Articles of Association.

MEMBERS CRITERIA

The Bank puts in place several criteria for the selection of the Board of Commissioners' members:

- a. Having good character, morals and integrity.
- b. Capable in carrying out legal actions.
- c. Having a good track record in the 5 (five) years prior to appointment and during tenure.
- d. Having a commitment to comply with laws and regulations.
- e. Having the knowledge and/or expertise in the required fields.

BOARD OF COMMISSIONERS COMPOSITION

KEBIJAKAN KEBERAGAMAN DEWAN KOMISARIS

Dalam rangka pelaksanaan tugas pengawasan kegiatan operasional Bank, komposisi Dewan Komisaris Bank mencerminkan keberagaman anggotanya dalam hal kewarganegaraan, usia, pendidikan, pengalaman kerja, dan gender. Rincian kualifikasi Dewan Komisaris disajikan pada Profil Dewan Komisaris di halaman 58-63.

RAPAT DEWAN KOMISARIS

KEBIJAKAN RAPAT DEWAN KOMISARIS

Kebijakan Rapat Dewan Komisaris diatur dalam Pedoman dan Tata Tertib Kerja Dewan Komisaris Bank, antara lain:

1. Frekuensi rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan dan rapat bersama Direksi paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Dewan Komisaris wajib menghadiri setidaknya 2 (dua) rapat, baik secara fisik atau melalui *video call/ conference*.
3. Hasil rapat wajib dituangkan dalam risalah rapat, ditandatangani oleh anggota Dewan Komisaris dan Direksi yang hadir dan disampaikan kepada seluruh anggota Dewan Komisaris dan Direksi.
4. Pada rapat yang telah dijadwalkan, materi rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan.

JUMLAH & TINGKAT KEHADIRAN RAPAT DEWAN KOMISARIS

Sepanjang tahun 2019, jumlah rapat Dewan Komisaris dilaksanakan sebanyak 6 (enam) kali dengan rapat jumlah secara fisik 3 (tiga) kali dan secara *video conference* 3 (tiga) kali. Kehadiran masing-masing anggota Dewan Komisaris dalam rapat adalah 100%.

RAPAT GABUNGAN DEWAN KOMISARIS DAN DIREKSI

Sepanjang tahun 2019, telah diadakan sebanyak 3 (tiga) kali rapat gabungan dengan tingkat kehadiran 100%.

REKOMENDASI DEWAN KOMISARIS

Dalam pelaksanaan tugas dan tanggung jawabnya selama tahun 2019, Dewan Komisaris telah memberikan rekomendasi kepada Direksi, antara lain:

1. Rencana Bisnis Bank dan Rencana Aksi Keuangan Berkelanjutan (RAKB) 2020
2. Pelaksanaan Tata Kelola Perusahaan yang baik
3. *Risk Appetite Statement*
4. *Outsourcing Policy*
5. Kebijakan di bidang Manajemen Risiko
6. Laporan Tahunan 2018
7. Penerapan *Anti Fraud Strategy*
8. Batas Risiko Likuiditas dan Risiko Pasar 2019.

DIVERSITY POLICY OF THE BOARD OF COMMISSIONERS

Carrying out the supervisory duties for the Bank's operations, the Board of Commissioners' composition reflects the diversity of its members in terms of nationality, age, education, work experience, and gender. Details of the Board of Commissioners' qualifications are presented in the Board of Commissioners profile on page 58-63.

BOARD OF COMMISSIONERS MEETINGS

BOARD OF COMMISSIONERS MEETING POLICY

The Board of Commissioners Charter regulates the Board of Commissioners Meetings, as follows:

1. Meetings are held at least once every 2 (two) months, and joint meetings with the Board of Directors at least once every 4 (four) months.
2. The Board of Commissioners shall attend at least 2 (two) meetings, either physically or via video/call conference.
3. The meeting results shall be stated in the meeting minutes and signed by the Board of Commissioners' members and the Board of Directors' members present and delivered to all members of the Board of Commissioners and Board of Directors.
4. At the scheduled meeting, the material shall be conveyed to the meeting participants no later than five (5) days before the meeting is held.

TOTAL MEETINGS AND ATTENDANCE LEVELS

6 (six) Board of Commissioners meetings were conducted during 2019, consisting of 3 (three) physical meetings and 3 (three) video conferences. The attendance level of each member was 100%.

BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS JOINT MEETINGS

3 (three) joint meetings were held during 2019 with attendance levels of 100%.

BOARD OF COMMISSIONERS RECOMMENDATIONS

Carrying out its duties and responsibilities, the Board of Commissioners provided recommendations on the following matters to the Board of Directors:

1. Bank Business Plan and Financial Sustainability Action Plan 2020
2. Good Corporate Governance implementation
3. Risk Appetite Statement
4. Outsourcing Policy
5. Policies in Risk Management areas
6. 2018 Annual Report
7. Application of Anti-Fraud Strategy
8. Threshold of Liquidity Risk and Market Risk 2019.



PENILAIAN KINERJA DEWAN KOMISARIS

PROSEDUR PENILAIAN

Penilaian atas kinerja Dewan Komisaris dilakukan dengan cara:

- Penilaian mandiri menggunakan kuesioner yang mencakup antara lain:
 1. Komposisi
 2. Kualitas rapat Dewan Komisaris
 3. Kinerja pengawasan Dewan Komisaris terhadap kinerja perusahaan
 4. Pelaksanaan suksesi Direksi
 5. Memastikan pelaksanaan manajemen risiko dan pengendalian internal.

- Penilaian melalui Penilaian Mandiri Tata Kelola. Penilaian kinerja Dewan Komisaris lainnya dilakukan juga melalui penilaian mandiri pelaksanaan Tata Kelola sebagaimana diatur pada Surat Edaran OJK No.13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum.

Tujuan dari penilaian mandiri adalah untuk mengevaluasi kontribusi dan efektivitas kinerja Dewan Komisaris.

KRITERIA PENILAIAN

1. Penilaian *governance structure* menilai kecukupan struktur dan infrastruktur tata kelola Bank agar proses pelaksanaan prinsip Tata Kelola memberikan *outcome* yang sesuai dengan harapan pemangku kepentingan Bank.
2. Penilaian efektivitas proses pelaksanaan prinsip tata kelola yang didukung oleh kecukupan struktur dan infrastruktur tata kelola Bank.
3. Penilaian hasil tata kelola menilai kualitas hasil yang memenuhi harapan pemangku kepentingan Bank.

PIHAK YANG MELAKUKAN PENILAIAN

1. Dewan Komisaris melalui penilaian mandiri.
2. Direksi melalui kuesioner memberikan penilaian dan masukan kepada Dewan Komisaris.

BOARD OF COMMISSIONERS PERFORMANCE ASSESSMENT

ASSESSMENT PROCEDURES

The performance assessment for the Board of Commissioners is carried out by the following:

- Self-assessment by questionnaires, which includes:
 1. Composition
 2. Quality of the Board of Commissioners meetings
 3. Board of Commissioners' oversight performance on Bank performance
 4. Implementation of the Board of Directors' succession
 5. Ensuring the implementation of risk management and internal controls.

- Assessment through Governance Self-Assessment. Another Board of Commissioners' performance assessment is also carried out through corporate governance self-assessment as stipulated in OJK Circular Letter No.13/SEOJK.03/2017 on the Governance Implementation for Commercial Banks.

The objective of self-assessment is to evaluate the contribution and effectiveness of the Board of Commissioners.

ASSESSMENT CRITERIA

1. Governance structure assesses the adequacy of the Bank's governance structure and infrastructure, hence to meet the Bank's stakeholders' expectation on the outcomes of GCG principles implementation process.
2. Assessment of the effectiveness on the governance principles implementation process, supported by the Bank's governance structure and infrastructure adequacy.
3. Assessment of the governance results on the outcome quality that fulfilled the Bank's Stakeholders expectations.

ASSESSORS

1. The Board of Commissioners through Self-Assessment.
2. The Board of Directors through questionnaires that provide assessment and input to the Board of Commissioners.

PROGRAM ORIENTASI

Bank memiliki program orientasi dan pengenalan bagi anggota Dewan Komisaris yang baru dan anggota independen Komite di bawahnya dengan tujuan memberikan pengetahuan dan pemahaman tentang Bank, serta lingkup pekerjaannya. Sepanjang 2019 terdapat orientasi bagi 1 (satu) orang anggota Dewan Komisaris dan 2 (dua) orang anggota independen Komite Pemantau Risiko yang baru.

PROGRAM PELATIHAN ANGGOTA DEWAN KOMISARIS

Guna meningkatkan kompetensi dan penyelarasan dengan perkembangan dunia usaha, khususnya untuk mendukung pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris mengikuti pelatihan pada tahun 2019, antara lain sebagai berikut:

ORIENTATION PROGRAM

The Bank has in place the orientation and introduction program for new members of the Board of Commissioners and its Independent Committee members, aimed at providing knowledge and understanding of the Bank, as well as the scope of work. The orientation program in 2019 was conducted for 1 (one) new member of the Board of Commissioners and 2 (two) new independent members of the Risk Monitoring Committee.

TRAINING PROGRAMS FOR BOARD OF COMMISSIONERS' MEMBERS

In 2019, the Board of Commissioners attended various training sessions for competency enhancement and to conform with business development, specifically in supporting their duties and responsibilities. The training sessions were as follows:

Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Place
Pramukti Surjaudaja	<i>UBS Wealth Insights 2019 Conference: Global Outlook, APAC Outlook, US-China Trade War and China Economy</i>	14 January 2019 January 14, 2019	UBS Wealth Management Singapore	Singapura
	<i>Spokesperson Training</i>	31 January 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>70th ICP Semi-Annual Forecast</i>	24 April 2019 April 24, 2019	Castle Asia Indonesia Country Program	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Presentation on Open Banking Framework and API Marketplace / Financial Planning Digital Service</i>	1 Agustus 2019 August 1, 2019	OCBC Bank	Singapura Singapore
	<i>Indonesia Update</i>	1 Agustus 2019 August 1, 2019	OCBC Bank	Singapura Singapore
	<i>Directors visit to companies in Shenzhen to explore and discuss their innovations and extensive use of technology relevant to OCBC</i>	8-9 Agustus 2019 August 8-9, 2019	OCBC Bank	Singapura Singapore
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>SID Directors Conference 2019 - Transformation From Ordinary to Extraordinary</i>	11 September 2019 September 11, 2019	Singapore Institute of Directors	Jakarta
	<i>ON Value Project</i>	19 September 2019 September 19, 2019	Bank OCBC NISP	Jakarta
Peter Eko Sutioso	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta



Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Place
Samuel Nag Tsien	<i>Economic Outlook 2019</i>	19 Februari 2019 February 19, 2019	Great Eastern Holdings	Singapura Singapore
	<i>Looking Ahead - What's in store for Singapore and China businesses in 2019 and beyond</i>	14 Maret 2019 March 14, 2019	Allen & Gledhill LLP	Singapura Singapore
	<i>13th Singapore Maritime Lecture</i>	8 April 2019 April 8, 2019	Maritime and Port Authority of Singapore	Singapura Singapore
	<i>1st Singapore-Shanghai Comprehensive Cooperation Council Meeting</i>	24 Mei 2019 May 24, 2019	Enterprise Singapore	Singapura Singapore
	<i>The International Monetary Conference</i>	3-4 Juni 2019 June 3-4, 2019	International Monetary Conference	Singapura Singapore
	<i>ABS Dialogue - General Ketih Alexandra (retired), A member of MAS Cyber Security Panel, Founder of Ironnet Cyber Security</i>	24 Juni 19 June 24, 2019	The Association of Banks in Singapore	Singapura Singapore
	<i>SkillsFuture Festival Forum – Innovating for The Future of Work</i>	28 Juni 2019 June 28, 2019	Skills Future Singapore	Singapura Singapore
	<i>OCBC Culture & Conduct Programme</i>	12 Juli 2019 July 12, 2019	Ernst & Young	Singapura Singapore
	<i>Technology Risk Update</i>	16 Juli 2019 July 16, 2019	OCBC Bank	Singapura Singapore
	<ul style="list-style-type: none"> • Open Banking Framework • API Marketplace / Financial Planning Digital Service 	1 Agustus 2019 August 1, 2019	OCBC Bank	Singapura Singapore
	<ul style="list-style-type: none"> • <i>Market Development and Emerging Trends on New Technologies</i> • <i>Digital Advancement in Banking</i> 	8-9 Agustus 2019 August 8-9, 2019	OCBC Bank	Singapura Singapore
	<i>PIMCO's Investment Strategy in a World of Low Rates, Low Volatility and High Uncertainty, High Disruption</i>	18 September 2019 September 18, 2019	Great Eastern Holdings	Singapura Singapore
	<i>MAS Lecture 2019</i>	19 September 2019 September 19, 2019	Monetary Authority of Singapore	Singapura Singapore
	<i>GIC Insights 2019</i>	18 September 2019 September 18, 2019	GIC	Singapura Singapore
	<i>Singapore Summit 2019</i>	20-21 September 2019 September 20-21, 2019	EDB, GIC, MAS and Temasek	Singapura Singapore
	<i>Temasek International Panel Lunch</i>	23 September 2019 September 23, 2019	Temasek	Singapura Singapore
	<i>Technology Risk Update</i>	1 Oktober 2019 October 1, 2019	OCBC Bank	Singapura Singapore
	<i>Annual AML/CFT Training for Directors</i>	21 Oktober 2019 October 21, 2019	Bank of Singapore	Singapura Singapore
	<i>Annual AML/CFT Training for Directors</i>	4 November 2019 November 4, 2019	OCBC Bank	Singapura Singapore
	<i>Update on Technology Risk</i>	26 November 2019 November 26, 2019	OCBC Bank	Singapura Singapore
Lai Teck Poh	<i>Looking Ahead - What's in store for Singapore and China businesses in 2019 and beyond</i>	14 Maret 2019 March 14, 2019	Allen & Gledhill	Singapura Singapore
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
Kwan Chiew Choi	<i>Board Leadership for Cyber Resilience</i>	4 April 2019 April 4, 2019	Singapore Institute of Directors	Singapura Singapore
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta

Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Place
Jusuf Halim	<i>Regular Tax Discussion “Arah dan Strategi Kebijakan Penegakan Hukum Perpajakan 2019”</i> Regular Tax Discussion “The Direction and Strategy of Tax Law Enforcement Policies 2019”	2 April 2019 April 2, 2019	Ikatan Akuntan Indonesia	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	Diskusi Panel: “Perjalanan Profesi Komite Audit di Indonesia: Tantangan dan Prospek Masa Depan” Panel Discussion: “The Journey of Audit Committee Profession in Indonesia: The Challenge and Prospect in the Future”	18 Juni 2019 June 18, 2019	Ikatan Komite Audit Indonesia	Jakarta
	<i>Sharing and Discussion: “Emerging Financial Crime Threats in Digital Age”</i>	28 Juni 2019 June 28, 2019	CPA Australia	Jakarta
	<i>Sharing and Discussion: “Big Data Practices in Organizations”</i>	24 Juni 2019 June 24, 2019	Indonesia Strategic Management Society	Jakarta
	Seminar “Dialog Pengelolaan Keuangan Negara 2019: Peningkatan Efisiensi Pengelolaan Keuangan Negara di Era Digital 4.0 Menuju Indonesia Emas” Seminar “The State’s Financial Management Dialog 2019: The State’s Financial Management Efficiency Improvement in the 4.0 Digital Era towards Golden Indonesia”	25-26 Juni 2019 June 25-26, 2019	Ikatan Akuntan Indonesia	Jakarta
	<i>Star-up Indonesia - How it Benefits Future Entrepreneurs</i>	18 Juli 2019 July 18, 2019	CPA Australia	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	Panel Discussion : “Menyongsong Penerapan Standar Auditing (SA) 701-Komunikasi Key Audit Matters” Panel Discussion: “Facing The Auditing Standard (SA) 701 Implementation-Communication of Key Audit Matters”	28 Agustus 2019 August 28, 2019	Ikatan Komite Audit Indonesia	Jakarta
	<i>International Tax Conference 2019 : “The Current Issues of International Taxation and Digital Economy Era”</i>	17 September 2019 September 17, 2019	Ikatan Akuntan Indonesia	Jakarta
	<i>IBEX Seminar</i>	6 November 2019 November 6, 2019	Perbanas	Jakarta
	Akuntan Profesional Unggul, Indonesia Maju : Mendukung Pembangunan SDM dan Transformasi Ekonomi Menuju Emas 2045 Superior Professional Accountant, Advanced Indonesia: To Support the HR Development and Economy Transformation Towards Golden 2045	5-6 Desember 2019 December 5-6, 2019	Ikatan Akuntan Indonesia	Jakarta
	Hardi Juganda	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP
<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>		27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
<i>Skills For The Future</i>		26 September 2019 September 26, 2019	Bank OCBC NISP	Bandung



Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Place
Betti S. Alisjahbana	<i>Precensing Based Coaching</i>	25 Januari 2019 January 25, 2019	ICF Jakarta	Jakarta
	<i>Spokesperson Training</i>	31 Januari 2019 January 31 2019	Bank OCBC NISP	Jakarta
	<i>Business Cycle in Developing Countries: "Role of Economic Policy for Economic Development"</i>	6 Maret 2019 March 6, 2019	ITB	Jakarta
	<i>Fitch on Indonesia - Election, Macro-Economy and Credit Market</i>	20 Maret 2019 March 20, 2019	PT Fitch Rating Indonesia	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Fintech in the Indonesian Digital Economy</i>	21 Juni 19 June 21, 2019		Jakarta
	<i>Coaching Mastery through Mentor Coaching & Coaching Supervision</i>	25 Juni 19 June 25, 2019	ICF Jakarta	Jakarta
	<i>"Karakter dan Mindset Sebagai Penentu Keberhasilan dan Kelangsungan Bangsa"</i> <i>"Character and Mindset as the Key to the Nation's Success and Longevity"</i>	3 Juli 2019 July 3, 2019	InstituteTeknologi Bandung	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Indonesia Banking Expo "Consolidate to Elevate"</i>	6 November 2019 November 6, 2019	Perbanas	Jakarta
Rama P. Kusumaputra	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta

KOMISARIS INDEPENDEN

INDEPENDENSI ANGGOTA DEWAN KOMISARIS

Seluruh Anggota Dewan Komisaris melaksanakan tugas dan tanggung jawabnya secara independen.

PERNYATAAN INDEPENDENSI KOMISARIS INDEPENDEN

Tidak ada Komisaris Independen yang menjabat lebih dari 2 (dua) periode masa jabatan berturut-turut.

HUBUNGAN AFILIASI

Pramukti Surjaudaja memiliki hubungan keluarga dengan anggota Direksi, yaitu Parwati Surjaudaja. Komisaris yang memiliki hubungan keuangan dengan Pemegang Saham Pengendali Bank adalah Pramukti Surjaudaja, Samuel Nag Tsien, dan Lai Teck Poh. Komisaris lainnya tidak memiliki hubungan keluarga dan hubungan keuangan dengan anggota Direksi, anggota Dewan Komisaris, maupun Pemegang Saham Pengendali Bank.

KEBIJAKAN REMUNERASI DEWAN KOMISARIS

Pengungkapan Prosedur Pengusulan sampai Penetapan Remunerasi Dewan Komisaris

INDEPENDENT COMMISSIONER

INDEPENDENCE OF BOARD OF COMMISSIONERS' MEMBERS

All Board of Commissioners' Members performed their duties and responsibilities independently.

INDEPENDENT STATEMENT OF INDEPENDENT COMMISSIONERS

There are no Independent Commissioners who served more than 2 (two) consecutive terms.

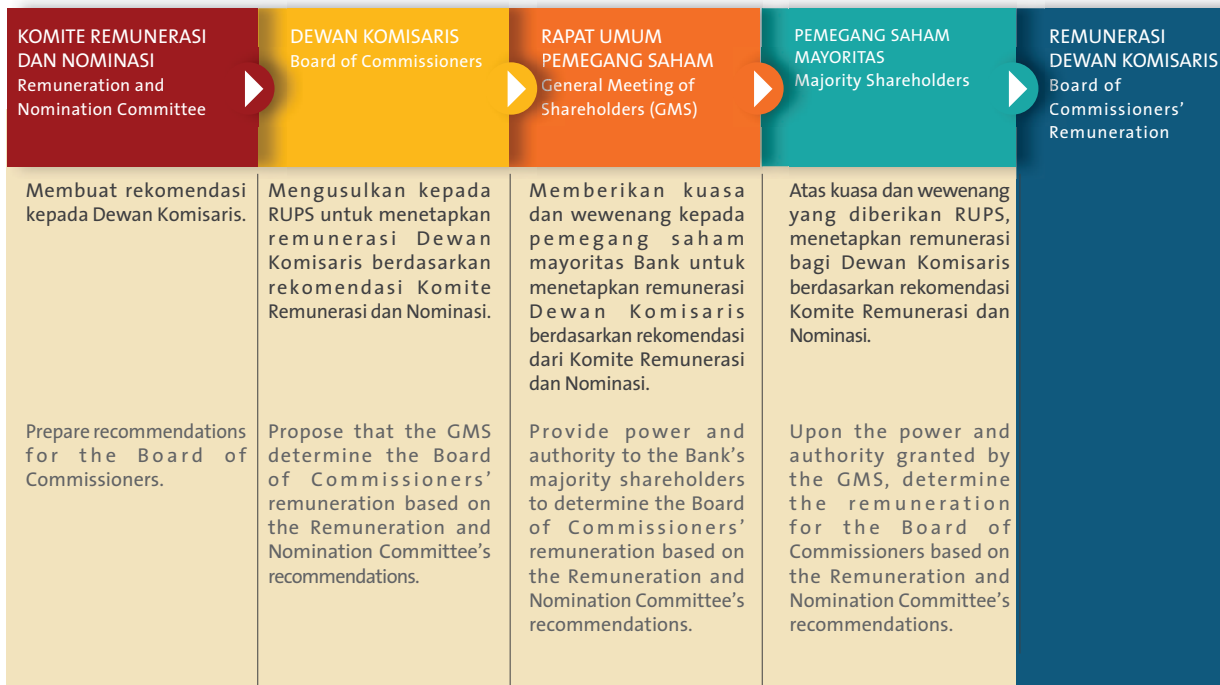
AFFILIATIONS

Pramukti Surjaudaja has a family relationship with a member of the Board of Directors, Parwati Surjaudaja.

Pramukti Surjaudaja, Samuel Nag Tsien, and Lai Teck Poh are the Commissioners who have financial relationships with the Bank's Controlling Shareholders. The other Commissioners have neither familial nor financial relationships with members of the Board of Directors, Board of Commissioners, or the Bank's Controlling Shareholders.

BOARD OF COMMISSIONERS' REMUNERATION POLICY

Disclosure for Proposal Procedure for Determining the Board of Commissioners' Remuneration



PENGUNGKAPAN BONUS KINERJA, BONUS NON-KINERJA, DAN/ATAU OPSI SAHAM YANG DITERIMA SETIAP ANGGOTA DEWAN KOMISARIS

Guna menjaga independensi dalam menjalankan tugasnya, sejak tahun 2008 Dewan Komisaris Bank tidak menerima remunerasi dalam bentuk bonus atas pencapaian kinerja Bank.

DISCLOSURE OF PERFORMANCE BONUSES, NON-PERFORMANCE BONUSES, AND/OR STOCK OPTIONS RECEIVED BY EACH BOARD OF COMMISSIONERS' MEMBER

To maintain independence in carrying out its duties, since 2008 the Bank's Board of Commissioners has declined any remuneration in the form of bonuses for achieving Bank performance.

KOMITE-KOMITE DEWAN KOMISARIS Board of Commissioners' Committee

Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris membentuk Komite Audit, Komite Remunerasi dan Nominasi, Komite Pemantau Risiko dan Komite Etik dan Perilaku. Pengangkatan anggota komite tersebut dilakukan oleh Direksi sesuai Keputusan Dewan Komisaris berdasarkan rekomendasi Komite Remunerasi dan Nominasi. Setiap Komite diketuai oleh Komisaris Independen dan memiliki Pedoman dan Tata Tertib Kerja yang diperbarui secara berkala.

KOMITE AUDIT

DASAR HUKUM

Pembentukan Komite Audit berdasarkan Peraturan dan Surat Edaran OJK tentang Penerapan Tata Kelola Bagi Bank Umum, Komite Audit, Fungsi Kepatuhan Bank Umum, Akuntan Publik, serta Keputusan Dewan Komisaris tentang Pembentukan Komite Audit Bank NISP tahun 2001 dan Perubahannya tahun 2006.

For effectiveness of duties and responsibilities, the Board of Commissioners established the Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and Ethic and Conduct Committee. The Board of Directors appoints the Committees' members following a decree of the Board of Commissioners based on the Remuneration and Nomination Committee's recommendations. Each Committee is chaired by an Independent Commissioner and has a periodically updated Charter.

AUDIT COMMITTEE

LEGAL BASIS

The Audit Committee was established based on OJK regulations and circulars concerning Governance Implementation for Commercial Banks, Audit Committees, Compliance Functions, Public Accountants, and the Board of Commissioners' decree on the establishment of the Bank NISP's Audit Committee in 2001 and its Amendment in 2006.



PROFIL KOMITE AUDIT

AUDIT COMMITTEE PROFILE

<p>Kwan Chiew Choi Ketua Chairman</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 62 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 62 in this Annual Report.</p>
<p>Hardi Juganda Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 62 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 62 in this Annual Report.</p>
<p>Kurnia Irwansyah Anggota (Pihak Independen) Member (Independent Party)</p> 	<p>Warga negara Indonesia, 61 tahun. Anggota Komite Audit Bank OCBC NISP sejak Juli 2014.</p> <p>Riwayat Pekerjaan:</p> <ul style="list-style-type: none"> • 1979-1983: Asisten Audit Manager KAP Hadi Sutanto & Rekan/Pricewaterhouse. • 1983-1985: Accounting Manager PT Coca Cola Indonesia. • 1985-sekarang: Dosen Senior Akuntansi Fakultas Ekonomi Universitas Indonesia • 1985-1988: Finance Manager PT Djaya Beverage Bottling Company. • 1988-1993: Financial Controller IFF PT Essence Indonesia. • 1993-1998: Finance Director IFF PT Essence Indonesia. • 1998-2008: Managing Director IFF PT Essence Indonesia. <p>Rangkap Jabatan: Tidak ada</p> <p>Riwayat Pendidikan:</p> <ul style="list-style-type: none"> • Dosen Bersertifikasi dari Depdikbud, Chartered Accountant dari Ikatan Akuntan Indonesia (2014). • Magister Akuntansi lulusan MAKSI Fakultas Ekonomi Universitas Indonesia, Jakarta (2010). • Sarjana Ekonomi jurusan Akuntansi Fakultas Ekonomi Universitas Indonesia, Jakarta (1982). 	<p>Indonesian Citizen, 61 years old. Audit Committee Member of Bank OCBC NISP since July 2014.</p> <p>Work Experience:</p> <ul style="list-style-type: none"> • 1979-1983: Asisten Audit Manager KAP Hadi Sutanto & Rekan/Pricewaterhouse. • 1983-1985: Accounting Manager PT Coca Cola Indonesia. • 1985-present: Senior Lecturer of Accounting, Faculty of Economics, Universitas Indonesia • 1985-1988: Finance Manager PT Djaya Beverage Bottling Company. • 1988-1993: Financial Controller IFF PT Essence Indonesia. • 1993-1998: Finance Director IFF PT Essence Indonesia. • 1998-2008: Managing Director IFF PT Essence Indonesia. <p>Concurrent Position: None</p> <p>Education:</p> <ul style="list-style-type: none"> • Certified Lecturer from Ministry of Education, Chartered Accountant from Institute of Indonesian Chartered Accountants (2014). • Master Degree in Accounting krom MAKSI, Faculty of Economics, University of Indonesia (2010). • Bachelor's degree in Economics majoring in Accounting, Faculty of Economics, University of Indonesia (1982).
<p>Rufina Tinawati Marianto Anggota (Pihak Independen) Member (Independent Party)</p> 	<p>Warga Negara Indonesia, 60 tahun. Anggota Komite Audit Bank OCBC NISP sejak Maret 2017.</p> <p>Riwayat Pekerjaan:</p> <ul style="list-style-type: none"> • 1987-2003 Menjabat berbagai posisi di Bank Bali dengan posisi terakhir sebagai General Manager of Large Commercial Banking – Unit Bisnis Jakarta • 2003-2006: General Manager Commercial Jatabeka di Bank Permata • 2007-2014: Commercial Business Division Head, Executive VP, Commercial Business Unit, Anggota Komite Kredit Komersial, dan Commercial Sales & Marketing Support Head di Bank OCBC NISP. <p>Rangkap Jabatan: 2016-sekarang: Komisaris Independen PT Bank Mayora.</p> <p>Riwayat Pendidikan: Sarjana Ekonomi Manajemen (1986) dan Sarjana Teknik Arsitektur (1985) dari Universitas Katolik Parahyangan, Bandung.</p>	<p>Indonesian Citizen, 60 years old. Audit Committee Member of Bank OCBC NISP since March 2017.</p> <p>Work Experience:</p> <ul style="list-style-type: none"> • 1987-2003: Served in various positions at Bank Bali with last positions as General Manager of Large Commercial Banking – Jakarta Business Unit • 2003-2006: General Manager of Commercial Jatabeka at Bank Permata • 2007-2014: Commercial Business Division Head, Executive VP, Commercial Business Unit, Member of the Commercial Credit Committee and Commercial Sales & Marketing Support Head at Bank OCBC NISP. <p>Concurrent Position: 2016-present: Independent Commissioner of PT Bank Mayora.</p> <p>Education: Bachelor's degree in Economics majoring in Management (1986) and Architecture (1985) from Parahyangan Catholic University, Bandung.</p>

PERIODE DAN MASA JABATAN ANGGOTA KOMITE AUDIT

AUDIT COMMITTEE MEMBERS' PERIOD AND TERM OF OFFICE

Nama Name	Posisi di dalam Komite Position in the Committee	Posisi di Bank OCBC NISP Position in Bank OCBC NISP	Dasar Hukum Penunjukan Surat Keputusan Direksi Legal Basis of Appointment - Board of Directors Decree	Periode dan Masa Jabatan Period and Term of Office	
				Tanggal Efektif Effective Date	Akhir Masa Jabatan End of Term
Kwan Chiew Choi	Ketua Chairman	Komisaris Independen Independent Commissioner	KPTS/DIR/HK.02.02/CORPSECR/020/2017 tanggal 17 Maret 2017 dated March 17, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Hardi Juganda	Anggota Member	Komisaris Independen Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/004G/2018 tanggal 4 April 2018 dated April 4, 2018	3 April 2018 April 3, 2018	RUPST 2021 AGMS 2021
Kurnia Irwansyah	Anggota Member	Pihak Independen Independent Party	KPTS/DIR/HK.02.02/CORPSECR/022/2017 tanggal 17 Maret 2017 dated March 17, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Rufina Tinawati Marianto	Anggota Member	Pihak Independen Independent Party	KPTS/DIR/HK.02.02/CORPSECR/021/2017 tanggal 17 Maret 2017 dated March 17, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020

STRUKTUR, KEANGGOTAAN DAN KEAHLIAN

Komite Audit terdiri dari 1 (satu) orang Komisaris Independen yang merangkap sebagai Ketua, 1 (satu) orang Komisaris Independen sebagai anggota, 1 (satu) orang Pihak Independen sebagai anggota yang memiliki keahlian di bidang keuangan atau akuntansi, dan 1 (satu) orang Pihak Independen sebagai anggota yang memiliki keahlian di bidang hukum atau perbankan.

PEDOMAN DAN TATA TERTIB KERJA KOMITE AUDIT

Dalam menjalankan tugasnya Komite Audit memiliki Piagam Komite Audit yang selengkapnya dapat diakses pada situs web Bank www.ocbcnisp.com.

PERNYATAAN INDEPENDENSI KOMITE AUDIT

Komite Audit bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya, termasuk dalam memberikan pendapat jika terdapat perbedaan pendapat antara Direksi dan Akuntan Publik.

TUGAS DAN TANGGUNG JAWAB KOMITE AUDIT

Komite Audit membantu Dewan Komisaris dalam mengawasi kualitas dan integritas pelaporan keuangan, sistem pengendalian intern, proses audit internal dan eksternal, tata kelola, serta proses pemantauan kepatuhan terhadap ketentuan dan perundang-undangan yang berlaku.

RAPAT KOMITE AUDIT

Komite Audit dapat mengadakan rapat setiap saat, minimal 4 (empat) kali dalam satu tahun. Rapat dapat diselenggarakan jika dihadiri minimal 51% dari jumlah anggota.

Keputusan rapat diambil berdasarkan musyawarah untuk mufakat. Dalam hal tidak tercapai musyawarah untuk mufakat, maka keputusan sah apabila disetujui oleh mayoritas anggota Komite Audit yang hadir dalam rapat.

STRUCTURE, MEMBERSHIP AND EXPERTISE

The Audit Committee consists of 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, 1 (one) Independent Party as member who has expertise in finance or accounting, and 1 (one) Independent Party as member who has expertise in law or banking.

AUDIT COMMITTEE CHARTER

In carrying out its duties, the Audit Committee has the Audit Committee Charter which can be accessed at the Bank's website www.ocbcnisp.com.

AUDIT COMMITTEE INDEPENDENCE DECLARATION

The Audit Committee acts independently in carrying out its duties and responsibilities, including in providing recommendations in the event of dissenting opinions between the management and independent auditors.

AUDIT COMMITTEE DUTIES AND RESPONSIBILITIES

The Audit Committee assists the Board of Commissioners in overseeing the quality and integrity of the financial reporting, internal control system, internal and external audit processes, and governance, as well as in monitoring compliance with prevailing laws and regulations.

AUDIT COMMITTEE MEETINGS

The Audit Committee may hold a meeting any time, at least four times in a year. A meeting may be conducted when at least 51% of members are in attendance.

The meeting resolutions shall be based on discussion and consensus. In the event of disagreement, the decision is made legitimate by the approval of a majority of the members of the Audit Committee attending the meeting.



Selama tahun 2019, Komite Audit telah menyelenggarakan 20 (dua puluh) kali rapat, dengan:

1. Akuntan Publik: 4 (empat) kali rapat, termasuk 1 (satu) kali rapat tanpa kehadiran manajemen
2. Direktur Keuangan: 4 (empat) kali rapat
3. Audit Internal: 6 (enam) kali rapat, termasuk 1 (satu) kali rapat tanpa kehadiran manajemen
4. Direktur yang membawahkan Fungsi Kepatuhan: 4 (empat) kali rapat
5. Dewan Komisaris: 2 (dua) kali rapat.

During 2019, the Audit Committee held 20 (twenty) meetings, with:

1. Public Accountant: 4 (four) meetings, including 1 (one) meeting without management
2. Director of Finance: 4 (four) meetings
3. Internal Audit: 6 (six) meetings, including 1 (one) meeting without management
4. Compliance Director: 4 (four) meetings
5. Board of Commissioners: 2 (two) meetings

Tingkat Kehadiran Komite Audit

Attendance of Audit Committee Meetings

Nama Name	Posisi di dalam Komite Position in the Committee	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Kwan Chiew Choi	Ketua Chairman	20	20	100%
Hardi Juganda	Anggota Member	20	20	100%
Kurnia Irwansyah	Anggota (Pihak Independen) Member (Independent Party)	20	17	85%
Rufina Tinawati Marianto	Anggota (Pihak Independen) Member (Independent Party)	20	20	100%

PELAKSANAAN KEGIATAN KOMITE AUDIT

Komite Audit telah melakukan kajian, evaluasi dan pemantauan sesuai dengan lingkup tugas dan tanggung jawabnya selama tahun 2019, sebagai berikut:

Dengan Direktur yang membawahi fungsi Kepatuhan, membahas antara lain:

- Pelaksanaan ketentuan kehati-hatian oleh Bank dan ketaatan terhadap ketentuan perundang-undangan serta upaya yang dilakukan untuk meningkatkan budaya kepatuhan.
- Tindak lanjut atas rekomendasi dari audit internal, akuntan publik dan otoritas pengawas terkait temuan ketidaktaatan dan langkah-langkah perbaikan yang telah dan akan dilakukan manajemen.
- Perkembangan terkini ketentuan perundangan di bidang perbankan dan ketentuan perundangan lainnya yang relevan dan analisis dampaknya bagi Bank serta langkah langkah penerapannya oleh manajemen.
- Efektivitas sistem pemantauan ketaatan terhadap ketentuan perundang-undangan, kebijakan, sistem, prosedur dan kode etik serta tindak lanjut Manajemen atas ketidaktaatan.
- Implementasi kebijakan, prosedur dan program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme serta tindak lanjut atas rekomendasi audit internal

AUDIT COMMITTEE ACTIVITIES

During 2019, the Audit Committee has conducted reviews, evaluations and monitoring based on its scope of duties and responsibilities, as follows:

With the Compliance Director, to discuss among others:

- Implementation of prudential banking principles and compliance with applicable regulations and efforts to enhance compliance culture.
- Follow-up on recommendations from internal audit, external auditor, and regulators on the findings of non-compliance and corrective measures that have and will be performed by the management.
- Current development of banking regulations and other relevant regulations and analysis of its impact on the Bank, as well as implementation by the management.
- Effectiveness of compliance monitoring system on regulations, policies, systems, procedures, and code of conduct, as well as management's follow-up on non-compliance.
- Implementation of AML-CFT (Anti-Money Laundering and Combating the Financing of Terrorism) policies, procedures and program as well as follow-up on internal audit recommendations.

Dengan Direktur Keuangan, antara lain:

- Melakukan kajian atas sistem akuntansi dan proses pelaporan keuangan untuk memastikan terselenggaranya pelaporan keuangan yang sehat dan transparan.
- Melakukan kajian untuk meyakinkan bahwa Manajemen telah melakukan tindak lanjut atas temuan audit dan rekomendasi audit intern, akuntan publik, dan otoritas pengawas terkait aspek akuntansi dan pelaporan keuangan. Disamping itu, melakukan kajian untuk meyakinkan bahwa Manajemen senantiasa mengikuti perkembangan isu terkini dan perubahan standar akuntansi yang berdampak langsung terhadap laporan keuangan Bank, dan melakukan langkah-langkah persiapan dini yang diperlukan dalam penerapannya secara tepat.
- Melakukan kajian untuk memastikan bahwa isi dan pengungkapan laporan keuangan, aplikasi prinsip-prinsip dan kebijakan akuntansi, penggunaan estimasi dan pertimbangan signifikan serta perlakuan atas perubahan akuntansi termasuk aplikasi standar akuntansi baru yang berlaku efektif tahun berjalan, dilakukan dengan tepat dan sesuai dengan Standar Akuntansi Keuangan di Indonesia.

Dengan Audit Intern, antara lain:

- Melakukan kajian atas kecukupan dan efektivitas fungsi audit internal dan meyakinkan terselenggaranya proses audit internal yang independen dan objektif dalam melakukan penilaian kecukupan dan efektivitas proses tata kelola, manajemen risiko, dan pengendalian internal.
- Melakukan kajian atas hasil penilaian risiko oleh audit internal, rencana audit berbasis risiko, ruang lingkup dan fokus audit untuk meyakinkan bahwa prioritas dan lingkup audit diarahkan pada risiko utama teridentifikasi dan fungsi utama Bank. Di samping itu dikaji juga aspek-aspek penting lainnya seperti usulan penyempurnaan metodologi audit, pemanfaatan perkembangan teknologi dalam proses audit untuk meningkatkan efektivitas dan efisiensi audit serta peran Audit Intern dalam penguatan dan pemberdayaan *Three Lines of Defense*.
- Melakukan kajian atas laporan audit berkala yang disampaikan Audit Intern, termasuk temuan audit atas proses pengendalian intern, manajemen risiko dan tata kelola serta temuan audit terkait *fraud* dan temuan audit lain yang signifikan, rekomendasi audit intern, tindak lanjut tepat waktu oleh manajemen.
- Melakukan kajian untuk memastikan bahwa terdapat koordinasi dan komunikasi yang efektif antara Audit Intern dengan Akuntan Publik, Otoritas Jasa Keuangan dan Otoritas Pengawas lainnya. Di samping itu, memantau tindak lanjut manajemen yang tepat atas rekomendasi Audit Intern, Akuntan Publik, Otoritas Jasa Keuangan dan Otoritas Pengawas lainnya.
- Meyakinkan kecukupan sumber daya, kompetensi, dan terselenggaranya pengembangan dan pelatihan berkelanjutan bagi auditor intern.

With the Finance Director, among others:

- Reviewing the accounting and financial reporting systems to ensure a sound and transparent financial reporting process.
- Reviewing to ensure the follow-up by the Management on key findings and recommendations from internal audit, public accountant, and regulators regarding financial reporting. In addition, reviewing to ensure that Management keeps abreast of current issues and changes to accounting standards that had a direct impact on the Bank's financial statements and conducts immediate preparations for its accurate implementation.
- Reviewing to ensure appropriate contents and disclosures of financial statements, accounting principles application, the use of significant estimates and judgements and the treatment of accounting changes, including the application of new accounting standards effective in the current year that are in accordance with the applicable Financial Accounting Standards in Indonesia.

With Internal Audit, among others:

- Reviewing the adequacy and effectiveness of internal audit functions and ensuring an independent and objective internal audit process to assess the adequacy and effectiveness of governance processes, risk management and internal control.
- Reviewing the results of risk assessments by internal audit, risk based audit plans, audit scope and focus to ensure they are prioritized and directed according to the identification key risks and functions. In addition, reviewing the proposed improvement of audit methodology, and utilization of current technology development in the audit process to enhance audit effectiveness and efficiency, as well as the role of Internal Audit in strengthening and empowering the Three Lines of Defense.
- Reviewing periodic audit reports submitted by Internal Audit, including key audit findings on internal control, risk management and governance process, as well as audit findings on fraud and other significant audit findings, recommendations by internal audit, and timely follow-up by Management.
- Reviewing to ensure effective coordination and communication between Internal Audit and the External Auditor, the Financial Services Authority and other Regulators. Monitoring proper and timely follow-up by the management on the recommendations issued by External Auditor, the Financial Services Authority and other Regulators.
- Ensuring the adequacy of resources and competencies, as well as sustainable development and training of internal auditors.



- Melakukan rapat dengan Audit Intern tanpa kehadiran manajemen untuk membahas hal-hal penting yang ingin disampaikan oleh Audit Intern.

Dengan Akuntan Publik, antara lain:

- Melakukan konfirmasi tentang independensi akuntan publik dan kantor akuntan publik dan meyakinkan adanya langkah-langkah yang dijalankan untuk mempertahankan independensi dan objektivitas selama audit berlangsung. Di samping itu, membahas rencana audit, hasil penilaian risiko, strategi audit, ruang lingkup, fokus audit dan respon auditor terhadap risiko utama teridentifikasi untuk meyakinkan bahwa audit diarahkan untuk melakukan respon yang layak terhadap risiko-risiko utama teridentifikasi.
- Melakukan kajian atas hasil evaluasi auditor atas kecukupan dan efektivitas sistem pengendalian intern, temuan audit yang signifikan, termasuk hasil audit atas penerapan prinsip dan kebijakan akuntansi, kualitas penerapan asumsi, estimasi dan pertimbangan yang signifikan oleh Manajemen termasuk kecukupan cadangan kerugian penurunan nilai, isu pelaporan keuangan lain yang signifikan, kecukupan pengungkapan dan transparansi kondisi keuangan Bank, keterbukaan dan dukungan manajemen selama audit berlangsung, serta jika ada perbedaan pendapat dengan manajemen. Selanjutnya, dilakukan pembahasan tentang perkembangan standar akuntansi keuangan untuk memahami dampak penerapan standar akuntansi baru yang telah dan akan diterbitkan, termasuk membahas hasil *review* atas kecukupan langkah-langkah persiapan manajemen untuk melakukan persiapan implementasi PSAK 71 (IFRS 9) pada tahun 2020.
- Mengawasi efektivitas penyelenggaraan proses audit ekstern yang independen dan objektif sesuai standar audit.
- Melakukan pertemuan dengan Akuntan Publik dalam sesi tersendiri tanpa kehadiran Manajemen, untuk memberikan kesempatan kepada Akuntan Publik jika ingin menyampaikan dan membahas hal-hal penting.

Dengan Dewan Komisaris antara lain:

- Melaporkan kegiatan triwulanan Komite Audit, menyampaikan hal-hal penting untuk mendapat perhatian Dewan Komisaris dan rekomendasi Komite Audit kepada Dewan Komisaris tentang aspek tata kelola, akuntansi, audit, kepatuhan dan pengendalian intern, serta menyampaikan laporan hasil evaluasi Komite Audit terhadap pelaksanaan audit oleh akuntan publik atas laporan keuangan tahun sebelumnya, di samping menyampaikan rekomendasi Komite Audit atas usulan penunjukan Akuntan Publik untuk tahun berjalan.

Selain itu Komite Audit juga melakukan evaluasi mandiri atas kinerja Komite Audit.

- Conducting meeting with Internal Audit without the management to discuss any important matters raised by Internal Audit.

With the Public Accountant, among others:

- Obtaining confirmation on the independence of the public accountant and the public accounting firm, and ensuring that necessary steps were undertaken to maintain its independence and objectivity during the audit. In addition, reviewing the audit plan, risk assessment results, audit strategy, audit scope and focus, auditor's response to identify key risks so as to ensure the proper address and response of audit to the identified key risks.
- Reviewing the results of auditor's evaluation on the adequacy and effectiveness of internal control system, significant audit findings, including results of accounting principles and policies application review, the quality of management's assumptions, significant estimates and judgements including the adequacy of the allowance for impairment losses, other significant financial reporting issues, the adequacy of disclosures and transparency of the Bank's financial condition, management's support during the audit, including in the event of dissenting opinions with the management. Moreover, reviewing the current development of financial accounting standards in order to understand the impact of newly and soon-to-be issued accounting standards, including the results of auditor's review on the adequacy of management's preparatory steps to implement PSAK 71 (IFRS 9) in 2020.
- Monitoring the effectiveness of an independent and objective external audit process in accordance with the applicable auditing standards.
- Conducting meeting with the Public Accountant in a separate session without the management to discuss any matters that may be privately raised by the Public Accountant.

With the Board of Commissioners, among others:

- Reporting the quarterly activities of the Audit Committee, key issues for the Board of Commissioners' attention and recommendations by the Audit Committee for the Board of Commissioners on governance, accounting, audits, compliance and internal controls, and the Audit Committee's evaluation results on the audit performance of the public accountant for the previous year's financial statements, as well as the Audit Committee's recommendation on the appointment of Public Accountant for the current year.

The Audit Committee also performed self-assessment on the performance of the Audit Committee.

Program Pelatihan Komite Audit Tahun 2019

Audit Committee Training Programs in 2019

Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Kwan Chiew Choi	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen in the Board of Commissioners training table on page 148-151			
Hardi Juganda	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen in the Board of Commissioners training table on page 148-151			
Kurnia Irwansyah	IAI-AFA-IAESB International Conference 2019: Competence of the Future: Professionalism of Accountants in Disruption Era	11-12 April 2019	Ikatan Akuntan Indonesia	Bali
Rufina Tinawati Marianto	Panduan Komite Audit Audit Committee Guideiines	18 Juni/June 2019	Pricewaterhouse Coopers	Jakarta

KOMITE REMUNERASI DAN NOMINASI

DASAR HUKUM

Pembentukan Komite Remunerasi dan Nominasi berdasarkan Peraturan dan Surat Edaran OJK tentang Penerapan Tata Kelola Bagi Bank Umum, Komite Nominasi dan Remunerasi, Tata Kelola Pemberian Remunerasi, serta Keputusan Dewan Komisaris tentang Pembentukan Komite Remunerasi dan Nominasi tahun 2006.

PROFIL KOMITE REMUNERASI DAN NOMINASI

Jusuf Halim Ketua Chairman	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 61 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 61 in this Annual Report.
Pramukti Surjaudaja Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 59 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 59 in this Annual Report.
Peter Eko Sutioso Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 59 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 59 in this Annual Report.
Samuel Nag Tsien Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 60 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 60 in this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE

LEGAL BASIS

The Remuneration and Nomination Committee was established based on OJK regulations and circulars on the Governance Implementation for Commercial Banks, Nomination and Remuneration Committees, and Remuneration Governance, and the Board of Commissioners decree on the establishment of the Remuneration and Nomination Committee in 2006.

REMUNERATION AND NOMINATION COMMITTEE PROFILES



Julie Anwar
Anggota
Member



Warga Negara Indonesia, 45 tahun.
Anggota Komite Remunerasi dan Nominasi Bank
OCBC NISP sejak RUPST 30 Maret 2017.

Indonesian citizen, 45 years old.
Bank OCBC NISP Remuneration and
Nomination Committee member since the
AGMS on March 30th, 2017.

Riwayat Pekerjaan:

- 1998-2001: Analis di HSBC Securities Indonesia, Jakarta
- 2001-2004: Associate di Mercer Human Resources Consulting, Jakarta
- 2004-2013: Menjabat berbagai posisi di Citibank N.A. Jakarta.
- 2013-2014: Kepala Human Resources PT Bank QNB Kesawan Tbk.
- Juli 2014-sekarang: Head of Human Capital Bank OCBC NISP.

Work Experience:

- 1998-2001: Analyst at HSBC Securities Indonesia, Jakarta
- 2001-2004: Associate at Mercer Human Resources Consulting, Jakarta
- 2004-2013: Served in various positions at Citibank N.A. Jakarta.
- 2013-2014: Head of Human Resources of PT Bank QNB Kesawan Tbk.
- July 2014-present: Head of Human Capital at Bank OCBC NISP Bank.

Rangkap Jabatan: Tidak ada

Concurrent Position: None

Riwayat Pendidikan:

Memperoleh gelar Bachelor Degree di bidang
Bisnis dari Universitas Deakin, Victoria, Australia
(1998).

Education:

Bachelor's degree in Business from Deakin
University, Victoria, Australia (1998).

**MASA JABATAN ANGGOTA KOMITE REMUNERASI DAN
NOMINASI**

**REMUNERATION AND NOMINATION COMMITTEE
MEMBERS' TERM OF OFFICE**

Nama Name	Posisi di dalam Komite Position in the Committee	Posisi di Bank OCBC NISP Position in Bank OCBC NISP	Dasar Hukum Penunjukan Surat Keputusan Direksi Legal Basis of Appointment - Board of Directors Decree	Periode dan Masa Jabatan Period and Term of Office	
				Tanggal Efektif Effective Date	Akhir Masa Jabatan End of Term
Jusuf Halim	Ketua Chairman	Komisaris Independen Independent Commissioner	KPTS/DIR/HK.02.02/CORP. SECR/027/2017 tanggal 17 Maret 2017 dated March 17th, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Pramukti Surjaudaja	Anggota Member	Komisaris Independen Independent Commissioner	KPTS/DIR/HK.02.02/CORP. SECR/028/2017 tanggal 17 Maret 2017 dated March 17th, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Peter Eko Sutioso	Anggota Member	Wakil Presiden Komisaris (Komisaris Independen) Deputy President Commissioner (Independent Commissioner)	KPTS/DIR/HK.02.02/CORP. SECR/029/2017 tanggal 17 Maret 2017 dated March 17th, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Samuel Nag Tsien	Anggota Member	Komisaris Commissioner	KPTS/DIR/KB.01/ CORPSECR/004H/2018 tanggal 4 April 2018 dated April 4th, 2018	3 April 2018 April 3rd, 2018	RUPST 2021 AGMS 2021

Nama Name	Posisi di dalam Komite Position in the Committee	Posisi di Bank OCBC NISP Position in Bank OCBC NISP	Dasar Hukum Penunjukan Surat Keputusan Direksi Legal Basis of Appointment - Board of Directors Decree	Periode dan Masa Jabatan Period and Term of Office	
				Tanggal Efektif Effective Date	Akhir Masa Jabatan End of Term
Julie Anwar	Anggota Member	Pejabat Eksekutif yang membawahi Sumber Daya Manusia Executive Officer in charge of Human Resources	KPTS/DIR/HK.02.02/CORP. SECR/030/2017 tanggal 17 Maret 2017 dated March 17th, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020

STRUKTUR, KEANGGOTAAN DAN KEAHLIAN

Komite Remunerasi dan Nominasi terdiri dari 1 (satu) orang Komisaris Independen sebagai Ketua, 1 (satu) orang Komisaris Independen sebagai anggota, 2 (dua) orang Komisaris sebagai anggota, dan 1 (satu) orang pejabat eksekutif yang membawahi sumber daya manusia.

PEDOMAN DAN TATA TERTIB KERJA KOMITE REMUNERASI DAN NOMINASI

Dalam menjalankan tugas dan tanggung jawabnya, Komite Remunerasi dan Nominasi telah memiliki Pedoman dan Tata Tertib Kerja yang dapat diakses pada situs web Bank www.ocbcnisp.com.

PERNYATAAN INDEPENDENSI KOMITE REMUNERASI DAN NOMINASI

Dalam menjalankan tugas dan tanggung jawab, Komite Remunerasi dan Nominasi bertindak secara independen, profesional dan mandiri, serta tidak dipengaruhi intervensi dari pihak lain.

TUGAS DAN TANGGUNG JAWAB KOMITE REMUNERASI DAN NOMINASI

Tugas dan tanggung jawab Komite Remunerasi dan Nominasi mencakup:

1. Bidang Remunerasi, melakukan evaluasi terhadap kebijakan remunerasi dan menyampaikan hasil evaluasi dan rekomendasi kepada Dewan Komisaris, memastikan kebijakan remunerasi telah sesuai dengan ketentuan yang berlaku, dan melakukan evaluasi secara berkala atas penerapan kebijakan remunerasi.
2. Bidang Nominasi, memberikan rekomendasi kepada Dewan Komisaris mengenai komposisi jabatan, pencalonan, penilaian kinerja, dan program pengembangan kemampuan anggota Direksi, anggota Dewan Komisaris, anggota Dewan Pengawas Syariah, serta anggota Komite.

RAPAT KOMITE REMUNERASI DAN NOMINASI

Rapat Komite Remunerasi dan Nominasi diselenggarakan secara berkala setidaknya 1 (satu) kali dalam 4 (empat) bulan. Rapat hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu perseratus) dari jumlah anggota, termasuk seorang Komisaris Independen dan Pejabat

STRUCTURE, MEMBERSHIP, AND EXPERTISE

The Remuneration and Nomination Committee comprises 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, 2 (two) Commissioners as members, and 1 (one) executive officer with expertise in human capital.

REMUNERATION AND NOMINATION COMMITTEE CHARTER

In performing its duties and responsibilities, the Remuneration and Nomination Committee has in place the Charter which can be accessed on the Bank's website www.ocbcnisp.com.

REMUNERATION AND NOMINATION COMMITTEE INDEPENDENCE DECLARATION

In performing its duties and responsibilities, the Remuneration and Nomination Committee acts independently, professionally and self-sufficiently, free from influence by other parties.

REMUNERATION AND NOMINATION COMMITTEE DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Remuneration and Nomination Committee include:

1. On Remuneration, the Committee performs an evaluation of remuneration policies and reports the evaluation results and recommendations to the Board of Commissioners, ensuring that the remuneration policies are in line with the applicable regulations, and regularly evaluates the implementation of remuneration policies.
2. On Nomination, the Committee provides recommendations to the Board of Commissioners on the composition, nomination, performance evaluation, and capability development program for the members of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board, as well as Committee members.

REMUNERATION AND NOMINATION COMMITTEE MEETINGS

Meetings are held periodically at least once every 4 (four) months. Meetings can take place if they are attended by at least 51% (fifty-one percent) of all members, including an Independent Commissioner and an Executive Officer who oversees human capital or an employee representative, with

Eksekutif yang membawahi sumber daya manusia atau perwakilan karyawan dan salah satu dari anggota Komite tersebut merupakan Ketua Komite. Keputusan rapat dilakukan berdasarkan musyawarah mufakat.

Informasi terperinci mengenai Kebijakan Rapat Komite Remunerasi dan Nominasi tersedia dalam Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi pada situs web Bank www.ocbcnisp.com.

Selama tahun 2019 Komite Remunerasi dan Nominasi Bank telah menyelenggarakan 3 (tiga) kali rapat dengan tingkat kehadiran sebagai berikut:

Nama Name	Posisi di dalam Komite Position in the Committee	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Jusuf Halim	Ketua Chairman	3	3	100%
Pramukti Surjaudaja	Anggota Member	3	3	100%
Peter Eko Sutioso	Anggota Member	3	3	100%
Samuel Nag Tsien	Anggota Member	3	3	100%
Julie Anwar	Anggota Member	3	3	100%

one of the members being the Committee Chairman, and the meeting resolutions being decided based on deliberations for a consensus.

Further information on the Meeting Policy of the Remuneration and Nomination Committee is available in the Remuneration and Nomination Committee Charter on the Bank's website www.ocbcnisp.com.

During 2019, the Remuneration and Nomination Committee held 3 (three) meetings with the following attendance:

PELAKSANAAN KEGIATAN KOMITE REMUNERASI DAN NOMINASI

Sepanjang tahun 2019, Komite Remunerasi dan Nominasi telah menjalankan tugas dan tanggung jawab, antara lain melakukan evaluasi dan memberikan rekomendasi kepada Dewan Komisaris terkait beberapa hal sebagai berikut:

Fungsi Remunerasi

1. Remunerasi bagi Dewan Komisaris, Direksi, Dewan Pengawas Syariah dan Komite di bawah Dewan Komisaris.
2. Remunerasi bagi eksekutif dan pegawai secara keseluruhan untuk disampaikan kepada Direksi.
3. Remunerasi variabel bagi Material Risk Taker (MRT).
4. Kebijakan penangguhan pembayaran remunerasi variabel yang ditangguhkan bagi MRT dan pengaturan *malus*.

Fungsi Nominasi

1. Usulan penunjukan maupun penunjukan kembali Komisaris, Direksi, untuk disampaikan kepada dan mendapat persetujuan RUPS.
2. Usulan penunjukan maupun penunjukan kembali anggota Komite di bawah Dewan Komisaris.

REMUNERATION AND NOMINATION COMMITTEE ACTIVITIES

During 2019, the Remuneration and Nomination Committee performed its duties and responsibilities which included conducting evaluations and providing recommendations to the Board of Commissioners concerning the following matters:

Remuneration Function

1. Remuneration for the Board of Commissioners, Board of Directors, Sharia Supervisory Board, and Committees of the Board of Commissioners.
2. Remuneration for all executive officers and employees to be reported to the Board of Directors.
3. Variable remuneration for Material Risk Takers (MRT).
4. Deferred payment policy on variable remuneration for MRT and *malus* provisions.

Nomination Function

1. Proposing the appointment and reappointment of Commissioners and Directors, to be submitted to the AGMS for approval.
2. Proposing the appointment and re-appointment of members of the Committees under the Board of Commissioners.

Program Pelatihan Komite Remunerasi dan Nominasi Tahun 2019

Remuneration and Nomination Committee Training Program in 2019

Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Jusuf Halim	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen at the Board of Commissioners' training table at page 148-151			
Pramukti Surjaudaja	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen at the Board of Commissioners' training table at page 148-151			
Peter Eko Sutioso	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen at the Board of Commissioners' training table at page 148-151			
Samuel Nag Tsien	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151 Can be seen at the Board of Commissioners' training table at page 148-151			
Julie Anwar	Spokesperson Training	31 Januari/January 2019	Bank OCBC NISP	Jakarta
	Quality Leader 4.0	10 Mei/May 2019	Bank OCBC NISP	Jakarta
	Talent Leaders Forum	21 Agustus/August 2019	Bank OCBC NISP	Jakarta
	ON Challenge Talkshow - Sustainability	25 Oktober/October 2019	Bank OCBC NISP	Jakarta
	Future Readiness	15 November 2019	Bank OCBC NISP	Jakarta

KEBIJAKAN SUKSESI DIREKSI

Sesuai dengan Pedoman dan Tata Tertib Kerja Komite Remunerasi dan Nominasi, salah satu tugas Komite Remunerasi dan Nominasi yaitu memberikan rekomendasi kepada Dewan Komisaris mengenai kriteria calon yang memenuhi syarat sebagai anggota Direksi untuk disampaikan kepada RUPS untuk mendapat persetujuan.

Komite bertanggung jawab dalam menentukan kriteria dan mengidentifikasi para calon, mengkaji dan menyetujui nominasi sesuai dengan kriteria yang ditentukan. Dalam melakukan proses tersebut, Komite mempertimbangkan catatan riwayat calon, umur, pengalaman, kemampuan, dan faktor-faktor relevan lainnya.

REMUNERASI YANG TELAH DIBAYARKAN KEPADA ANGGOTA KOMITE REMUNERASI DAN NOMINASI SELAMA 1 (SATU) TAHUN.

Bank tidak membayarkan remunerasi kepada Ketua dan Anggota Komite Remunerasi dan Nominasi.

KOMITE PEMANTAU RISIKO

DASAR HUKUM

Pembentukan Komite Pemantau Risiko berdasarkan Peraturan dan Surat Edaran OJK tentang Penerapan Tata Kelola Bagi Bank Umum, serta Keputusan Dewan Komisaris tentang Pembentukan Komite Pemantau Risiko tahun 2006.

SUCCESSION POLICY FOR DIRECTORS

Pursuant to the Remuneration and Nomination Committee Charter, amongst the Remuneration and Nomination Committee's duties is to provide recommendations to the Board of Commissioners on the criteria for qualified candidates as prospective Directors to be submitted to the GMS for approval.

The Committee is responsible for establishing the criteria and identifying the candidates, reviewing and approving the nominations in accordance with the established criteria. In its review, the Committee takes into account the track record, age, and capabilities of the candidates, and other relevant factors.

REMUNERATION FOR THE REMUNERATION AND NOMINATION COMMITTEE'S MEMBERS IN 1 (ONE) YEAR

No remuneration is given by the Bank to the Chairman and Members of the Remuneration and Nomination Committee.

RISK MONITORING COMMITTEE

LEGAL BASIS

The Risk Monitoring Committee was established based on OJK regulations and circulars on the Governance Implementation for Commercial Banks and the Board of Commissioners decree on the establishment of the Risk Monitoring Committee in 2006.



PROFIL KOMITE PEMANTAU RISIKO

RISK MONITORING COMMITTEE PROFILES

<p>Jusuf Halim Ketua Chairman</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 61 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 61 in this Annual Report.</p>
<p>Pramukti Surjaudaja Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 59 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 59 in this Annual Report.</p>
<p>Samuel Nag Tsien Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 60 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 60 in this Annual Report.</p>
<p>Lai Teck Poh Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 60 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 60 in this Annual Report.</p>
<p>Kwan Chiew Choi Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 62 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 62 in this Annual Report.</p>
<p>Betti S. Alisjahbana Anggota Member</p>	<p>Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 63 di Laporan Tahunan ini.</p>	<p>His complete profile can be seen in the Board of Commissioners profiles on page 63 in this Annual Report.</p>
<p>Paulus Agus Tjarman Anggota (Pihak Independen) Member (Independent Party)</p> 	<p>Warga Negara Indonesia, 57 tahun. Domisili: Bandung, Indonesia. Anggota Komite Pemantau Risiko Bank OCBC NISP sejak 9 April 2019</p> <p>Riwayat Pekerjaan:</p> <ul style="list-style-type: none"> • 1987 - 2000: Bekerja di Bank Bali dengan posisi terakhir sebagai Credit Approval Officer. • 2000 - 2017: Bergabung dengan Bank OCBC NISP dan menjabat berbagai posisi dengan posisi terakhir sebagai Staf Direksi. Selama di Bank OCBC NISP menangani berbagai bidang diantaranya sebagai Branch Manager, Regional Coordinator, Assistant Director, Senior Corporate Executive, dan Human Capital. <p>Riwayat Pendidikan: Sarjana Administrasi Niaga dari Fakultas Ilmu Sosial dan Ilmu Politik Universitas Katholik Parahyangan, Bandung (1986).</p>	<p>Indonesian Citizen, age 57. Domicile: Bandung, Indonesia. Member of Risk Monitoring Committee Bank OCBC NISP since 9 April 2019</p> <p>Work Experience:</p> <ul style="list-style-type: none"> • 1987 - 2000: Worked at Bank Bali with last position as Credit Approval Officer. • 2000 - 2017: Joined Bank OCBC NISP with last position as Staff for Board of Directors. During his assignment in Bank OCBC NISP hold various position as Branch Manager, Regional Coordinator, Assistant Director, Senior Corporate Executive, and Human Capital. <p>Work Experience: Bachelor Degree of Commerce Administration from the Faculty of Social and Political Science of Catholic University of Parahyangan, Bandung (1986).</p>

Angeline Nangoi
Anggota (Pihak Independen)
Member (Independent Party)



Warga Negara Indonesia, 63 tahun.
Domisili: Jakarta, Indonesia.
Anggota Komite Pemantau Risiko Bank OCBC
NISP sejak 9 April 2019.

Indonesian Citizen, age 63.
Domicile: Jakarta, Indonesia.
Member of Risk Monitoring Committee Bank
OCBC NISP since 9 April 2019.

Riwayat Pekerjaan:

- 1980-1982: PT Desigras (Engineering Consultant).
- 1982-1993: PT Indonesian Investment International dengan posisi terakhir sebagai Manager and Head of Corporate Finance Division.
- 1993-1995: PT Indovest Bank dengan posisi terakhir sebagai General Manager.
- 1995-1997: PT Bank Bumiraya Utama sebagai General Manager untuk bidang Marketing, Credit Division dan Anggota Komite Kredit.
- 1997-2001: Direktur Kredit PT Bank Global Internasional Tbk.
- 2001-2003: Direktur Kepatuhan PT Bank Societe Generale Indonesia.
- 2003-2010: Direktur Kepatuhan PT Bank OCBC Indonesia.
- 2011-2014: PT Bank OCBC NISP Tbk sebagai Kepala Divisi Kepatuhan dan posisi terakhir sebagai Corporate Secretary
- 2014-2017: Direktur Kepatuhan PT Bank Commonwealth.
- 2018- Juli 2019: Komisaris Independen PT Bank OKE Indonesia.

Work Experience:

- 1980-1982: PT Desigras (Engineering Consultant).
- 1982-1993: PT Indonesian Investment International with last position as Manager and Head of Corporate Finance Division.
- 1993-1995: PT Indovest Bank with last position as General Manager.
- 1995-1997: PT Bank Bumiraya Utama as General Manager for Marketing and Credit Division and hold as Credit Committee member.
- 1997-2001: Credit Director of PT Bank Global Internasional Tbk.
- 2001-2003: Compliance Director of PT Bank Societe Generale Indonesia.
- 2003-2010: Compliance Director of PT Bank OCBC Indonesia.
- 2011-2014: PT Bank OCBC NISP Tbk Compliance Division Head and last position as Corporate Secretary.
- 2014-2017: Compliance Director of PT Bank Commonwealth.
- 2018-July 2019: Independent Commissioner of PT Bank OKE Indonesia.

Riwayat Pendidikan

Meraih gelar Sarjana Teknik Industri dari Institut Teknologi Bandung (ITB), Bandung (1980).

Education:

Bachelor Degree in Industrial Engineering from Bandung Institute of Technology (ITB), Bandung (1980).

Masa Jabatan anggota Komite Pemantau Risiko

Risk Monitoring Committee Term of Office

Nama Name	Posisi di dalam Komite Position in the Committee	Posisi di Bank OCBC NISP Position in Bank OCBC NISP	Dasar Hukum Penunjukan Surat Keputusan Direksi Legal Basis of Appointment - Board of Directors Decree	Periode dan Masa Jabatan Period and Term of Office	
				Tanggal Efektif Effective Date	Akhir Masa Jabatan End of Term
Jusuf Halim	Ketua Chairman	Komisaris Independen Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/004B/2018 tanggal 4 April 2018 dated April 4, 2018	3 April 2018 April 3, 2018	RUPST 2020 AGMS 2020
Pramukti Surjaudaja	Anggota Member	Komisaris Commissioner	KPTS/DIR/HK.02.02/CORPSECR/024/2017 tanggal 17 Maret 2017 dated March 17, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Samuel Nag Tsien	Anggota Member	Komisaris Commissioner	KPTS/DIR/KB.01/CORPSECR/004D/2018 tanggal 4 April 2018 dated April 4, 2018	3 April 2018 April 3, 2018	RUPST 2021 AGMS 2021
Lai Teck Poh	Anggota Member	Komisaris Commissioner	KPTS/DIR/HK.02.02/CORPSECR/025/2017 tanggal 17 Maret 2017 dated March 17, 2017	30 Maret 2017 March 30, 2017	RUPST 2020 AGMS 2020
Kwan Chiew Choi	Anggota Member	Komisaris Independen Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/004C/2018 tanggal 4 April 2018 dated April 4, 2018	3 April 2018 April 3, 2018	RUPST 2020 AGMS 2020
Betti S. Alisjahbana	Anggota Member	Komisaris Independen Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/004E/2018 tanggal 4 April 2018 dated April 4, 2018	3 April 2018 April 3, 2018	RUPST 2020 AGMS 2020
Paulus Agus Tjarman	Anggota Member	Pihak Independen Independent Party	KPTS/DIR/KB.01/CORPSECR/016/2019 tanggal 26 Maret 2019 dated March 26, 2019	9 April 2019 April 9, 2019	RUPST 2022 AGMS 2022
Angeline Nangoi	Anggota Member	Pihak Independen Independent Party	KPTS/DIR/KB.01/CORPSECR/015/2019 tanggal 26 Maret 2019 dated March 26, 2019	9 April 2019 April 9, 2019	RUPST 2022 AGMS 2022



STRUKTUR, KEANGGOTAAN DAN KEAHLIAN

Komite Pemantau Risiko terdiri dari 1 (satu) orang Komisaris Independen sebagai Ketua merangkap anggota, 2 (dua) orang Komisaris Independen sebagai anggota, 3 (tiga) orang Komisaris sebagai anggota, 1 (satu) orang Pihak Independen yang memiliki keahlian di bidang keuangan sebagai anggota, dan 1 (satu) orang Pihak Independen yang memiliki keahlian di bidang manajemen risiko sebagai anggota.

PEDOMAN DAN TATA TERTIB KERJA KOMITE PEMANTAU RISIKO

Dalam menjalankan tugas dan tanggung jawabnya Komite Pemantau Risiko memiliki Pedoman dan Tata Tertib Kerja yang selengkapny dapat diakses pada situs web Bank www.ocbcnisp.com

PERNYATAAN INDEPENDENSI KOMITE PEMANTAU RISIKO

Komite Pemantau Risiko memiliki komitmen bertindak secara independen dalam menjalankan tugas dan tanggung jawabnya.

TUGAS DAN TANGGUNG JAWAB KOMITE PEMANTAU RISIKO

Komite Pemantau Risiko bertugas dan bertanggung jawab untuk untuk melakukan kajian atas kebijakan penting manajemen risiko serta memberikan hasil rekomendasi kepada Dewan Komisaris tentang hasil evaluasi kesesuaian antara kebijakan manajemen risiko dengan implementasinya dan hasil evaluasi pelaksanaan tugas komite manajemen risiko dan satuan kerja manajemen risiko.

RAPAT KOMITE PEMANTAU RISIKO

Rapat Komite Pemantau Risiko dapat diselenggarakan setiap waktu namun setidaknya 4 (empat) kali dalam satu tahun. Rapat hanya dapat dilaksanakan apabila dihadiri oleh paling kurang 51% (lima puluh satu perseratus) dari jumlah anggota termasuk seorang Komisaris Independen dan Pihak Independen. Keputusan rapat dilakukan berdasarkan musyawarah mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan prinsip 1 (satu) orang 1 (satu) suara. Informasi lebih lanjut mengenai Kebijakan Rapat Komite tersedia dalam Pedoman dan Tata Tertib Kerja Komite Pemantau Risiko pada situs web Bank www.ocbcnisp.com.

Selama tahun 2019 Komite Pemantau Risiko telah menyelenggarakan 6 (enam) kali rapat dengan tingkat kehadiran sebagai berikut:

STRUCTURE, MEMBERSHIP, AND EXPERTISE

The Risk Monitoring Committee consists of 1 (one) Independent Commissioner as Chairman and member, 2 (two) Independent Commissioners, 3 (three) Commissioners, 1 (one) Independent Party with expertise in finance, and 1 (one) Independent Party with expertise in risk management as member.

RISK MONITORING COMMITTEE CHARTER

The Risk Monitoring Committee has in place the Charter covering its duties performance, which can be accessed on the Bank's website www.ocbcnisp.com.

RISK MONITORING COMMITTEE INDEPENDENCE

The Risk Monitoring Committee acts independently in performing its duties and responsibilities.

RISK MONITORING COMMITTEE DUTIES AND RESPONSIBILITIES

The Risk Monitoring Committee's duties and responsibilities include reviewing major risk policies and providing recommendations to the Board of Commissioners on the results of conformity evaluations of risk management policies and their implementation and the results of evaluations of the execution of the duties of the risk management committee and risk management unit.

RISK MONITORING COMMITTEE MEETINGS

The Committee meetings can take place any time at least 4 (four) times a year. The meetings can only be held if attended by at least 51% (fifty-one percent) of all members, including an Independent Commissioner and an Independent Party. Meeting decisions are made based on deliberations for consensus. In the event of disagreement, decisions are made by a majority vote, with the principle of one (1) person, one (1) vote. Further information on the Committee Meeting Policy is available in the Risk Monitoring Committee Charter on the Bank's website: www.ocbcnisp.com.

During 2019, the Risk Monitoring Committee held 6 (six) meetings with the following attendance:

Nama Name	Posisi di dalam Komite Attendance of Audit Committee Meetings	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Jusuf Halim	Ketua Chairman	6	6	100%
Pramukti Surjaudaja	Anggota Member	6	6	100%
Samuel Nag Tsien	Anggota Member	6	6	100%
Lai Teck Poh	Anggota Member	6	6	100%
Kwan Chiew Choioi	Anggota Member	6	6	100%
Betti S. Alisjahbana	Anggota Member	6	6	100%
Paulus Agus Tjarman *)	Anggota Member	5	5	100%
Angeline Nangoi *)	Anggota Member	5	4	80%

*) Efektif menjabat sebagai anggota Komite Pemantau Risiko pada RUPSTg April 2019.

*) Effectively served as a Risk Monitoring Committee member at the AGMS April 9, 2019.

PELAKSANAAN KEGIATAN KOMITE PEMANTAU RISIKO

Sepanjang tahun 2019, Komite Pemantau Risiko telah melakukan evaluasi dan memberikan rekomendasi kepada Dewan Komisaris, terkait antara lain:

- Risk Appetite Statement* sebagai salah satu prinsip utama yang menjadi panduan kerangka kerja manajemen risiko, limit risiko dan kebijakan terkait manajemen risiko.
- Profil risiko Bank berdasarkan pendekatan *Risk Based Bank Rating* dan memberikan masukan dalam strategi dan pengelolaan risiko Bank.
- Kebijakan manajemen risiko termasuk Kebijakan Manajemen Risiko Strategik, Kebijakan *Fund Transfer Pricing*, Kerangka Kerja Pengelolaan *Fraud*, Kebijakan Sistem Pengendalian Intern, Kebijakan *Counterparty Credit Risk*, Kebijakan Manajemen Risiko Terintegrasi, Kebijakan Perkreditan Bank, Kebijakan Manajemen Produk, Kebijakan Manajemen Risiko Pasar, Kebijakan Pengelolaan Risiko Suku Bunga pada *Banking Book*, Kebijakan Pembiayaan yang Berkelanjutan, Kebijakan Pengelolaan Model Risiko Pasar.
- Penetapan limit risiko seperti *Market & Liquidity Risk Limit*, *Credit Portfolio Concentration & Limit*, *Recovery Plan Review* dan kajian atas *Authority Grid* untuk *Legal Lending Limit*.
- Implementasi kebijakan dan strategi manajemen risiko antara lain terkait pengelolaan IT *Risk Management*, *Internal Capital Adequacy Assessment Process (ICAAP)*, *Anti-fraud Strategy*, dan *Outsourcing*.

RISK MONITORING COMMITTEE ACTIVITIES

During 2019, the Risk Monitoring Committee has conducted evaluations and provided recommendations to the Board of Commissioners, involving among others:

- The Risk Appetite Statement as a key principle guideline for a risk management framework, risk limits, and policies related to risk management.
- The Bank's risk profile based on the Risk-Based Bank Rating approach, and the feedback provided on the Bank's risk strategies and management.
- Risk management policies that include an Strategic Risk Management Policy, Fund Transfer Pricing Policy, Fraud Management, Internal Control System Policy, Counterparty Credit Risk Policy, Integrated Risk Management Policy, Bank Credit Policy, Product Management Policy, Market Risk Policy, Interest Rate Risk at the Banking Book Policy, Sustainable Financing Policy, Market Risk Model Policy.
- Risk limit determination, such as Market and Liquidity Risk Limit, Credit Portfolio Concentration and Limit, Recovery Plan Review and Authority Grid Review for Legal Lending Limit.
- Implementation of the risk management policies and strategies related to IT Risk Management, Internal Capital Adequacy Assessment Process (ICAAP), anti-fraud strategy, and Outsourcing.

Program Pelatihan Komite Pemantau Risiko Tahun 2019

Risk Monitoring Committee Training Programs in 2019

Nama Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Jusuf Halim	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			
Pramukti Surjaudaja	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			
Samuel Nag Tsien	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			
Lai Teck Poh	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			
Kwan Chiew Choi	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			

Betti S. Alisjahbana	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148-151.			
Paulus Agus Tjarman	Orientasi Anggota Komite Baru Orientation New Member Program	15-16 April 2019 April 15-16, 2019	Bank OCBC NISP	Jakarta
Angeline Nangoi	Orientasi Anggota Komite Baru Orientation New Member Program	15-16 April 2019 April 15-16, 2019	Bank OCBC NISP	Jakarta

KOMITE ETIK DAN PERILAKU

DASAR HUKUM PEMBENTUKAN

Pembentukan Komite Etik dan Perilaku berdasarkan Keputusan Dewan Komisaris tentang Pembentukan Komite Etik dan Perilaku tanggal 15 Juli 2019.

ETHICS AND CONDUCT COMMITTEE

LEGAL BASIS

The Ethics and Conduct Committee was established based on the Decree of the Board of Commissioners regarding the Ethics and Conduct Committee on July 15, 2019.

PROFIL KOMITE ETIK DAN PERILAKU

Betti S. Alisjahbana Ketua Chairman	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 63 di Laporan Tahunan ini.	Her complete profile can be seen in the Board of Commissioners profiles on page 63 in this Annual Report.
Pramukti Surjaudaja Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 59 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 59 in this Annual Report.
Peter Eko Sutioso Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 59 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 59 in this Annual Report.
Lai Teck Poh Anggota Member	Profil Lengkap dapat dilihat pada profil Dewan Komisaris pada halaman 60 di Laporan Tahunan ini.	His complete profile can be seen in the Board of Commissioners profiles on page 60 in this Annual Report.

ETHICS AND CONDUCT COMMITTEE PROFILE

PERIODE DAN MASA JABATAN ANGGOTA KOMITE ETIK DAN PERILAKU

ETHICS AND CONDUCT COMMITTEE MEMBERS' PERIOD AND TERM OF OFFICE

Nama Name	Posisi di dalam Komite Position in the Committee	Posisi di Bank OCBC NISP Position in Bank OCBC NISP	Dasar Hukum Penunjukan Surat Keputusan Direksi Legal Basis of Appointment Board of Directors Decree	Periode dan Masa Jabatan Period and Tenure	
				Tanggal Efektif Effective Date	Akhir Masa Jabatan End of Tenure
Betti S. Alisjahbana	Ketua Chairman	Komisaris Independen Independent Commissioner	KPTS/DIR/KB-01/CORPSECR/021B/2019 tanggal 23 Juli 2019 dated July 23, 2019	23 Juli 2019 July 23, 2019	RUPST 2020 AGMS 2020
Pramukti Surjaudaja	Anggota Member	Presiden Komisaris President Commissioner	KPTS/DIR/KB-01/CORPSECR/021C/2019 tanggal 23 Juli 2019 dated July 23, 2019	23 Juli 2019 July 23, 2019	RUPST 2020 AGMS 2020
Peter Eko Sutioso	Anggota Member	Wakil Presiden Komisaris (Komisaris Independen) Vice President Commissioner (Independent Commissioner)	KPTS/DIR/KB-01/CORPSECR/021D/2019 tanggal 23 Juli 2019 dated July 23, 2019	23 Juli 2019 July 23, 2019	RUPST 2020 AGMS 2020
Lai Teck Poh	Anggota Member	Komisaris Commissioner	KPTS/DIR/KB-01/CORPSECR/021E/2019 tanggal 23 Juli 2019 dated July 23, 2019	23 Juli 2019 July 23, 2019	RUPST 2020 AGMS 2020

STRUKTUR, KEANGGOTAAN DAN KEAHLIAN

Keanggotaan Komite Etik dan Perilaku terdiri dari 1 (satu) orang Komisaris Independen yang merangkap sebagai Ketua, 1 (satu) orang Komisaris Independen sebagai anggota, dan 2 (dua) orang Komisaris sebagai anggota.

STRUCTURE, MEMBERSHIP AND EXPERTISE

The Ethics and Conduct Committee comprises 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, and 2 (two) Commissioners as members.

PEDOMAN DAN TATA TERTIB KERJA KOMITE ETIK DAN PERILAKU

Dalam menjalankan tugasnya Komite Etik dan Perilaku memiliki Pedoman dan Tata Tertib Kerja Komite Etik dan Perilaku yang selengkapnya dapat diakses pada situs web Bank www.ocbcnisp.com.

TUGAS DAN TANGGUNG JAWAB KOMITE ETIK DAN PERILAKU

Komite Etik dan Perilaku (“Komite”) dibentuk secara sukarela dibawah Dewan Komisaris untuk memberikan masukan dan mengawasi upaya-upaya Manajemen dalam mengembangkan dan memelihara budaya berperilaku dan berbisnis secara etis di dalam perusahaan dan dalam bekerjasama dengan pemangku kepentingan eksternal.

Pembentukan Komite berpedoman pada prinsip-prinsip tata kelola yang baik dan praktik terbaik internasional. Komite diberdayakan untuk membantu Dewan Komisaris melakukan kajian berbagai kebijakan dan inisiatif terkait, mengawasi implementasinya dan memberikan rekomendasi kepada Dewan Komisaris.

INDEPENDENSI ANGGOTA KOMITE ETIK DAN PERILAKU
Komite Etik dan Perilaku harus bertindak secara independen dalam melaksanakan tugas dan tanggung jawabnya.

KEBIJAKAN, PELAKSANAAN DAN TINGKAT KEHADIRAN RAPAT KOMITE ETIK DAN PERILAKU
Komite Etik dan Perilaku dapat mengadakan rapat setiap saat, minimal 4 (empat) kali dalam satu tahun, dengan kuorum kehadiran minimal 51% dari total anggota Komite termasuk Ketua.

Keputusan rapat dilakukan berdasarkan musyawarah untuk mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, maka pengambilan keputusan dilakukan berdasarkan suara terbanyak, dengan prinsip 1 (satu) orang 1 (satu) suara.

Selama tahun 2019, Komite Etik dan Perilaku telah menyelenggarakan 2 (dua) kali rapat, dengan tingkat kehadiran sebagai berikut:

Nama Name	Posisi di dalam Komite Attendance of Audit Committee Meetings	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Betti S. Alisjahbana	Ketua Chairman	2	2	100%
Pramukti Surjaudaja	Anggota Member	2	2	100%
Peter Eko Sutioso	Anggota Member	2	2	100%
Lai Teck Poh	Anggota Member	2	2	100%

PELAKSANAAN KEGIATAN KOMITE ETIK DAN PERILAKU TAHUN 2019

Melalui penyelenggaraan rapat sebagaimana disampaikan di atas, Komite Etik dan Perilaku telah melakukan kajian, evaluasi dan pemantauan sesuai dengan lingkup tugas dan tanggung

ETHICS AND CONDUCT COMMITTEE CHARTER

In performing its duties and responsibilities, the Ethics and Conduct Committee has in place the Charter which can be accessed on the Bank’s website www.ocbcnisp.com.

ETHICS AND CONDUCT COMMITTEE DUTIES AND RESPONSIBILITIES

The Ethic and Conduct Committee (“Committee”) is a voluntarily established committee under the Board of Commissioners with purpose to advise and oversee Management’s effort to develop and nurture the culture of ethical business conduct within the organization and in working with external stakeholders.

The establishment of the Committee is guided by the principle of good corporate governance and international best practcies. Committee is empowered to assist the Board of Commissioners in revieweing ethics initiatives and polliies, overseeing the implementation and providing recommendations to the Board of Commissioners.

ETHICS AND CONDUCT COMMITTEE INDEPENDENCE
The Ethics and Conduct Committee acts independently in carrying out its duties and responsibilities.

ETHICS AND CONDUCT COMMITTEE MEETING POLICY, CONVENTION AND ATTENDANCE
The Ethics and Conduct Committee shall convene the meeting anytime, at least 4 (four) times a year, with attendance quorum of minimum 51% of total members including the Chairman.

The meeting resolutions shall be based on discussion and consensus. In the event of disagreement, the decision is made legitimate by the approval of a majority of the members with a principle of 1 (one) member 1 (one) vote.

During 2019, the Ethics and Conduct Committee has convened 2 (two) meeting, with the following attendance:

ETHICS AND CONDUCT COMMITTEE ACTIVITIES IN 2019

Following the above meetings, the Ethics and Conduct Committee has conducted review, evaluation and monitoring in accordance with its duties and responsibilities, as follows:



jawabnya, sebagai berikut:

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. Pedoman dan Tata Tertib Kerja Komite Etik dan Perilaku sebagai panduan tugas dan tanggung jawab Komite, termasuk panduan dan prosedur kerja yang mengikat masing-masing anggota Komite. 2. Kebijakan terkait Etik dan Perilaku yang sudah dimiliki Bank, seperti antara lain nilai-nilai, <i>brand promise</i>, kode etik, <i>whistleblowing</i> dan <i>fraud</i>, serta <i>internal trading</i>. 3. Dashboard yang digunakan sebagai media pelaporan pelanggaran etik dan perilaku sehingga Komite dapat memiliki gambaran mengenai kondisi yang sedang terjadi di Bank dan konsistensi Manajemen dalam penerapan Etik dan perilaku. | <ol style="list-style-type: none"> 1. The Ethics and Conduct Committee Charter as the guidelines of duties and responsibilities, including work ethics and procedures that bind each member of the Committee. 2. Policy on Ethics and Conduct established by the Bank, such as values, brand promise, code of conduct, whistleblowing and fraud, as well as internal trading. 3. A dashboard used as a reporting media on ethics and conduct fraud, hence the Committee may be able to comprehend the Bank's current conditions, and the Management's consistency in implementing ethics and conduct. |
|--|--|

Program Pelatihan Komite Etik dan Perilaku Tahun 2019

Ethics and Conduct Committee Training Programs 2019

Name Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Betti S. Alisjahbana	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148 - 151.			
Pramukti Surjaudaja	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148 - 151.			
Peter Eko Sutioso	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148 - 151.			
Lai Teck Poh	Dapat dilihat pada tabel pelatihan Dewan Komisaris di halaman 148-151. Can be seen at the Board of Commissioners training table in page 148 - 151.			

PENILAIAN KINERJA KOMITE DEWAN KOMISARIS

PERFORMANCE ASSESSMENT FOR COMMITTEES OF THE BOARD OF COMMISSIONERS

Dewan Komisaris melakukan penilaian atas kinerja komite-komite di bawah Dewan Komisaris, yaitu Komite Audit, Komite Remunerasi dan Nominasi, Komite Pemantau Risiko serta Komite Etik dan Perilaku. Penilaian mencakup pemenuhan tugas dan tanggung jawab, frekuensi dan kualitas rapat serta rekomendasi yang diberikan, keragaman kapabilitas, pengalaman serta keahlian anggota Komite guna mendukung pelaksanaan tugas dan tanggung jawab Dewan Komisaris secara efektif.

The Board of Commissioners conducts the performance assessment of its committees, namely the Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and Ethics and Conduct Committee. The assessments covered the fulfillment of duties and responsibilities, frequency and quality of meetings, and recommendations, diversity of capabilities, experience as well as the expertise of Committee members to effectively support the Board of Commissioners' duties and responsibilities.

Sepanjang 2019, anggota Komite Audit, Komite Remunerasi dan Nominasi, dan Komite Pemantau Risiko juga telah melakukan evaluasi mandiri (*self-assessment*) untuk mengevaluasi kinerja masing-masing Komite.

Members of the Audit Committee, Remuneration and Nomination Committee and Risk Monitoring Committee conducted self-assessments during 2019 to evaluate each of the Committees' performances.

Hasil evaluasi tersebut antara lain menunjukkan Komite telah melakukan tugas dan tanggung jawabnya dengan baik sesuai dengan Pedoman dan Tata Tertib Kerja, memenuhi frekuensi dan kualitas rapat serta memberikan rekomendasi yang dibutuhkan, termasuk adanya keragaman kapabilitas dan keahlian anggota Komite yang memadai dalam mendukung pelaksanaan tugas Dewan Komisaris.

Among others, the results indicated that the Committees had carried out their proper duties and responsibilities in accordance with each Charter, has met the frequency and quality of meetings and provided recommendations as required, including having adequate diversity of capabilities and expertise to support the Board of Commissioners' duties.

DIREKSI

The Board of Directors

DASAR HUKUM

Direksi diangkat oleh Rapat Umum Pemegang Saham, dan bertanggung jawab dalam hal pelaksanaan dan pengembangan GCG di lingkungan Bank.

PEDOMAN DAN TATA TERTIB KERJA

Dalam menjalankan tugas dan tanggung jawabnya, Direksi telah memiliki Pedoman dan Tata Tertib Kerja yang selengkapnya dapat diakses pada situs web Bank www.ocbcnisp.com.

Pedoman dan Tata Tertib Kerja Direksi meliputi penjelasan antara lain mengenai:

1. Kriteria dan komposisi
2. Tugas dan tanggung jawab
3. Tata cara pengadaaan rapat
4. Prosedur Remunerasi
5. Pembagian kewenangan

TUGAS DAN TANGGUNG JAWAB MASING-MASING ANGGOTA DIREKSI

Tugas dan tanggung jawab masing-masing anggota Direksi telah diperbarui dan diatur dalam Surat Keputusan Direksi No.KPTS/DIR/KB.01/HC/021/2019 tanggal 21 Juni 2019, sebagai berikut:

Nama Name	Jabatan Position	Tugas dan Tanggung Jawab Duties and Responsibilities
Parwati Surjaudaja	Presiden Direktur President Director	Mengkoordinasikan pelaksanaan kepengurusan Bank melalui seluruh anggota Direksi dan secara langsung bertanggung jawab antara lain atas: Coordinating the Bank's management implementation through all Board of Directors' members and directly responsible among others to: <ul style="list-style-type: none"> • Human Capital • Internal Audit • Operations and IT • Strategy and Innovation
Hartati	Direktur Director	Finance
Emilya Tjahjadi	Direktur Director	Commercial and Enterprise Banking
Martin Widjaja	Direktur Director	<ul style="list-style-type: none"> • Wholesale Banking • Transaction Banking • Business Management & Analytics • Financial Institution
Andrae Krishnawan W.	Direktur Director	<ul style="list-style-type: none"> • Network • Unit Usaha Syariah
Johannes Husin	Direktur Director	Treasury
Low Seh Kiat	Direktur Director	Retail Banking
Joseph Chan Fook Onn	Direktur Director	Risk Management
Mirah Wiryoatmodjo	Direktur Director	<ul style="list-style-type: none"> • Compliance • AML-CFT • Corporate Communication • Corporate Secretary

LEGAL BASIS

The Board of Directors was appointed through a General Meeting of Shareholders, and is responsible for GCG implementation and development within the Bank.

BOARD OF DIRECTORS CHARTER

The Board of Directors Charter serves as a guideline in carrying out duties and responsibilities that can be accessed on the Bank's website www.ocbcnisp.com.

The Board of Directors Charter includes the following elaborations:

1. Criteria and compositions
2. Duties and responsibilities
3. Meeting procedures
4. Remuneration procedures
5. Distribution of authority

BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

The duties and responsibilities of each member of the Board of Directors are updated and regulated in Directors Decree No. KPTS/DIR/KB.01/HC/021/2019 dated June 21st, 2019, as follows:



WEWENANG DIREKSI

Direksi berwenang menjalankan pengurusan Bank sesuai dengan kebijakan yang dipandang tepat, sesuai dengan maksud dan tujuan yang ditetapkan dalam Anggaran Dasar.

KRITERIA ANGGOTA DIREKSI

Pemilihan Direksi Bank dilaksanakan berdasarkan kriteria tertentu, antara lain:

1. Mempunyai akhlak, moral, dan integritas yang baik.
2. Cakap melakukan perbuatan hukum.
3. Memiliki rekam jejak yang baik dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat.
4. Memiliki komitmen untuk mematuhi peraturan perundang-undangan.
5. Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan.

KOMPOSISI ANGGOTA DIREKSI

Jumlah anggota Direksi per 31 Desember 2019 adalah 9 (sembilan) orang, termasuk 1 (satu) Presiden Direktur, dan 1 (satu) Direktur yang membawahi fungsi kepatuhan. Mayoritas WNI dan seluruhnya berdomisili di Jakarta, Indonesia.

INDEPENDENSI DIREKSI

Mayoritas anggota Direksi tidak memiliki hubungan keluarga sampai derajat kedua dengan sesama anggota Direksi dan/atau anggota Dewan Komisaris. Selain itu tidak ada rangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris atau Pejabat Eksekutif pada bank, perusahaan, dan/atau lembaga yang dapat menimbulkan konflik kepentingan Direksi dalam mengelola Bank. Dengan demikian, Direksi dapat menjaga independensinya dan bersikap profesional dalam menjalankan operasional Bank.

RANGKAP JABATAN ANGGOTA DIREKSI

Sesuai dengan Pedoman dan Tata Tertib Kerja Direksi, anggota Direksi dilarang merangkap jabatan sebagai anggota Dewan Komisaris, Direksi, atau Pejabat Eksekutif pada bank, perusahaan dan/atau lembaga lain, kecuali anggota Direksi yang bertanggung jawab terhadap pengawasan atas penyertaan pada perusahaan anak Bank, menjalankan tugas fungsional menjadi anggota Dewan Komisaris pada perusahaan anak bukan bank yang dikendalikan oleh Bank.

Hartati dan Martin Widjaja menjalankan tugas fungsional sebagai Komisaris pada anak perusahaan Bank, yaitu OCBC NISP Ventura.

BOARD OF DIRECTORS AUTHORITY

The Board of Directors has the authority to manage the Bank according to the policies deemed to be appropriate, aligned with the purpose and objectives in the Articles of Association.

BOARD OF DIRECTORS CRITERIA

The Bank puts in place several criteria for the selection of members of the Board of Directors, among others:

1. Having good character, morals and integrity.
2. Capable in carrying out legal actions.
3. Having a good track record in the 5 (five) years prior to appointment and during tenure.
4. Having a commitment to comply with laws and regulations.
5. Having the knowledge and/or expertise in the required fields.

BOARD OF DIRECTORS COMPOSITION

The Board of Directors comprises 9 (nine) members, including 1 (one) President Director and 1 (one) Director in charge of compliance. The majority of members of the Board of Directors are Indonesian citizens and are all domiciled in Jakarta, Indonesia.

BOARD OF DIRECTORS INDEPENDENCE

The majority of the Board of Directors' members have no family relationships up to the second degree with fellow Directors and/or the Board of Commissioners. In addition, there is no concurrent positions as members of the Board of Directors, Board of Commissioners or Executive Officers in the banks, companies, and/or institutions that may create a conflict of interest for the Board of Directors in managing the Bank. As such, the Board of Directors maintains its independence and professionalism in the Bank operations.

BOARD OF DIRECTORS CONCURRENT POSITIONS

Pursuant to the Board of Directors Charter, members of the Board are prohibited from having concurrent positions as members of the Board of Commissioners, Board of Directors, or Executive Officers in other banks, companies, and/or other institutions, except members of the Board of Directors in charge of supervising the equity in the Bank's subsidiaries, conducting the functional duty of becoming a member of the Board of Commissioners at a non-bank subsidiary controlled by the Bank.

Hartati and Martin Widjaja perform the functional task as Commissioners at OCBC NISP Ventura, the Bank's subsidiary.

PROSEDUR PENETAPAN REMUNERASI DIREKSI**BOARD OF DIRECTORS REMUNERATION PROCEDURES****PROSEDUR PENETAPAN REMUNERASI****PROCEDURE OF DETERMINING THE REMUNERATION OF BOARD OF DIRECTORS****RAPAT DIREKSI****BOARD OF DIRECTORS MEETINGS****KEBIJAKAN RAPAT DIREKSI****BOARD OF DIRECTORS MEETING POLICY**

Kebijakan Rapat Direksi diatur dalam Pedoman dan Tata Tertib Kerja Direksi Bank antara lain:

The Board of Directors Charter regulates the Board of Directors Meeting, as follows:

1. Rapat dilaksanakan secara berkala sekurang-kurangnya 1 (satu) kali dalam 1 (satu) bulan, dan rapat bersama Dewan Komisaris paling kurang 1 (satu) kali dalam 4 (empat) bulan.
2. Rapat dapat dilangsungkan apabila dihadiri atau diwakili mayoritas oleh seluruh anggota Direksi.
3. Jadwal Rapat untuk tahun berikutnya sudah ditentukan sebelum akhir tahun buku dan sudah harus diterima oleh seluruh anggota Direksi selambat-lambatnya awal bulan Januari.
4. Setiap kebijakan dan keputusan strategis wajib diputuskan melalui rapat Direksi.
5. Hasil rapat wajib dituangkan dalam risalah rapat, ditanda tangani oleh anggota Direksi dan khusus untuk rapat dengan Dewan Komisaris ditandatangani pula oleh anggota Dewan Komisaris yang hadir dan disampaikan kepada seluruh anggota Direksi dan anggota Dewan Komisaris.

1. Meetings are held periodically at least once a month, and joint meetings with Board of Commissioners at least once every 4 (four) months.
2. The meetings can be held when attended or represented by majority of members of the Board of Directors'.
3. The meeting schedule for the following year is determined prior to the end of financial year and must be received by all members of the Board of Directors no later than the beginning of January.
4. All policies and strategic decisions must be decided through the Board of Directors' meeting.
5. The meeting results must be stated in the minutes of meeting, signed by present members of the Board of Directors and for meeting attended by member of Board of Commissioners also signed by present members of the Board of Commissioners, and circulated to all members of the Board of Directors and members of the Board of Commissioners.

PELAKSANAAN DAN TINGKAT KEHADIRAN RAPAT DIREKSI**BOARD OF DIRECTORS MEETINGS AND ATTENDANCE**

Sepanjang tahun 2019, pelaksanaan dan tingkat kehadiran Rapat Direksi sebagai berikut:

The following were the Board of Directors meetings and attendance in 2019:



Nama Name	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Parwati Surjaudaja	24	24	100%
Hartati	24	24	100%
Emilya Tjahjadi	24	23	96%
Martin Widjaja	24	24	100%
Andrae Krishnawan W.	24	23	96%
Low Seh Kiat	24	23	96%
Johannes Husin	24	23	96%
Joseph Chan Fook Onn	24	24	100%
Mirah Wiryoatmodjo	24	21	88%

AGENDA RAPAT DIREKSI

Sepanjang tahun 2019, Rapat Direksi telah membahas beberapa hal penting Bank, antara lain:

- Pembahasan operasional,
- Pembahasan kinerja keuangan,
- Kinerja bisnis,
- Laporan audit internal,
- Laporan kepatuhan/APU-PPT,
- Pembentukan PT OCBC NISP Ventura,
- *Transformation update (business, strategy & innovation, human capital),*
- *Risk Culture,*
- *Three Lines of Defense*
- Rencana Bisnis Bank.

BOARD OF DIRECTORS MEETING AGENDA

In 2019, the Board of Directors meetings discussed the Bank's key issues, including:

- Discussions on operations,
- Financial performance,
- Business performance,
- Internal audit reports,
- Compliance/AML-CFT reports,
- Establishment of PT OCBC NISP Ventura,
- Transformation update (business, strategy & innovation, human capital),
- Risk Culture,
- Three Lines of Defense
- The Bank Business Plan.

RAPAT GABUNGAN DIREKSI DAN DEWAN KOMISARIS

Sepanjang tahun 2019, pelaksanaan dan tingkat kehadiran Rapat Gabungan Direksi dan Dewan Komisaris, sebagai berikut:

Nama Name	Jumlah Rapat Number of Meetings	Kehadiran Attendance	% Kehadiran % Attendance
Parwati Surjaudaja	3	3	100%
Hartati	3	3	100%
Emilya Tjahjadi	3	3	100%
Martin Widjaja	3	3	100%
Andrae Krishnawan W.	3	2	67%
Low Seh Kiat	3	3	100%
Johannes Husin	3	3	100%
Joseph Chan Fook Onn	3	3	100%
Mirah Wiryoatmodjo	3	2	67%

BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS JOINT MEETING

The following were the meetings and attendance of the Board of Commissioners and the Board of Directors Joint Meetings in 2019:

AGENDA RAPAT GABUNGAN

Selama tahun 2019, agenda Rapat Gabungan membahas antara lain mengenai kinerja operasional, pembahasan strategi 2019, serta pembahasan laporan kinerja keuangan.

JOINT MEETING AGENDA

In 2019, the Joint Meetings agenda included discussions on operational performance, 2019 strategies, and financial performance reports.

PENILAIAN KINERJA DIREKSI

PROSEDUR PENILAIAN KINERJA DIREKSI

Bank melaksanakan proses evaluasi kinerja Direksi secara individu dan secara kelompok terkait rencana dan strategi Bank yang telah ditentukan sebelumnya.

BOARD OF DIRECTORS PERFORMANCE ASSESSMENT

BOARD OF DIRECTORS PERFORMANCE ASSESSMENT PROCEDURES

The Bank carries out the performance evaluations on the Directors individually and collegially based on the Bank's predetermined plans and strategies.

KRITERIA PENILAIAN KINERJA DIREKSI

1. Penilaian Individual Anggota Direksi

Dalam melaksanakan penilaian kinerja Anggota Direksi, Bank menggunakan *Balance Score Card* (BSC) yang dituangkan dalam bentuk *goal setting* dan penyusunan Key Performance Indicator (KPI) yang lebih detail serta disepakati bersama serta mengacu pada strategi Bank. Penilaian kinerja anggota Direksi secara individual dilakukan oleh Presiden Direktur.

Kriteria penilaian KPI anggota Direksi mengacu pada 5 (lima) aspek kriteria penilaian, yaitu:

- Keuangan
- Nasabah
- Produk dan Jasa
- Proses
- *People*

2. Penilaian Kinerja secara kelompok atau kolegal

- Penilaian pelaksanaan tugas dan tanggung jawab Direksi secara kolegal dilaksanakan oleh Dewan Komisaris dan dibantu oleh Komite Remunerasi dan Nominasi.
- Penilaian kinerja Direksi dilakukan dengan metode *self-assessment* berdasarkan Struktur, Proses, dan Hasil Tata Kelola sesuai dengan Surat Edaran OJK No. 13/SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum.

PROGRAM ORIENTASI BAGI ANGGOTA DIREKSI BARU

Bank memiliki program orientasi dan pengenalan bagi anggota Direksi yang baru bergabung dengan tujuan untuk memberikan pengetahuan dan pemahaman tentang Bank. Pada tahun 2019 tidak ada anggota Direksi yang baru.

PROGRAM PELATIHAN ANGGOTA DIREKSI

Guna meningkatkan kompetensi dan penyelarasan dengan perkembangan dunia usaha, khususnya untuk mendukung pelaksanaan tugas dan tanggung jawabnya, Direksi mengikuti pelatihan pada tahun 2019, antara lain sebagai berikut:

BOARD OF DIRECTORS PERFORMANCE ASSESSMENT CRITERIA

1. Individual Director Assessment

The Bank applies a Balance Score Card (BSC) by assessing the goal setting and the more detailed and mutually agreed Key Performance Indicators (KPI), which refer to the Bank's strategy. The individual directors' assessments are conducted by President Director.

The KPI assessment criteria for the Board of Directors' members refers to 5 (five) assessment criteria aspects, namely:

- Financial
- Customers
- Product and services
- Process
- People

2. Group or collegial performance assessments

- Assessment of the Board of Directors' duties and responsibilities as a group is carried out by the Board of Commissioners and assisted by the Remuneration and Nomination Committee.
- The Board of Directors' self-assessment method is based on GCG Structure, Process and Outcome in accordance with OJK Circular Letter No. 13/SEOJK.3/2017 on the Implementation of Corporate Governance for Commercial Banks.

ORIENTATION PROGRAM FOR NEW DIRECTOR

The Bank has an orientation and introduction program for new Directors aimed at providing knowledge and understanding of the Bank. In 2019 there is no new member of the Board of Directors.

TRAINING PROGRAMS FOR BOARD OF DIRECTORS' MEMBERS

In 2019, the Board of Directors attended various training sessions for competency enhancement and to conform with business development, specifically in supporting their duties and responsibilities. The training sessions were as follows:

**Tabel Program Kegiatan Peningkatan Kompetensi
Direksi Tahun 2019**

**Competency Improvement Programs for the Board of
Directors in 2019**

Name Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Parwati Surjaujaja	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Seminar Bloomberg Emerging & Frontier Forum</i>	25-26 Juni 2019 June 25-26, 2019	Bloomberg	London
	<i>OCBC Culture & Conduct Programme Board & Senior Management Workshop</i>	12 Juli 2020 12 July 2020	OCBC Bank	Singapura Singapore
	<i>Diagnostic Workshop by McKinsey</i>	20 Agustus 2019 August 20, 2019	Bank OCBC NISP	Jakarta
	<i>Study Visit for Digital Learning</i>	22 Agustus 2019 August 22, 2019	McKinsey	Bangkok
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>OCBC NISP Value</i>	19 September 2019 September 19, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
	<i>CEO Forum 100Th Kompas</i>	28 November 2019 November 28, 2019	Kompas	Jakarta
Hartati	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 10 May 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Andrae Krishnawan W	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Treasury Advance</i>	26 September 2019 September 16, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Emilya Tjahjadi	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 27 August 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta

Name Name	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Location
Johannes Husin	<i>Moving In Harmony</i>	12 Januari 2019 January 12, 2019	PT Inspirasi Indonesia	Jakarta
	<i>Refreshment Treasury Certification</i>	18-19 Januari 2019 18-19 January 2019	PT ACI FMA Indonesia	Jakarta
	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Martin Widjaja	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Low Seh Kiat	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Diagnostic Workshop</i>	20 Agustus 2019 August 20, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>ON Value Project</i>	19 September 2019 September 19, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Joseph Chan Fook Onn	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Diagnostic Workshop</i>	20 Agustus 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>ON Value Project</i>	19 September 2019 September 19, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta
Mirah Wiryoatmodjo	<i>Spokesperson Training</i>	31 Januari 2019 January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Seminar and RUA FKDKP</i>	27 Juni 2019 June 27, 2019	Forum Komunikasi Direktur Kepatuhan Perbankan (FKDKP)	Jakarta
	<i>Diagnostic Workshop</i>	20 Agustus 2019 August 20, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product - Great Eastern General Insurance Indonesia</i>	27 Agustus 2019 August 27, 2019	Bank OCBC NISP	Jakarta
	<i>ON Value Project</i>	19 September 2019 September 19, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	15 November 2019 November 15, 2019	Bank OCBC NISP	Jakarta



HUBUNGAN AFILIASI

Mayoritas anggota Direksi tidak memiliki hubungan afiliasi, baik secara keuangan maupun keluarga dengan anggota Dewan Komisaris, Direksi lainnya dan/atau Pemegang Saham Pengendali Bank.

Parwati Surjaudaja memiliki hubungan keluarga dengan anggota Dewan Komisaris, Pramukti Surjaudaja, sedangkan Low Seh Kiat dan Joseph Chan Fook Onn memiliki hubungan keuangan dengan Pemegang Saham Pengendali OCBC Bank.

AFFILIATIONS

The majority of the Board of Directors' members do not have affiliate relationships, either financial or family, with the Board of Commissioners, and other Directors and/or the Bank's Controlling Shareholders.

Parwati Surjaudaja has a family relationship with a member of the Board of Commissioners, Pramukti Surjaudaja, while Low Seh Kiat and Joseph Chan Fook Onn have financial relationships with the Controlling Shareholders, OCBC Bank.

KOMITE-KOMITE DIREKSI Committees of the Board of Directors

Direksi dalam pelaksanaan tugasnya dibantu oleh Komite-Komite sebagai berikut.

The Board of Directors has in place the following Committees to assist in its duties, as follows:

Komite Committee	Ruang Lingkup Tugas dan Tanggung Jawab Scope and Responsibilities	Susunan Composition
Komite Manajemen Risiko (KMR)	Menyusun dan mengawasi pelaksanaan kebijakan manajemen risiko, memberikan rekomendasi kepada Direksi mengenai manajemen risiko, termasuk di dalamnya adalah manajemen risiko di Unit Usaha Syariah	Ketua: Presiden Direktur Wakil Ketua: Direktur <i>Risk Management</i> Anggota: Seluruh Direktur
Board Risk Committee (BRC)	Preparing and supervising the implementation of risk management policies, presenting recommendations to the Board of Directors on risk management, including risk management in the Sharia Business Unit (SBU)	Chairman: President Director Vice-Chairman: Risk Management Director Member: All Directors
Komite Manajemen Risiko Kredit (KMRK)	Memantau dan mengevaluasi perkembangan kondisi portofolio kredit, merumuskan dan mengawasi pelaksanaan kebijakan perkreditan dan memberikan saran perbaikan serta langkah-langkah yang diperlukan.	Ketua: Presiden Direktur Wakil Ketua: Direktur <i>Risk Management</i> Anggota: Seluruh Direktur
Credit Risk Management Committee (CRMC)	Monitoring and evaluating the development of the loan portfolio, formulating and supervising the implementation of the loan policies, and providing suggestions for required improvements and measures.	Chairman: President Director Vice-Chairman: Risk Management Director Member: All Directors
Komite Manajemen Risiko Pasar (KMRP)	Mendukung Komite Manajemen Risiko (KMR) dan Presiden Direktur dalam mengelola manajemen risiko pasar Bank. KMRP berfungsi mengawasi pelaksanaan manajemen risiko pasar Bank, serta memastikan kebijakan dan praktik manajemen risiko pasar Bank dilakukan dengan tepat, efektif, dan mendukung strategi bisnis Bank.	Ketua: Direktur <i>Risk Management</i> Anggota: <ul style="list-style-type: none"> • Direktur <i>Finance</i> (Ketua Pengganti) • Direktur <i>Treasury</i> • Kepala Divisi <i>Treasury Trading</i> • Kepala Divisi <i>Asset Liability Management</i> • Kepala Divisi <i>Market & Liquidity Risk Management</i> Sekretaris: <i>Market Risk Management Head</i>
Market Risk Management Committee (MRMC)	Supporting the Board Risk Committee (BRC) and the President Director in controlling the Bank's market risk management. The MRMC's functions are to supervise the implementation of the Bank's market risk management, and to ensure that the Bank's market risk management policies and practice are conducted accurately, effectively, and support the Bank's business strategy.	Chairman: Risk Management Director Member: <ul style="list-style-type: none"> • Finance Director (Substitute Chairman) • Treasury Director • Treasury Trading Division Head • Asset Liability Management Division Head • Market & Liquidity Risk Management Division Head Secretary: Market Risk Management Head

Komite Committee	Ruang Lingkup Tugas dan Tanggung Jawab Scope and Responsibilities	Susunan Composition
Komite <i>Asset Liability Management</i>	Mengawasi pengelolaan neraca Bank dan berperan untuk memastikan bahwa neraca memiliki struktur yang tepat dan konsisten untuk memaksimalkan <i>net interest income</i> dan <i>shareholder value</i> dengan batas toleransi yang disetujui oleh Dewan Komisaris. ALCO juga menetapkan kebijakan- kebijakan mengenai pengelolaan eksposur neraca, pengelolaan risiko suku bunga struktural, pengelolaan risiko likuiditas dan pendanaan, serta mekanisme internal FTP Bank.	Ketua: Presiden Direktur Wakil Ketua: Direktur <i>Finance</i> Anggota dengan Hak Suara: Seluruh Direktur Anggota Tanpa Hak Suara: Direktur <i>Compliance</i> Sekretaris: Kepala Divisi <i>Market & Liquidity Risk Management</i>
Asset Liability Management Committee (ALCO)	Supervising the Bank's balance sheet management and taking a role in ensuring that the balance sheet has the appropriate and consistent structure to maximize net interest income and shareholders value with tolerant limit approved by the Board of Commissioners. ALCO also establishes policies regarding balance sheet exposure management, structural rate risk management, liquidity and financing risk management, as well as the Bank's FTP internal mechanisms.	Chairman: President Director Vice-Chairman: Finance Director Member with Voting Rights: All Director Member without Voting Rights: Compliance Director Secretary: Market & Liquidity Risk Management Division Head
Komite <i>Asset Liability Management Unit Usaha Syariah (UUS)</i>	Menetapkan strategi pengelolaan Aset dan Liabilitas dan memastikan bahwa neraca UUS memiliki struktur yang tepat dan konsisten untuk memaksimalkan investasi dan keuntungan kedua belah pihak untuk Bank dan Masyarakat ALCO UUS juga menetapkan strategi pengelolaan eksposur neraca, termasuk pengelolaan risiko likuiditas dan pendanaan, pengelolaan risiko imbal hasil dan risiko investasi, dan mekanisme internal FTP Bank.	Ketua: Direktur Unit Usaha Syariah Wakil Ketua: • Direktur <i>Finance</i> • Direktur <i>Risk Management</i> Anggota: • Kepala Unit Usaha Syariah • Kepala Divisi <i>Market & Liquidity Risk Management</i> • Kepala Divisi <i>Management Reporting & Methodologies</i> Sekretaris: Asset Liability Risk Management Head
Asset Liability Management Committee (ALCO) Sharia Business Unit (SBU)	Determining the Asset and Liability Management strategy and ensuring the SBU balance has the appropriate and consistent structure to maximize investments and benefits both the Bank and the community. ALCO SBU also determined the balance sheet exposure management, including liquidity and financing risk management, yield risk and investment risk management, and the Bank's FTP internal mechanism.	Chairman: Sharia Business Unit Director Vice-Chairman: • Finance Director • Risk Management Director Member: • Sharia Business Unit Head • Market & Liquidity Risk Management Division Head • Management Reporting & Methodologies Division Head Secretary: Asset Liability Risk Management Head
Komite Pengarah Teknologi Informasi	Memberikan rekomendasi kebijakan TI termasuk <i>review</i> dan persetujuan anggaran TI dan keamanan informasi, penyesuaian strategi Teknologi Informasi dan Bisnis, pengelolaan risiko serta pengukuran dan evaluasi kinerja Teknologi Informasi.	Ketua: Presiden Direktur Anggota: • Direktur Risk Management • Direktur Finance • Head of the Operations and Information Technology
IT Streeting Committee	Providing IT policy recommendations including IT and information safety budget review and approval, Business and Information Technology strategy alignment, risk management, and Information Technology performance assessment and evaluation.	Chairman: President Director Member: • Risk Management Director • Finance Director • Head of the Operations and Information Technology

PENILAIAN ATAS KINERJA KOMITE DI BAWAH DIREKSI

Sepanjang tahun 2019, Direksi menilai bahwa komite tersebut telah melaksanakan tugasnya dengan baik dan optimal. Penilaian ini didasarkan pada laporan berkala yang disampaikan, masukan dan rekomendasi atas hal-hal yang masuk ke dalam lingkup tugas Direksi serta pelaksanaan tugas Komite.

COMMITTEES OF THE BOARD OF DIRECTORS PERFORMANCE ASSESSMENT

The executive committees have performed optimum and proper duties and responsibilities during 2019. The Board of Directors' assesment was generated from regular submitted reports, input and recommendations on matters included in the Board of Directors' duties, as well as the Committees' duties implementation.



KEPEMILIKAN SAHAM DIREKSI DAN DEWAN KOMISARIS

Shareholding of The Board of Directors And Commissioners

Seluruh anggota Dewan Komisaris tidak memiliki saham yang mencapai 5% atau lebih dari modal disetor pada Bank, bank lain, lembaga jasa keuangan bukan bank, maupun perusahaan lain.

Per 31 Desember 2019, Anggota Direksi hanya Low Seh Kiat memiliki saham 15% pada lembaga keuangan bukan bank, Yolland Investment Pte. Ltd. Anggota Direksi lainnya tidak ada yang memiliki saham 5% atau lebih dari modal disetor Bank, bank lain, lembaga keuangan bukan bank, dan perusahaan lain.

No members of the Board of Commissioners have 5% of shares or more of the paid-in capital of the Bank, other banks, non-bank financial institutions, or other companies.

As of December 31, 2019, only Low Seh Kiat held 15% of shares in a non-bank financial institution, Yolland Investment Pte. Ltd. No other members of the Board of Directors have 5% of shares or more of the paid-in capital of the Bank, other banks, non-bank financial institutions, or other companies.

PENERAPAN REMUNERASI

Implementation of Remuneration

PENYUSUNAN KEBIJAKAN REMUNERASI

LATAR BELAKANG

Persaingan bisnis yang ketat, khususnya di bidang perbankan, menuntut Bank untuk mampu bersaing, dan bertumbuh secara cepat, salah satunya melalui program remunerasi untuk menarik karyawan yang kompeten, mempertahankannya dan memotivasi karyawan untuk meningkatkan kinerja Bank.

Bank telah mengeluarkan Kebijakan Remunerasi pada tanggal 27 Februari 2019 yang berlaku efektif tanggal 1 April 2019. Kebijakan ini dibuat berdasarkan Peraturan OJK No. 45/POJK.03/2015 dan Surat Edaran OJK No. 40/SEOJK.03/2016 tentang Pelaksanaan Tata Kelola dalam Pemberian Remunerasi bagi Bank Umum. Kebijakan remunerasi tersebut mencakup remunerasi secara besaran bagi Dewan Komisaris, Direksi dan Karyawan. Kebijakan remunerasi tersebut didukung oleh kebijakan-kebijakan *Human Capital* lainnya yang berhubungan dengan manfaat/*benefit* bagi karyawan.

TUJUAN

1. Memberikan panduan dan pemahaman yang jelas terkait pengaturan program remunerasi pada Bank.
2. Menjaga hubungan industrial yang harmonis dimana kebijakan pemberian remunerasi dan *benefit*/fasilitas akan mempertimbangkan kesetaraan peran dan kontribusi karyawan disamping menjaga risiko Bank, memperhatikan kemampuan Bank dan praktik praktik di industri perbankan secara keseluruhan.

REMUNERATION POLICY PREPARATION

BACKGROUND

With competitive competition, particularly in banking industry, the Bank is required to be competitive and one of the tools for this is through the remuneration program to attract, retain and motivate competent employees to improve the Bank's performance.

The Bank published the Remuneration Policy on February 27, 2019 that effective as at April 1, 2019, which was made based on the OJK Regulation No. 45/POJK.03/2015 and OJK Circular Letter No. 40/SEOJK.03/2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks. The remuneration policy covers the general remuneration for the Board of Commissioners, Board of Directors and Employees. The remuneration policy is supported by other Human Capital policies related to the benefits for employee.

PURPOSE

1. Provide clear guidance and awareness on the Bank's remuneration programs.
2. Maintain harmonious industrial relations in which the remuneration and benefits/facilities will take into account the employee's equal roles and contribution, while keeping the Bank's risks, taking into consideration the Bank's ability and practices in banking industry as a whole.

PELAKSANAAN KAJI ULANG ATAS KEBIJAKAN REMUNERASI

Bank telah memperbarui kebijakan remunerasi yang merupakan bagian dari Kebijakan *Human Capital* dan telah ditetapkan pada tanggal 27 Februari 2019. Perubahan yang dilakukan terkait pada tata kelola penerapan remunerasi Dewan Komisaris, Dewan Pengawas Syariah, Komite di bawah Dewan Komisaris, Direksi dan Karyawan.

MEKANISME

Dalam menerapkan strategi remunerasi, Bank tetap memperhatikan kinerja Bank, kinerja unit kerja, kinerja setiap karyawan. Bank juga memastikan bahwa dengan mekanisme yang ada, karyawan yang bekerja di unit kontrol dapat menjalankan fungsinya secara independen untuk menjaga tata kelola Bank berjalan baik.

CAKUPAN KEBIJAKAN REMUNERASI DAN IMPLEMENTASINYA PER UNIT BISNIS, PER WILAYAH DAN KANTOR CABANG

Kebijakan remunerasi mengatur secara besaran remunerasi Dewan Komisaris, Dewan Pengawas Syariah, Komite di bawah Dewan Komisaris, Direksi dan karyawan. Remunerasi diberikan dengan mempertimbangkan kinerja Bank, kinerja unit kerja dan kinerja individu setiap tahunnya.

REMUNERASI DIKAITKAN DENGAN RISIKO

Kebijakan remunerasi antara lain dikaitkan dengan jenis risiko utama, kriteria, dampak dan perubahan jenis risiko, seperti dijabarkan pada tabel ini:

Jenis Risiko Utama Main Risk Type	Kriteria Criteria	Dampak terhadap Remunerasi Impact on Remuneration	Perubahan Jenis Risiko Utama dan Perubahan Kriteria dibanding tahun lalu Changes of Main Risk and Criteria Compared to the previous Year
Kredit	NPL	Memberikan <i>variable pay</i> dalam bentuk bonus dan bukan insentif untuk karyawan yang memberikan kredit kepada nasabah non retail, dan untuk karyawan dengan posisi jabatan tertentu.	Belum ada perubahan No change
Loans		Providing variable pay in the form of bonuses, and not as incentives, for employees who provide loans to nonretail customers, and for employees of certain position.	
Tresuri	<i>Liquidity Risk</i>	Memberikan <i>variable pay</i> dalam bentuk bonus dan bukan insentif untuk karyawan di Tresuri.	Belum ada perubahan No change
Treasury		Providing variable pay in the form of bonuses, and not as incentives, for employees in the Treasury.	

PENGUKURAN KINERJA DIKAITKAN DENGAN REMUNERASI

Bank mempunyai kebijakan *Performance Management* dengan menerapkan prinsip *reward* berbasis kinerja (*meritocracy*) untuk menciptakan keselarasan strategis yang diharapkan dalam mencapai tujuan.

ANALYSIS OF REMUNERATION POLICY

The Bank has renewed the previous remuneration policy as part of the Human Capital Policy which was established on February 27, 2019. The changes included the remuneration governance for the Board of Commissioners, the Sharia Supervisory Board, the Committees of the Board of Commissioners, Board of Directors and Employees.

MECHANISM

The Bank implements the remuneration strategy by taking into account the Bank's performance, the units' performances, and employees' performances. The Bank also shall ensure that the mechanism allows employees in control units to function their independence to maintain the Bank's good governance.

REMUNERATION POLICY SCOPES AND IMPLEMENTATION PER BUSINESS UNITS, REGIONS AND BRANCH OFFICES

The remuneration policy regulates the remuneration amount for the Board of Commissioners, Sharia Supervisory Board, Committees under the Board of Commissioners, Board of Directors and employees. The remuneration was granted with due observance of the annual performances of the Bank, work units, and individuals.

REMUNERATION ASSOCIATED WITH RISKS

The remuneration policy is correlated to the main risk types, criteria, impact and changes of risk types, as illustrated in the following table:

REMUNERATION IS LINKED TO PERFORMANCE MEASUREMENT

The Bank has a Performance Management policy by which the Bank applies the principle of meritocracy to create the expected strategic harmony to support the Bank in achieving its goals.



METODE YANG DIGUNAKAN

Bank mempertimbangkan kinerja Bank, kinerja unit kerja dan kinerja individu untuk menentukan pembagian performa bonus setiap tahunnya.

URAIAN

Bank menentukan panduan besaran performa bonus berdasarkan hasil kinerja unit kerja dan hasil performa individu.

Bank juga menentukan panduan besaran kenaikan gaji berdasarkan hasil performa individu.

PENYESUAIAN REMUNERASI DIKAITKAN DENGAN KINERJA DAN RISIKO

1. Kebijakan mengenai remunerasi yang Bersifat Variabel yang ditangguhkan, besarnya, dan kriteria untuk menetapkan besaran tersebut.
2. Kebijakan Bank mengenai remunerasi yang Bersifat Variabel yang ditangguhkan yang ditunda pembayarannya (*Malus*), atau ditarik kembali dalam hal sudah dibayarkan (*Clawback*).

PENYESUAIAN REMUNERASI DIKAITKAN DENGAN KINERJA DAN RISIKO

1. Kebijakan pembayaran (*vesting*) atas penangguhan yang dilakukan antara lain jangka waktu pembayaran.
2. Pengungkapan faktor yang menentukan perbedaan Remunerasi yang Bersifat Variabel yang ditangguhkan diantara karyawan atau kelompok karyawan, jika ada.

METHOD

To determine the share of the annual performance bonus, the Bank takes into account the Bank's performance, operating unit performance and individual performance.

DESCRIPTION

The amount of the performance bonus is stipulated based on the achievements of the operating unit and individual.

The Bank also stipulated the amount of salary increases based on individual achievements.

REMUNERATION ADJUSTMENT LINKED WITH PERFORMANCE AND RISK

1. Policy regarding deferred variable remuneration, amount, and the criteria for determining the amount.
2. The Bank policy regarding deferred variable remuneration by deferring the payment (*Malus*) or implementation of clawback.

REMUNERATION ADJUSTMENTS LINKED WITH PERFORMANCE AND RISK AS REFERRED TO IN POINT E.1

1. A vesting policy for deferrals, including payment terms.
2. Disclosure of factors that determine the difference in variable remuneration that is deferred between employees or groups of employees, if any.

Remunerasi yang bersifat Variabel yang ditangguhkan Deferred Variable Remuneration	Kebijakan Bank Bank Policy	Besaran Magnitude	Kriteria Criteria	Jangka Waktu Time period
Bonus	Penangguhan dalam bentuk tunai dan saham Deferral in the form of cash and shares	80% tunai dan 20% ditangguhkan 80% cash and 20% deferred	Kualitatif Qualitative	Ditangguhkan (<i>malus</i>) 3 tahun Deferred (<i>malus</i>) 3 years

Remunerasi yang bersifat Variabel yang ditangguhkan Deferred Variable Remuneration	Kebijakan Bank Bank Policy
Yang ditunda pembayarannya (<i>Malus</i>) Payment is deferred (<i>Malus</i>)	20% dari bonus 20% of the bonus
Yang ditarik kembali dalam hal sudah dibayarkan (<i>Clawback</i>) Clawback	-

NAMA KONSULTAN EKSTERN DAN TUGAS KONSULTAN TERKAIT KEBIJAKAN REMUNERASI, DALAM HAL BANK MENGGUNAKAN JASA KONSULTAN EKSTERN

Untuk memastikan bahwa remunerasi Bank sejalan dengan praktik remunerasi di industri perbankan dan menjaga daya saing Bank, maka Bank ikut serta dalam survei remunerasi dengan Willis Towers Watson di tahun 2019.

NAMES OF EXTERNAL CONSULTANTS AND THEIR ASSIGNMENTS REGARDING THE REMUNERATION POLICY, IN CASE THE BANK USES EXTERNAL CONSULTANT SERVICES

To ensure that the Bank's remuneration is in line with the remuneration practices in the banking industry and maintains the Bank's competitiveness, the Bank participated in a remuneration survey with Willis Towers Watson in 2019.

PAKET REMUNERASI DAN FASILITAS YANG DITERIMA OLEH DIREKSI DAN DEWAN KOMISARIS MENCAKUP STRUKTUR REMUNERASI DAN RINCIAN JUMLAH NOMINAL, SEBAGAIMANA DALAM TABEL DI BAWAH INI:

BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS REMUNERATION PACKAGES AND FACILITIES RECEIVED, INCLUDING THE REMUNERATION STRUCTURE AND NOMINAL AMOUNT SHOWN IN THE TABLE BELOW:

Jenis Remunerasi dan Fasilitas Type of Remuneration and Facilities	Jumlah Diterima dalam 1 (satu) Tahun Total Amount Received in 1 (one) Year			
	Direksi Board of Directors		Dewan Komisaris Board of Commissioners	
	Orang Persons	Juta Rp Million Rp	Orang Persons	Juta Rp Million Rp
Gaji, bonus, tunjangan rutin, tantiem, dan fasilitas lainnya dalam bentuk non natura Salaries, bonuses, routine allowances, tantieme and other non-natura facilities	9	102,843	9	31,089
Fasilitas lain dalam bentuk natura (perumahan, asuransi kesehatan, dan sebagainya) yang: a. Dapat dimiliki b. Tidak dapat dimiliki Other facilities (housing, health insurance, etc.) that: a. Could be owned b. Could not be owned	-	-	-	-
Total	9	102,843	9	31,089

PAKET REMUNERASI YANG DIKELOMPOKKAN DALAM TINGKAT PENGHASILAN YANG DITERIMA OLEH DIREKSI DAN ANGGOTA DEWAN KOMISARIS DALAM 1 (SATU) TAHUN, SEBAGAIMANA DALAM TABEL DI BAWAH INI:

BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS ANNUAL REMUNERATION PACKAGES, BY LEVEL OF INCOME GROUP, AS SHOWN IN THE TABLE BELOW:

Jumlah Remunerasi per Orang dalam 1 (satu) Tahun Annual Remuneration per Person	Jumlah Direksi Number of Directors	Jumlah Komisaris Number of Commissioners
Di atas Rp2.000.000.000,- Above Rp2,000,000,000	9	6
Di atas Rp1.000.000.000,- s.d. Rp2.000.000.000,- Above Rp1,000,000,000, up to Rp2,000,000,000	-	3
Di atas Rp500.000.000,- s.d. Rp1.000.000.000,- Above Rp500,000,000 up to Rp1,000,000,000	-	-
Rp500.000.000 ke bawah Rp500,000,000 and below	-	-

Keterangan

- Remunerasi yang diterima secara tunai
- Dewan Komisaris tidak menerima tantiem/bonus kinerja

Notes:

- Remunerations received in cash
- Board of Commissioners does not accept performance bonus



REMUNERASI YANG BERSIFAT VARIABEL

Jenis remunerasi bersifat variabel dan alasan pemberiannya seperti tercantum pada tabel di bawah ini:

VARIABLE REMUNERATION

The following table illustrates the variable remuneration and reasons for the provision:

Jenis Remunerasi yang bersifat Variabel Type of Variable Remuneration	Alasan Reason
Bonus	Bentuk penghargaan Bank kepada karyawan yang diberikan dengan mempertimbangkan kinerja bank, kinerja unit kerja dan kinerja individu. Type of Bank reward to employees, taking into account bank performance, work unit performance and individual performance.
Insentif Incentive	Bentuk penghargaan Bank kepada karyawan <i>front office (seller)</i> yang diberikan berdasarkan pencapaian target. Type of Bank reward to front office employees (seller) based on achievement of targets.
<i>Long Term Cash Incentive</i> (LTCI)	Bentuk penghargaan Bank kepada karyawan yang menunjukkan kinerja yang baik dan mempunyai potensi sesuai dengan ambisi Bank. Penghargaan ini diberikan sebagai upaya dari Bank untuk mempertahankan <i>talent</i> . Type of Bank reward to employees who have shown good performance and have potential in accordance with the Bank's ambitions. This award is given in an effort for the Bank to retain talent.
<i>Special Recognition Program</i> (SRP)	Bentuk penghargaan Bank kepada karyawan <i>front office (seller)</i> yang menunjukkan kinerja baik dan mempunyai potensi sesuai dengan ambisi Bank. Penghargaan ini diberikan sebagai upaya dari Bank untuk mempertahankan <i>talent</i> . The Bank's recognition to front office employee (sellers) that perform well and has the potential that conform to the Bank's aspirations. The award is granted as the Bank's effort to retain talent.
Saham Shares	Bentuk penghargaan Bank kepada karyawan yang merupakan <i>Material Risk Taker</i> . Hal ini merupakan pemenuhan peraturan POJK No.45/POJK.03/2015. Type of Bank reward to employees who are Material Risk Takers. This is a fulfillment of POJK No.45/POJK.03/2015.

Jumlah Direksi, Dewan Komisaris, dan Karyawan yang menerima remunerasi yang Bersifat Variabel selama 1 (satu) tahun dan total nominal sebagaimana dalam tabel di bawah ini:

The number of Directors, Commissioners, and Employees receiving Variable Remuneration in 1 (one) year and total amounts, as shown in the table below:

Remunerasi yang bersifat Variabel Variable Remuneration	Jumlah Diterima dalam 1 (satu) Tahun Amount Received in 1 (one) Year					
	Direksi Board of Directors		Dewan Komisaris Board of Commissioners		Karyawan Employees	
	Jumlah Total	Nominal (Rp Juta) Amount (IDR Million)	Jumlah Total	Nominal (Rp Juta) Amount (IDR Million)	Jumlah Total	Nominal (Rp Juta) Amount (IDR Million)
Total	9	51,405	-	-	5,681	263,582

JABATAN DAN JUMLAH PIHAK YANG MENJADI MRT

MATERIAL RISK TAKERS (MRT) POSITIONS AND NUMBERS

Jabatan	Position	Jumlah Amount
Presiden Direktur	President Director	1
Direktur	Director	7
<i>Asset Liability Management Division Head</i>	Asset Liability Management Division Head	1
<i>Treasury Trading Division Head</i>	Treasury Trading Division Head	1
<i>Head of Credit Risk</i>	Head of Credit Risk	1

SHARES OPTION YANG DIMILIKI DIREKSI, DEWAN KOMISARIS DAN PEJABAT EKSEKUTIF

Bank tidak memberikan *shares option* namun Bank memberikan variabel bonus dalam bentuk saham sebagaimana diatur dalam POJK No.45/POJK.03/2015.

SHARE OPTIONS HELD BY THE BOARD OF DIRECTORS, BOARD OF COMMISSIONERS AND EXECUTIVE OFFICERS

The Banks does not provide share options, but provides variable bonuses in the form of shares as stipulated in POJK No.45/POJK.03/2015.

RASIO GAJI TERTINGGI DAN TERENDAH

Gaji yang diperbandingkan dalam rasio gaji adalah imbalan yang diterima oleh Direksi, anggota Dewan Komisaris, dan karyawan per bulan.

RATIO OF THE HIGHEST AND LOWEST SALARIES

Salary ratios include salaries received by the Board of Directors, Board of Commissioners and employees per month.

Yang dimaksud dengan “karyawan” dalam hal ini adalah karyawan tetap Bank.

Definition of “employees” is the Bank’s permanent employees.

Keterangan Description	Rasio Gaji Salary Ratios
Karyawan Employees	1 : 84.7
Direksi Board of Directors	1 : 2.1
Dewan Komisaris Board of Commissioners	1 : 3.9

Keterangan Description	Rasio Gaji Salary Ratios
	Tertinggi Karyawan dan Direksi Highest Employee and Director
Rasio Ratio	1 : 2.5

Jumlah penerima dan jumlah total remunerasi yang Bersifat Variabel yang dijamin tanpa syarat akan diberikan oleh Bank kepada calon Direksi, calon Dewan Komisaris, dan/atau calon Karyawan selama 1 (satu) tahun pertama bekerja: Tidak ada.

The number of recipients, and the total amount of variable remuneration, guaranteed without conditions, given by the Bank to prospective Directors, Commissioners, and/or Employees during the first 1 (one) year of work: None.

JUMLAH KARYAWAN YANG TERKENA PEMUTUSAN HUBUNGAN KERJA DAN TOTAL NOMINAL PESANGON YANG DIBAYARKAN.

NUMBER OF EMPLOYEES WHOSE EMPLOYMENT TERMINATED AND THE TOTAL NOMINAL SEVERANCE PAID.

Jumlah Nominal Pesangon yang dibayarkan per Orang dalam 1 (satu) Tahun Total severance pay amount paid per person in 1 (one) year	Jumlah Karyawan Number of Employees
Di atas Rp1.000.000.000,- Above Rp1,000,000,000	14
Di atas Rp500.000.000,- s.d. Rp1.000.000.000,- Above Rp500,000,000 up to Rp1,000,000,000	26
Rp500.000.000 ke bawah Rp500,000,000 and below	53

Keterangan
- Termasuk pensiun normal.

Notes:
- Including normal pension.



JUMLAH TOTAL REMUNERASI YANG BERSIFAT VARIABEL YANG DITANGGUHKAN, YANG TERDIRI DARI TUNAI DAN/ATAU SAHAM ATAU INSTRUMEN YANG BERBASIS SAHAM YANG DITERBITKAN BANK DAN JUMLAH TOTAL REMUNERASI YANG BERSIFAT VARIABEL YANG DITANGGUHKAN YANG DIBAYARKAN SELAMA 1 (SATU) TAHUN

TOTAL DEFERRED VARIABLE REMUNERATION, COMPRISING CASH AND/OR SHARES OR STOCK-BASED INSTRUMENTS ISSUED BY THE BANK AND TOTAL DEFERRED VARIABLE REMUNERATION PAID FOR 1 (ONE) YEAR

Jenis Remunerasi Variabel yang ditangguhkan Deferred Variable Remuneration Type	Jumlah yang dibayarkan selama 1 (satu) tahun Amount paid in 1 (one) year	Total
Tunai Cash	4,276	12,829
Saham Shares	121,333 lembar shares	364,000 lembar shares

Keterangan:
- Hanya untuk MRT dan diungkapkan dalam juta rupiah.

Notes:
- Only for MRT and expressed in million rupiah

RINCIAN JUMLAH REMUNERASI YANG DIBERIKAN DALAM 1 (SATU) TAHUN

DETAILS OF THE AMOUNT OF REMUNERATION GIVEN IN 1 (ONE) YEAR

A. Remunerasi yang bersifat Tetap | Fixed Remuneration

	Tidak Ditangguhkan Not Deferred	Ditangguhkan Deferred
Tunai Cash		56,919
Saham Shares		-

B. Remunerasi yang bersifat Variabel | Variable Remuneration

	Tidak Ditangguhkan Not Deferred	Ditangguhkan Deferred
Tunai Cash	52,779	12,829
Saham Shares		364,000 lembar shares

Keterangan
- Hanya untuk MRT dan diungkapkan dalam juta rupiah.

Notes:
- Only for MRT and expressed in million rupiah

INFORMASI KUANTITATIF

Total sisa remunerasi variabel untuk MRT yang masih ditangguhkan sebesar Rp8.552 juta dalam bentuk tunai dan 242.667 lembar saham. Tidak ada pengurangan remunerasi yang disebabkan karena penyesuaian eksplisit dan implisit selama periode laporan.

QUANTITATIVE INFORMATION

The total remaining variable remuneration for MRT being deferred is Rp8,552 million in cash and 242,667 shares. There are no reductions in remuneration because of explicit and implicit adjustments during the reporting period.

SEKRETARIS PERUSAHAAN

Corporate Secretary

DASAR HUKUM

Penunjukan Sekretaris Perusahaan berdasarkan Surat Keputusan Direksi Bank OCBC NISP No. KPTS/DIR/HCM/HK.02.02/180/2014 tanggal 28 Februari 2014, sebagai pemenuhan atas Peraturan OJK No. 35/POJK.04/2014 tanggal 8 Desember 2014.

LEGAL BASIS OF ESTABLISHMENT

The appointment of Corporate Secretary was based on the Decree of the Bank OCBC NISP's Board of Directors No. KPTS/DIR/HCM/HK.02.02/180/2014 dated February 28, 2014, in compliance with OJK Regulation No. 35/POJK.04/2014 dated December 8, 2014.

PROFIL SEKRETARIS PERUSAHAAN

Ivonne P. Chandra
Sekretaris Perusahaan
Corporate Secretary



Warga Negara Indonesia, 56 tahun.
Domisili: Jakarta, Indonesia.

Sekretaris Perusahaan sejak 28 Februari 2014.

Riwayat Pekerjaan

- 1989-1994: Management Associate, jabatan terakhir Citigold Service Head, Citibank, N.A.
- 1994-2003: Branch Manager, jabatan terakhir Consumer Distribution Head, Bank Universal (Permata Bank)
- 2003-2006: Sales & Marketing Director Astra CMG Life (Commonwealth Life).
- 2006-2008: Privilege *Banking Head* Bank Danamon.
- 2009-2011: Metropolitan Consumer Distribution Head Bank OCBC NISP.
- 2011-2013: Metropolitan Liabilities & Wealth Distribution Head Bank OCBC NISP.
- 2013-2014: Consumer Quality Assurance Division Head Bank OCBC NISP.

Rangkap Jabatan: Tidak ada

Organisasi:

- 2017-sekarang: Bendahara Indonesia Corporate Secretary Association (ICSA).
- 2006-sekarang: Wakil Ketua Bidang Pendidikan Perkumpulan IOA.

Riwayat Pendidikan:

- MBA bidang Marketing dari Golden Gate University, San Francisco, USA (1988).
- Sarjana Hubungan Masyarakat, Fakultas Ilmu Komunikasi, Universitas Padjadjaran, Bandung (1986).

Indonesian citizen, 56 years old.
Domicile: Jakarta, Indonesia.

Corporate Secretary since February 28, 2014.

Riwayat Pekerjaan

- 1989-1994: Management Associate, last position as Citigold Service Head at Citibank, N.A.
- 1994-2003: Branch Manager, latest position as Consumer Distribution Head at Bank Universal (Permata Bank).
- 2003-2006: Sales & Marketing Director at Astra CMG Life (Commonwealth Life).
- 2006-2008: Privilege Banking Head at Bank Danamon.
- 2009-2011: Metropolitan Consumer Distribution Head at Bank OCBC NISP.
- 2011-2013: Metropolitan Liabilities & Wealth Distribution Head at Bank OCBC NISP.
- 2013-2014: Consumer Quality Assurance Division Head at Bank OCBC NISP.

Concurrent Position: None

Organization:

- 2017-present: Treasurer of Indonesia Corporate Secretary Association (ICSA).
- 2006-present: Deputy Chairman of Education, IOA.

Education:

- MBA in Marketing from Golden Gate University, San Francisco, USA (1988).
- Sarjana Hubungan Masyarakat, Fakultas Ilmu Komunikasi, Universitas Padjadjaran, Bandung (1986).

LAPORAN PELAKSANAAN TUGAS SEKRETARIS PERUSAHAAN

Dalam memenuhi pelaksanaan tugasnya, sepanjang tahun 2019 Sekretaris Perusahaan dan tim telah melakukan aktivitas, antara lain:

- Mengikuti perkembangan Pasar Modal khususnya peraturan perundang-undangan yang berlaku di bidang Pasar Modal.
- Memberikan masukan kepada Direksi dan Dewan Komisaris untuk mematuhi ketentuan peraturan perundang-undangan di bidang Pasar Modal.
- Membantu Direksi dan Dewan Komisaris dalam pelaksanaan tata kelola perusahaan.

CORPORATE SECRETARY ACTIVITIES REPORT

In carrying out its duties, the Corporate Secretary and its units have carried out the following activities in 2019, among others:

- Following the Capital Market developments in particular the prevailing laws and regulations of the Capital Market.
- Providing recommendations to the Board of Directors and Board of Commissioners on the compliance with the prevailing laws and regulations of the Capital Market.
- Providing assistance to the Board of Directors and Board of Commissioners on the implementation of corporate governance.



d. Sebagai penghubung antara Bank dengan pemegang saham, OJK dan pemangku kepentingan lainnya.

d. As a liaison of the Bank with shareholders, OJK and other stakeholders.

PROGRAM PELATIHAN

Tabel di bawah ini menjelaskan program pelatihan dalam Rangka Mengembangkan Kompetensi Sekretaris Perusahaan.

Selain itu, Sekretaris Perusahaan juga mengikuti sosialisasi dan seminar tentang peraturan-peraturan baru dari OJK dan BEI.

TRAINING PROGRAMS

The table below describes the training programs aimed at developing the competence of the Corporate Secretary.

The Corporate Secretary also attended the publicity sessions and seminars on the new regulations issued by OJK and BEI.

No.	Pelatihan/Workshop/Seminar Training/Workshop/Seminar	Tanggal Date	Penyelenggara Organizer	Tempat Venue
1	Seminar POJK Nomor 36/POJK.04/2018 tentang Tata Cara Pemeriksaan di Sektor Pasar Modal Seminar POJK No. 36/POJK.04/2018 concerning Procedures for Examination in the Capital Market Sector	12 Februari 2019 February 12, 2019	Bursa Efek Indonesia (BEI)	Jakarta
2	<i>Spokesperson Training</i>	18 Februari 2019 February 18, 2019	Mayang Schreiber & Associates	Jakarta
3	<i>"Business Reporting on the Sustainable Development Goals"</i>	25 April 2019 April 25, 2019	BEI & GRI	Jakarta
4	<i>Value Based Leadership</i>	26 April 2019 April 26, 2019	Bank OCBC NISP	Jakarta
5	<i>Quality Leader 4.0</i>	10 Mei 2019 May 10, 2019	Bank OCBC NISP	Jakarta
6	FGD-Pemaparan dan Diskusi Hasil Penelitian mengenai Integrated Reporting di Indonesia: Perspektif Preparer, User, Regulator, dan Standard Setter. FGD – Presentation and Discussion of Research Results on Integrated Reporting in Indonesia: Perspective of the Preparer, User, Regulator, and Standard Setter.	25 September 2019 September 25, 2019	OJK	Jakarta
7	<i>CG Officer Workshop Series Intermediate Competency 2 - Investor Relations</i>	23-24 Oktober 2019 October 23-24, 2019	Indonesia Corporate Secretary Association (ICSA)	Jakarta
8	Seminar "Persiapan Indonesia dalam Menghadapi Turbulensi Ekonomi Global: Menanti Gebrakan Tim Ekonomi Kabinet Indonesia Maju" Seminar "Indonesia's preparation in facing the Global Economic Turbulence: Awaiting Breakthrough from the Economy Team of the Onward Indonesia Cabinet.	12 November 2019 November 12, 2019	BEI - ICSA	Jakarta

HUBUNGAN INVESTOR

Bank terus menjalin komunikasi dan memelihara hubungan dengan para investor, antara lain:

- melalui pertemuan resmi secara berkelompok maupun perorangan,
- *conference call*,
- publikasi laporan keuangan triwulanan dan tahunan,
- pengungkapan informasi dan peristiwa penting,
- siaran pers,
- serta *update* situs web Bank secara berkala.

Selama tahun 2019, Unit Investor Relations telah melakukan 12 kali pertemuan dengan investor/analisis.

INVESTOR RELATIONS

The Bank continued to foster communication and maintained relationships with investors, including:

- through official groups and individual meetings,
- conference calls,
- publications of quarterly and annual financial statements,
- disclosure of information and significant events,
- press conferences,
- and periodic updates of the Bank's website.

In 2019, the Investor Relations Unit conducted 12 meetings with investors/analysts.

DIVISI AUDIT INTERN

Internal Audit Division

Bank telah memiliki Divisi Audit Intern sebagaimana disyaratkan dan telah sesuai dengan Peraturan OJK No.1/POJK.03/2019 tentang Penerapan Fungsi Audit Intern pada Bank Umum.

The Bank has in place the Internal Audit Division as required by and in accordance with OJK Regulation No. 1/POJK.03/2019 regarding the Implementation of Internal Audit Function for Commercial Banks.

Divisi Audit Intern memiliki dua fungsi utama, yaitu:

1. Memberikan keyakinan (*assurance*) kepada Direksi dan Dewan Komisaris (melalui Komite Audit) bahwa tata kelola, manajemen risiko, dan proses pengendalian intern Bank telah dirancang dan dilaksanakan secara memadai dan efektif;
2. Sesuai permintaan Manajemen, menjalankan fungsi konsultasi untuk keperluan internal dalam ruang lingkup Audit intern.

Internal Audit Division has two main functions:

1. Providing reasonable assurance to the Board of Directors and Board of Commissioners (through the Audit Committee) that the Bank's governance, risk management and internal control processes are designed and implemented adequately and effectively;
2. Carrying out consulting functions for internal purposes within the scope of Internal Audit, as per the Management's request.

PROFIL KEPALA DIVISI AUDIT INTERN

INTERNAL AUDIT DIVISION HEAD PROFILE

Sani Effendy
Kepala Divisi Audit Intern
Internal Audit Division Head



Warga negara Indonesia, 54 tahun.
Domisili: Jakarta, Indonesia

Indonesian Citizen, 54 years old.
Domicile: Jakarta, Indonesia

Kepala Divisi Audit Intern sejak 1 Desember 2015 berdasarkan Surat Pengangkatan No. 4752/HCS-JKT/OR.08.03/NA/XII/2015.

Internal Audit Division Head since December 1, 2015 based on Appointment Letter No. 4752/HCS-JKT/OR.08.03/NA/XII/2015.

Riwayat Pekerjaan:

- 2008 – 2015: Posisi terakhir sebagai *Head of Wholesale Banking Bank OCBC NISP*.
- 1998 – 2008: *Head of Corporate Finance* di Rabobank International Indonesia.

Work Experience:

- 2008 – 2015: Head of Wholesale Banking Bank OCBC NISP.
- 1998 – 2008: Head of Corporate Finance at Rabobank International Indonesia.

Rangkap Jabatan: Tidak ada

Concurrent Position: None

Riwayat Pendidikan

- 1988: Sarjana Ekonomi Akuntansi dari Universitas Indonesia.
- 2008: Magister Administrasi Bisnis dari Institut Teknologi Bandung (ITB).
- 2016: Certified Internal Auditor (CIA).

Education:

- 1988: Bachelor Degree in Accounting from University of Indonesia
- 2008: Master in Business Administration from the Institute of Technology Bandung (ITB).
- 2016: Certified Internal Auditor (CIA).

STAF AUDIT INTERN

INTERNAL AUDIT STAFF

Per 31 Desember 2019, staf Divisi Audit Intern berjumlah 52 orang termasuk Kepala Divisi Audit Intern. Seluruh staf memiliki kualifikasi, pengetahuan, dan pengalaman dalam bidang teknis audit, peraturan dan perundangan serta pengetahuan lain yang relevan.

As of December 31, 2019, the number of Internal Audit Division staff, including the Internal Audit Division Head, was 52 persons. All staff has qualifications, knowledge and experience in audit techniques, laws and regulations, as well as other relevant knowledge.



PROGRAM PELATIHAN AUDITOR

Selama tahun 2019, Divisi Audit Intern telah mengikuti berbagai program *training* di antaranya *training Agile & Scrum Framework*, *Cyber Security Audit*, *Perbankan Syariah*, *Treasury Product*, dan *IFRS 9*.

SERTIFIKASI SEBAGAI PROFESI AUDIT INTERN

Per 31 Desember 2019, beberapa Auditor Internal Bank telah memperoleh sertifikasi profesi antara lain: *Certified Internal Auditors*, *Certified Information Systems Auditor*, *Qualified Internal Auditor*.

PIAGAM AUDIT INTERN

Kegiatan Divisi Audit Intern berpedoman pada Piagam Audit Intern dan Manual Audit Intern. Piagam Audit Intern disusun berdasarkan Peraturan Otoritas Jasa Keuangan No.1/POJK.03/2019 tentang Penerapan Fungsi Audit Intern Pada Bank Umum dan dikaji ulang secara berkala setiap tahun atau sewaktu-waktu apabila diperlukan. Kaji ulang terakhir telah dilakukan pada tanggal 23 April 2019. Sebagai acuan ke arah *global best practices*, Divisi Audit Intern juga menerapkan standar dan kode etik yang diterbitkan oleh *The Institute of Internal Auditors (IIA)*.

STRUKTUR DAN KEDUDUKAN AUDIT INTERN

Kepala Divisi Audit Intern bertanggung jawab langsung kepada Presiden Direktur dan secara tidak langsung kepada Dewan Komisaris melalui Komite Audit. Kepala Divisi Audit Intern secara rutin melakukan pertemuan dengan Presiden Direktur, Komite Audit, Dewan Komisaris, dan Dewan Pengawas Syariah.

Kepala Divisi Audit Intern membawahi beberapa departemen audit sesuai dengan area audit antara lain *Corporate Banking Audit*, *Network & Retail Banking Audit*, *Treasury Audit*, *Corporate Function Audit*, *Operations Audit*, dan *IT Audit*. Selain itu, Kepala Divisi Audit Intern juga membawahi fungsi *Audit Methodology & Standards* dan *Main Entity Audit*.

AUDITOR TRAINING PROGRAM

The Internal Audit Division participated in various training programs during 2019 that included the Agile and Scrum Framework, Cyber Security Audit, Sharia Banking, Treasury Product, and IFRS 9.

INTERNAL AUDIT PROFESSION CERTIFICATION

As of December 31, 2019, some of the Bank's Internal Auditors has obtained profession certifications among others: Certified Internal Auditor, Certified Information Systems Auditor, Qualified Internal Auditor.

INTERNAL AUDIT CHARTER

The Internal Audit Charter and Internal Audit Manual serve as the guidelines for Internal Audit Division activities. The Internal Audit Charter was developed based on OJK Regulation No. 1/POJK.03/2019 regarding the Implementation of Internal Audit Function for Commercial Banks and is annually reviewed, or as required. The Bank conducted its last review on April 23, 2019. As a reference to global best practices, the Internal Audit Division also adapts the standards and code of ethics issued by the Institute of Internal Auditors (IIA).

INTERNAL AUDIT STRUCTURE AND POSITION

The Internal Audit Division Head reports directly to and is responsible to the President Director, and indirectly to the Board of Commissioners through the Audit Committee. The Internal Audit Division Head regularly meets with the President Director, Audit Committee, the Board of Commissioners, and Sharia Supervisory Board.

The Internal Audit Division Head oversees several audit departments according to the audit area: among others the Corporate Banking Audit, Network and Retail Banking Audit, Treasury Audit, Corporate Function Audit, Operations Audit, and IT Audit. The Internal Audit Division Head also oversees the Audit Methodology and Standards and Main Entity Audit functions.

TUGAS DAN TANGGUNG JAWAB POKOK AUDIT INTERN

Sesuai dengan Piagam Audit Intern, tugas dan tanggung jawab utama Divisi Audit Intern adalah:

- Menyusun dan melaksanakan Rencana Audit Tahunan dan memantau hasil audit
- Mengkomunikasikan ringkasan hasil kegiatan audit dan status tindak lanjut temuan audit kepada Direksi, Dewan Komisaris, Komite Audit, dan Dewan Pengawas Syariah
- Melakukan komunikasi dengan Auditor Ekstern, Manajemen Risiko, dan Regulator untuk menentukan cakupan audit yang optimal.
- Memberikan informasi yang objektif dan rekomendasi saran perbaikan tentang kegiatan yang diperiksa

Peran dan tanggung jawab Divisi Audit Intern selengkapnya dapat diakses pada situs web www.ocbcnisp.com.

PELAKSANAAN DAN EFEKTIVITAS TUGAS AUDIT INTERN

Selama tahun 2019, Divisi Audit Intern telah melaksanakan audit sesuai dengan Rencana Audit Tahunan yaitu, (1) melaksanakan penugasan audit sebanyak 47 penugasan yang mencakup area bisnis dan operasional kantor cabang, aktivitas perkreditan dan pendanaan, treasury, teknologi dan sistem informasi, fungsi *support* dan operasional kantor pusat dan (2) mengembangkan inisiatif untuk meningkatkan peran strategis Audit Intern melalui pengembangan *data analytics*, implementasi *continuous auditing*, *strategic risk auditing*, *digital risk auditing*, dan *agile audit*.

Efektivitas pelaksanaan fungsi Audit Intern dan kepatuhannya terhadap Standar Profesional Audit Intern dikaji ulang oleh Audit Intern sekali dalam 1 (satu) tahun, dan oleh pihak ekstern sekurang-kurangnya sekali dalam 3 (tiga) tahun. Kaji ulang terakhir oleh pihak ekstern dilakukan pada tahun 2017.

INTERNAL AUDIT KEY DUTIES AND RESPONSIBILITIES

Pursuant to the Internal Audit Charter, the Internal Audit Division's main duties and responsibilities are:

- Developing and executing the Annual Audit Plan and monitoring audit results.
- Communicating the summary result of audit activities and status of audit issues follow up to the Board of Directors, Board of Commissioners, Audit Committee and Sharia Supervisory Board.
- Communicating with the External Auditor, Risk Management, and Regulators for the purpose of providing optimal audit coverage.
- Providing objective information and recommendations on audited activities.

Details of Internal Audit duties and responsibilities can be accessed on the website www.ocbcnisp.com.

INTERNAL AUDIT ACTIVITIES AND EFFECTIVENESS

During 2019, Internal Audit Division has done audit in line with its Annual Audit Plan, including (1) 47 audit assignments covering branch office business and operations, lending and funding, treasury, technology and information systems activities, and Head Office support and operational functions, and (2) developing the initiative to increase the Internal Audit's strategic roles through the development of data analytics, continuous auditing implementation, strategic risk auditing, digital risk auditing, and agile audit.

The effectiveness of the Internal Audit function and its compliance with the Professional Standard of Internal Audit was reviewed once a year by the Internal Audit, and at least once every 3 (three) years by external parties. The latest review by an external party was in 2017.



FUNGSI KEPATUHAN Compliance Function

Bank menjalankan fungsi kepatuhan sebagai upaya preventif (*ex-ante*) maupun kuratif (*ex-post*) untuk memitigasi risiko kegiatan usaha.

Sepanjang tahun 2019, aktivitas yang telah dilakukan yaitu:

1. Meningkatkan kesadaran kepatuhan dan budaya kepatuhan di Bank melalui beberapa kegiatan.
2. Memastikan kebijakan, ketentuan, sistem, dan prosedur serta kegiatan usaha yang dilakukan Bank telah sesuai dengan ketentuan perbankan dan peraturan perundang-undangan yang berlaku, termasuk Prinsip Syariah bagi Unit Usaha Syariah (UUS), serta memantau pelaksanaan ketentuan kehati-hatian yang dilakukan oleh Bank.
3. Mendistribusikan surat masuk dari *regulator* kepada divisi/fungsi yang terkait agar dapat ditindaklanjuti dan bertindak sebagai *liaison officer* dalam hubungannya dengan *regulator*.
4. Membuat ringkasan peraturan, menganalisa dampaknya bagi Bank dan menyelenggarakan sosialisasi peraturan perbankan kepada Direksi dan Kepala Divisi/Fungsi yang berkepentingan sehingga memudahkan pelaksanaan Fungsi Kepatuhan termasuk Program Anti Pencucian Uang dan Pencegahan Pendanaan Terorisme (APU-PPT).
5. Melakukan pemantauan atas pelaksanaan penerapan program APU PPT di seluruh kegiatan Bank, termasuk memantau pelaporan terkait sesuai peraturan yang berlaku.

TINGKAT KEPATUHAN BANK TERHADAP KETENTUAN DAN PERATURAN PERUNDANG-UNDANGAN SERTA PEMENUHAN KOMITMEN DENGAN OTORITAS YANG BERWENANG

Dalam mendukung Penerapan Budaya Kepatuhan guna mewujudkan terciptanya kepatuhan terhadap ketentuan Regulator dan peraturan perundang-undangan yang berlaku yang sejalan dengan pertumbuhan bisnis dan organisasi Bank, Divisi Kepatuhan telah menerapkan metodologi dan proses monitoring atas pelaksanaan regulasi guna menghindari risiko kepatuhan dan menunjang serta meningkatkan kinerja Bank dalam rangka melaksanakan prinsip kehati-hatian perbankan.

Penerapan tersebut dilakukan melalui *assurance* berdasarkan pelaksanaan *self-assessment* (*Regulatory Requirement Self-Assessment*).

Sebagai industri yang diatur secara ketat, Bank perlu membangun hubungan yang efektif dengan Regulator dalam menjalankan kegiatan usahanya. Oleh karena itu Compliance Division senantiasa melakukan komunikasi yang efektif dengan *Regulator* untuk menjembatani kebutuhan usaha Bank dengan kesesuaian dengan ketentuan *Regulator* dan memastikan pemenuhan komitmen dengan Otoritas yang berwenang.

The Bank's compliance function is designed for preventive (*ex-ante*) and curative (*ex-post*) efforts to mitigate business activity risks.

The activities conducted during 2019 were as follows:

1. Enhanced the Bank's compliance awareness and culture through compliance activities.
2. Ensured the Bank's policies, regulations, systems, procedures, and business activities have met the prevailing banking laws and regulations, including the Sharia Principles for the Sharia Business Units (SBU), as well as monitored the prudential principles implemented by the Bank.
3. Distributed the incoming letters from the Regulators to the relevant divisions/functions for follow-up, and acted as liaison with the regulators.
4. Prepared the regulation summaries, analyzed their impact on the Bank, and publicized the banking regulations to the Board of Directors and related Divisions/Function Heads, as well as facilitated the Compliance Function including the Anti-Money Laundering and Combating of Terrorism Financing Programs (AML-CTF).
5. Monitored the AML-CTF program implementation for all Bank activities, including monitored the related reports in accordance with applicable regulations.

THE BANK'S COMPLIANCE TO THE LAWS AND REGULATIONS AND COMMITMENTS TO THE REGULATORS

To encourage compliance culture implementation in order to create compliance towards the Regulators' regulations and the prevailing laws in line with the Bank's business and organization growth, the Compliance Division has applied monitoring methodology and process on the regulations for the prevention of compliance risk, as well as to support and improve the Bank's performance in implementing the prudential banking principle.

This was implemented with assurance based on the Regulatory Requirement Self-Assessment.

As a highly regulated industry, the Bank needs to build an effective relationship with the Regulators in managing its business activities. As such, the Compliance Division strives to effectively communicate with the Regulators to bridge the gap between the Bank's business requirements and the suitability to Regulators rules and to ensure commitment to the authority.

AKUNTAN PUBLIK

Public Accountant

PENUNJUKAN KANTOR AKUNTAN PUBLIK

RUPST yang diselenggarakan pada tanggal 9 April 2019 menyetujui untuk memberikan wewenang kepada Dewan Komisaris berdasarkan rekomendasi Komite Audit untuk menunjuk Akuntan Publik yang akan memeriksa atau mengaudit buku dan catatan Bank untuk tahun buku 2019 sesuai dengan kriteria POJK No. 13/POJK.03/2017, dan menetapkan jumlah honorarium serta persyaratan lainnya berkenaan dengan Akuntan Publik yang ditunjuk tersebut.

Berdasarkan Rekomendasi Komite Audit No. 002/AC-Reco/IPC-WS/V/2019 tanggal 3 Mei 2019, Dewan Komisaris menunjuk Akuntan Publik Angeliqye Daryanto, S.E., CPA dan KAP Tanudiredja, Wibisana, Rintis & Rekan sebagai Akuntan Publik dan Kantor Akuntan Publik untuk tahun buku 2019 berdasarkan Surat Keputusan Dewan Komisaris No.011/DEKOM/IPC-WS/V/2019 tanggal 10 Mei 2019 dan memberikan wewenang kepada Direksi untuk melaksanakannya.

Kantor Akuntan Publik dan Akuntan Publik yang Melakukan Audit Laporan Keuangan Tahunan Selama 5 Tahun Terakhir

Tahun Year	Kantor Akuntan Publik Public Accounting Firms	Akuntan Publik Public Accountants
2015-2017	KAP Tanudiredja, Wibisana, Rintis & Rekan	Lucy Luciana Suhenda, SE, AK, CPA
2018-2019	KAP Tanudiredja, Wibisana, Rintis & Rekan	Angeliqye Daryanto, SE, CPA

BIAYA AUDIT DAN NON-AUDIT

Total honorarium yang dibayarkan kepada KAP Tanudiredja, Wibisana, Rintis dan Rekan (*a member firm of PricewaterhouseCoopers Global Network*) terkait dengan jasa audit atas laporan keuangan tahunan dan laporan keuangan interim, serta jasa non-audit pada tahun 2019 adalah Rp4,2 miliar.

EFEKTIVITAS PELAKSANAAN AUDIT EKSTERN

Dalam rangka memenuhi penerapan fungsi Audit Ekstern sesuai dengan POJK No.55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum, efektivitas pelaksanaan Audit Ekstern dan kepatuhan Bank terhadap ketentuan adalah sebagai berikut:

1. Akuntan Publik dan Kantor Akuntan Publik yang ditunjuk oleh Bank adalah yang terdaftar di OJK sesuai dengan ketentuan yang berlaku. Penunjukkan tersebut telah mendapat persetujuan RUPS berdasarkan rekomendasi Komite Audit.
2. Akuntan Publik dan KAP telah bekerja secara independen dan profesional sesuai dengan Standar Profesional Akuntan Publik (SPAP) dan perjanjian kerja serta ruang lingkup audit yang ditetapkan.
3. Akuntan publik telah bertindak secara obyektif dalam melaksanakan audit sesuai dengan ruang lingkup audit yang diatur dalam ketentuan. Hasil audit dan management letter telah disampaikan kepada OJK secara tepat waktu.

APPOINTMENT OF PUBLIC ACCOUNTING FIRM

The AGMS held on April 9, 2019 approved granting authority to the Board of Commissioners to appoint a Public Accountant, based on the Audit Committee recommendation, to examine or audit the Bank's books and records for the 2019 fiscal year, pursuant to POJK Criteria No. 13/POJK.03/2017, and to determine the honorarium and other requirements related to the designated Public Accountant.

Based on Audit Committee Recommendation No. 002/AC-Reco/IPC-WS/V/2019 dated May 3, 2019, the Board of Commissioners appointed Angeliqye Daryanto, SE, CPA, and Tanudiredja, Wibisana, Rintis & Rekan as the Public Accountant and Public Accounting Firm for the 2019 fiscal year based on the Board of Commissioners' Decree No. 011/DEKOM/IPC-WS/V/2019 dated May 10, 2019 and granted the power of attorney to the Board of Directors for its implementation.

Public Accounting Firms and Public Accountants that Conducted the Annual Audited Financial Statements during 5 Years

AUDIT AND NON-AUDIT SERVICES FEES

The total fees paid to Tanudiredja, Wibisana, Rintis & Rekan (*a member firm of the PricewaterhouseCoopers Global Network*) for audit services of the annual and interim financial statements and non-audit services in 2019 was Rp4.2 billion.

EXTERNAL AUDIT EFFECTIVENESS

To fulfill the External Audit function application in accordance with POJK No.55/POJK.03/2016 concerning the Corporate Governance for Commercial Banks, the effective implementation of the External Audit and the Bank's compliance to the rules were as follows:

1. The Public Accountant and Public Accounting Firm appointed by the Bank were registered with the OJK in accordance with applicable regulations. The appointment has been approved by the GMS based on the recommendations of the Audit Committee.
2. The Public Accountant and Public Accounting Firm worked independently and professionally according to the Generally Accepted Auditing Standards (GAAP) and work agreement and the set audit scope.
3. The Public Accountant acted objectively in carrying out its audits in accordance with the stipulated audit scope. The audit results and management letters were submitted to the OJK in a timely manner.



SISTEM PENGENDALIAN INTERN

Internal Control System

Bank menetapkan kebijakan Sistem Pengendalian Intern (SPI) yang efektif dan efisien sebagai suatu mekanisme pengawasan secara berkesinambungan yang diimplementasikan di seluruh level jabatan dari kantor pusat dan kantor cabang. Sistem Pengendalian Intern Bank meliputi 5 (lima) komponen utama, yaitu:

1. Pengawasan manajemen dan lingkungan yang mendukung pengendalian.
2. Proses identifikasi dan penilaian risiko.
3. Aktivitas kontrol dan pemisahan tugas serta tanggung jawab.
4. Keandalan sistem akuntansi, informasi dan komunikasi yang efektif.
5. Pemantauan dan perbaikan terhadap kelemahan.

Implementasi SPI di lingkungan Bank dilakukan pada 3 (tiga) aspek pengendalian utama, yaitu:

1. Pengendalian Operasional
 - a. Bank memiliki kebijakan dan prosedur lengkap yang mendukung proses operasional sehari-hari dan secara rutin dievaluasi agar selalu sesuai dengan peraturan-peraturan yang berlaku dan lingkungan kerja yang dihadapi Bank.
 - b. Bank menyusun kajian risiko pada setiap produk dan aktivitas, menerapkan *Key Risk Indicator* (KRI) dan *Risk and Control Self-Assessment* (RCSA). Kelemahan kontrol atau exposure risiko yang *significant* akan diesklasi kepada *Operational Risk Council* (ORC) dan *Control Assurance Council* (CAC).
 - c. Bank menerapkan proses penyusunan, kaji ulang dan pengujian *Business Continuity Plan* serta melaporkan kepada Direksi melalui rapat *Operational Risk Management Council* (ORC), Komite Manajemen Risiko dan Dewan Komisaris melalui Komite Pemantau Risiko.
2. Pengendalian Kepatuhan terhadap Ketentuan Peraturan dan Perundang-undangan
 - a. Bank memiliki divisi-divisi yang berfungsi menjaga serta mendukung kepatuhan Bank terhadap ketentuan yang berlaku.
 - b. Bank melakukan proses *Regulatory Requirement Self-Assessment* (RRSA) bersamaan dengan proses RCSA. Divisi Compliance melakukan *assurance* terhadap hasil RRSA. Selain itu Bank juga melakukan pengawasan melalui unit kerja *Quality Assurance, Operation Monitoring* dan Audit Internal.
3. Pengendalian Keuangan
 - a. Bank memiliki 'Rencana Bisnis Bank' untuk pencapaian jangka pendek dan jangka panjang dengan memperhitungkan kemampuan modal yang dimiliki Bank.
 - b. Pengendalian keuangan menekankan pada pelaksanaan kontrol yang efektif, seperti:
 - Adanya Unit Kontrol atau *Quality Assurance* untuk

The Bank established an effective and efficient Internal Control System (ICS) as a continuous supervision mechanism for all head office and branch office levels. The Bank's Internal Control System consists of 5 (five) main components, including:

1. Management supervision and environmental support controls.
2. Risk identification and measurement.
3. Control activities and separation of duties and responsibilities.
4. Reliable and effective accounting, information and communication systems.
5. Monitoring and shortfall improvements.

The Bank's ICS implementation covers 3 (three) main control aspects, including:

1. Operational Control
 - a. Comprehensive policies and procedures that support daily operations are routinely evaluated to ensure their continuous alignment with the applicable regulations and work environment faced by the Bank.
 - b. The Bank conducts risk assessments on products and activities and implements *Key Risk Indicators* (KRI) and *Risk and Control Self-Assessments* (RCSA). Any significant control shortfalls or risk exposures will be referred to the *Operational Risk Council* and the *Control Assurance Council*.
 - c. The Bank implements the preparation, review and testing of the *Business Continuity Plan* (BCP) and reports to the Director through the *Operational Risk Management Council* (ORC) and the *Board Risk Committee* (BRC) meetings and reports to the Board of Commissioners through the *Risk Monitoring Committee* (RMC).
2. Laws and Regulations Compliance Control
 - a. The Bank has the divisions that function to maintain and support the Bank's compliance with prevailing regulations.
 - b. The Bank embedded *Regulatory Requirement Self-Assessments* (RRSA) within the RCSA process. The Compliance Division conducted assurance on the RRSA results. The Bank also conducted control through *Quality Assurance, Operation Monitoring, and Internal Audit* units.
3. Financial Control
 - a. The Bank has a 'Bank Business Plan' containing short and long-term achievements that align with Bank Capital Capability.
 - b. Emphasis on effective control implementation, such as:
 - A Control Unit or *Quality Assurance* to supervise

mengawasi proses dari masing-masing unit kerja terkait.

- Adanya Satuan Kerja Manajemen Risiko, Divisi Compliance maupun Audit Internal yang independen.
- Bank memiliki sistem informasi dan saluran komunikasi dengan pengamanan sistem enkripsi. Bank juga melakukan sosialisasi melalui berbagai media seperti *email awareness* dan *e-learning* kepada karyawan untuk pengamanan data dan informasi.

KESESUAIAN DENGAN KETENTUAN REGULATOR DAN SISTEM INTERNASIONAL

Rancangan dan implementasi SPI Bank berpedoman pada Pedoman Standar Sistem Pengendalian Intern bagi Bank Umum dan *Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.

EVALUASI ATAS EFEKTIVITAS SISTEM PENGENDALIAN INTERN

Manajemen telah menyampaikan laporan pernyataan kecukupan pengendalian intern kepada Dewan Komisaris yang menyatakan bahwa pelaksanaan atas pengendalian intern dan pengelolaan risiko di sepanjang tahun 2019 telah dilakukan secara memadai dan efektif.

each related unit's processes.

- An Independent Risk Management Unit, Compliance Division, and Internal Audit.
- Information system and communication channels equipped with encryption system security. The Bank also disseminates to employees information related to the use of data and information security, such as email awareness and e-learning, through publication on media.

COMPLIANCE WITH REGULATORY AND INTERNATIONAL SYSTEM REQUIREMENTS

The Bank's ICS design and implementation referred to the Standard Internal Control System Guidelines for Commercial Banks, and the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

INTERNAL CONTROL SYSTEM EFFECTIVENESS EVALUATION

The management has submitted a statement on the adequacy of internal controls to the Board of Commissioners, stating that the execution of internal controls and risk management had been satisfactorily and effectively conducted throughout 2019.

PERKARA PENTING YANG DIHADAPI PERSEROAN/ENTITAS ANAK/ANGGOTA DIREKSI ANGGOTA DEWAN KOMISARIS

Important Cases of The Company/Subsidiaries/Members of Board of Directors/
Members of Board of Commissioners

Berikut ini adalah data Permasalahan Hukum yang dihadapi oleh Bank di sepanjang tahun 2019:

The following are the Bank's litigation actions in 2019:

Permasalahan Hukum Legal Case	Perdata Civil	Pidana Criminal
Telah mendapat putusan yang mempunyai kekuatan hukum tetap Resolved (final and binding)	33	4
Dalam Proses Penyelesaian Ongoing Process	50	4
Total	83	8

Perkara perdata yang dihadapi Bank di tahun 2019 antara lain disebabkan oleh:

1. Keberatan atas lelang jaminan.
2. Sengketa antara Debitur dengan pihak ketiga yang mengaku sebagai pemilik awal dari barang jaminan yang menjadi agunan di Bank.
3. Keberatan atas perhitungan Bank terhadap nilai *outstanding* kewajiban Debitur.

The Bank's civil cases in 2019 were, among other caused by the following:

1. Objection to the auction of a collateral.
2. Dispute between the debtor and third party claiming to be the original owner of the item held as collateral in the Bank.
3. Objection to the Bank's calculation of the outstanding value of debtor's liabilities.



POKOK PERKARA/GUGATAN DAN STATUS PENYELESAIAN

Berikut adalah 3 (tiga) perkara perdata dengan nilai perkara terbesar yang dihadapi Bank sampai dengan 31 Desember 2019:

CASES/LAWSUITS FACTS AND SETTLEMENT STATUS

The following are the 3 (three) civil cases with the largest case values faced by the Bank up to December 31, 2019:

No.	Pokok Perkara Cases	Para Pihak Parties	Nilai Perkara Case Value	Status Penyelesaian Settlement Status
1	Gugatan pembatalan sertifikat milik Debitur yang diterbitkan oleh BPN. Sertifikat merupakan jaminan atas kredit Debitur di Bank OCBC NISP. Lawsuit for the cancellation of the Debtor's certificate issued by the Indonesian National Land Office. The certificate was collateral for Debtor's loan from Bank OCBC NISP.	Penggugat: S Bank sebagai Tergugat Intervensi Plaintiff: S Bank as Defendant in Intervention	Rp54,500,000,000	Bank telah menang pada tingkat PN, PT, MA, saat ini dalam proses PK. The bank has won at the District Court, High Court, Supreme Court, currently in the PK process.
2	Keberatan atas proses pelaksanaan Lelang Eksekusi atas Jaminannya di PN Jogja. Objection on the Collateral Auction Execution implementation process in the District Court Jogja.	Penggugat: RKS Bank sebagai Tergugat Plaintiff: RKS Bank as Defendant	Rp7,500,000,000	Perkara dimenangkan Bank pada tahapan PK. The case was won by the Bank at the PK stage.
3	Debitur kembali mengajukan bantahan atas permohonan lelang yang diajukan oleh Bank. Debtor filed another counter claim for the Execution of Mortgage Auction proposed by the Bank.	Peggugat: AUHM Bank sebagai Tergugat Plaintiff: AUHM Bank as Defendant	Rp3,890,000,000	Perkara dimenangkan Bank pada tahapan Kasasi. The case was won by the Bank at the High Court stage.

RISIKO YANG DIHADAPI BANK ATAS TUNTUTAN/GUGATAN

Terkait perkara penting yang dihadapi Bank selama tahun 2019, tidak ditemukan perkara yang memiliki dampak negatif yang material terhadap kondisi keuangan dan keberlangsungan usaha Bank di kemudian hari.

RISKS FACED BY THE BANK RELATED TO CLAIMS/LAWSUITS

With regards to the significant cases faced by the Bank in 2019, no cases were found to have had a material negative impact on the Bank's future financial conditions and business continuity.

PERKARA PENTING YANG DIHADAPI ANGGOTA DIREKSI DAN/ATAU ANGGOTA DEWAN KOMISARIS

Sepanjang tahun 2019, tidak terdapat perkara penting yang dihadapi Bank yang melibatkan anggota Dewan Komisaris dan Direksi.

SIGNIFICANT CASES FACED BY MEMBERS OF THE BOARD OF DIRECTORS AND/OR THE BOARD OF COMMISSIONERS

During 2019, there were no significant cases faced by the Bank that involved the members of the Board of Commissioners and the Board of Directors.

PENGARUH TERHADAP KONDISI BANK

Terkait perkara penting yang dihadapi Bank selama tahun 2019, tidak ditemukan perkara yang memiliki dampak negatif yang material terhadap kondisi keuangan dan keberlangsungan usaha Bank di kemudian hari.

IMPACT ON THE BANK'S CONDITION

With regards to the significant cases faced by the Bank in 2019, no cases were found to have had a material negative impact on the Bank's future financial conditions and business continuity.

TRANSAKSI YANG MENGANDUNG BENTURAN KEPENTINGAN Conflict of Interest Transactions

Selama tahun 2019 tidak terdapat transaksi yang mengandung benturan kepentingan yang dapat merugikan Bank atau mengurangi keuntungan Bank.

In 2019, there were no transactions that contained conflicts of interest that could potentially harm the Bank or its profitability.

SANKSI ADMINISTRATIF

Administrative Sanction

Sepanjang tahun 2019, terdapat beberapa sanksi yang dikenakan oleh Bank Indonesia dan OJK atas pelanggaran terhadap ketentuan. Sebagian besar pelanggaran yang terjadi merupakan kesalahan bersifat administratif yang disebabkan oleh faktor kesalahan sistem dan manusia yang berdampak minor dan dapat ditindaklanjuti segera.

Several sanctions were imposed in 2019 by Bank Indonesia and the OJK for violations of the stipulations. Most of the violations were due to administrative errors caused by system and human errors with minor impacts and had been immediately followed up.

AKSES INFORMASI

Information Disclosure

Bank berkomitmen memberikan kemudahan bagi para pemangku kepentingan untuk mengakses berbagai informasi terkait Bank, seperti informasi kinerja perusahaan, aksi korporasi, informasi produk dan promosi, pelayanan nasabah, dan lain-lain melalui situs web www.ocbcnisp.com, dalam Bahasa Indonesia dan Bahasa Inggris.

The Bank is committed to provide convenience for the stakeholders to access various information, such as on the Bank's performance, corporate actions, product information and promotion, customer service, and other information through the website, www.ocbcnisp.com, both in Bahasa Indonesia and English.

Selain itu, pemangku kepentingan dapat memanfaatkan saluran komunikasi berikut ini:

The stakeholders can also utilize the following information channels:

Bagi Nasabah dapat menghubungi
Customers may contact



callcenter@ocbcnisp.com

Pemegang Saham dan Investor
Shareholders and Investors:

ir@ocbcnisp.com

Regulator
Regulators

corporate.secretary@ocbcnisp.com



Call OCBC NISP
1500 – 999

Publik
Public

corporate.communication@ocbcnisp.com

Platform komunikasi digital yang dimiliki Bank OCBC NISP juga dapat dimanfaatkan untuk mendapatkan informasi mengenai Bank OCBC NISP, antara lain:

The Bank's information may also be accessed through the Bank OCBC NISP digital communication platforms, among others:



Bank OCBC NISP



@bankocbcnisp
@tanyaocbcnisp



ocbc_nisp



Bank OCBC NISP

Untuk mewujudkan komitmen Bank dalam menyediakan akses dan kemudahan informasi bagi para pemangku kepentingan, Bank terus membina hubungan baik dan membangun kerja sama yang erat dengan media dalam menyampaikan informasi perusahaan secara berkala. Hal ini dilaksanakan melalui:

To realize the Bank's commitment to provide access and information convenience for the stakeholders, the Bank maintains good relations and builds close collaboration with media for regularly delivering corporate information. This was to regulatory deliver:


36

 berita pers didistribusikan
news releases

21

 acara media dilaksanakan
media events

2,549

 artikel positif mengenai Bank terbit baik di media online, cetak dan TV
positive articles about the Bank through online, print and TV media



KODE ETIK Code of Conduct

Sebagai upaya Bank dalam menerapkan prinsip tata kelola yang berkualitas, Bank memiliki Kode Etik sebagai aturan dasar yang diberlakukan dan harus dipenuhi oleh seluruh karyawan, Direksi dan Dewan Komisaris.

POKOK-POKOK KODE ETIK

1. Mematuhi peraturan dan perundangan;
2. Menghindari benturan kepentingan;
3. Menjaga kerahasiaan data dan informasi nasabah dan Bank;
4. Melakukan pencatatan dan pelaporan dengan benar;
5. Menolak pencucian uang dan pembiayaan terorisme;
6. Melarang "Insider Trading";
7. Menjaga aset dan reputasi Perusahaan;
8. Tidak berafiliasi dengan partai politik;
9. Menciptakan lingkungan kerja yang sehat;
10. Berkomitmen terhadap tanggung jawab sosial dan lingkungan.

PENYEBARLUASAN/SOSIALISASI KODE ETIK DAN UPAYA PENEGAKANNYA

Sosialisasi Kode Etik dilakukan secara berkala oleh Bank melalui *e-learning* wajib dan setiap karyawan wajib memberikan pernyataan telah membaca, mengetahui dan berjanji untuk mematuhi Kode Etik Bank. Karyawan juga setiap saat dapat mengakses Kode Etik pada situs internal Bank.

Upaya penegakan Kode Etik di Bank dilakukan dengan mengintegrasikan Kode Etik ke dalam Perjanjian Kerja Bersama (PKB) dan menetapkan mekanisme pemberian sanksi terhadap pelanggaran Kode Etik ke dalam Kebijakan Pemberian Sanksi.

SANKSI UNTUK MASING-MASING JENIS PELANGGARAN

Jika ditemukan adanya pelanggaran Kode Etik, Bank dapat memberikan sanksi minimal Surat Peringatan Kedua dengan memperhatikan kesalahan yang terjadi serta dampak yang timbul. Sanksi bagi pelaku pelanggaran Kode Etik serta pihak yang ikut bertanggung jawab akan diputuskan berdasarkan keputusan *Disciplinary Council* atau *Human Capital Council*.

JUMLAH PELANGGARAN KODE ETIK DAN SANKSI YANG DIBERIKAN

Selama tahun 2019, Bank mencatat 3 (tiga) kasus pelanggaran Kode Etik. Dari jumlah tersebut, seluruhnya telah ditangani dan masing-masing sanksi yang diberikan berupa surat peringatan.

As part of the Bank's effort to implement quality governance principles, the Bank has in place the Code of Conduct as the basic rules and shall be obeyed by all employees, Board of Directors and Board of Commissioners.

CODE OF CONDUCT KEY PRINCIPALS

1. Comply with the laws and regulations;
2. Avoid of conflicts of interests;
3. Protect customers' and Bank's data confidentially;
4. Record and report correctly;
5. Against of money-laundering and terrorism-financing;
6. Prohibition of "Insider Trading";
7. Protect the Bank's assets and reputation;
8. No affiliations with political parties;
9. Develop healthy work environment;
10. Commit to social and environmental responsibility.

DISSEMINATION/SOCIALIZATION AND ENFORCEMENT OF CODE OF CONDUCT

The Bank conducts regular socialization of the Code of Conduct through compulsory e-learning and every employee is required to make a statement that he/she has read, understood and promised to comply with the Bank's Code of Conduct. Employees can also access the Code of Conduct at the Bank's internal site at all times.

The Bank enforces the Code of Conduct by integrating it into the Collective Labor Agreement (CLA), and establishes a mechanism for imposing sanctions on violations of the Code of Conduct in the Sanctioning Policy.

SANCTIONS FOR EACH TYPE OF VIOLATION

In the event of a violation of the Code of Conduct, the Bank may render a minimum sanction of a Second Warning Letter by taking into account the conduct and the impact of the conduct. Sanctions for violators of the Code of Conduct, as well as those who are responsible, will be imposed based on the decision of the Disciplinary Council or the Human Capital Council.

TOTAL CODE OF CONDUCT VIOLATIONS AND SANCTIONS

During 2019, the Bank recorded 3 (three) cases of violations of the Code of Conduct. Of these, all have been handled and each sanction was given with a warning letter.

PEMBELIAN KEMBALI SAHAM DAN/ATAU OBLIGASI BANK

Shares Buyback and/or Bonds Buyback

Selama tahun 2019, Bank tidak melakukan transaksi Pembelian Kembali Obligasi, namun melakukan Pembelian Kembali Saham.

The Bank did not conduct any Bonds Buyback in 2019, however enacted a Shares Buyback transaction.

KEBIJAKAN DALAM MELAKUKAN PEMBELIAN KEMBALI SAHAM PADA TAHUN 2019

POLICY IN SHARES BUYBACK IN 2019

Sesuai dengan keputusan RUPST tanggal 9 April 2019, Bank telah melakukan pembelian kembali saham pada tanggal 12-16 Juli 2019 dengan jumlah 364.000 saham dari total saham yang dikeluarkan dan disetor penuh, dalam rangka pemberian remunerasi yang bersifat variabel kepada manajemen dan karyawan untuk memenuhi POJK No.45/POJK.03/2015 dan telah melaporkan kepada OJK dengan surat No. 015/CPDD-CDU/SS/BB/VII/2019 tertanggal 16 Juli 2019.

Pursuant to the AGMS resolution dated April 9, 2019, the shares buyback was conducted on July 12-16, 2019 amounted to 364,000 shares of the total issued and fully paid shares. The shares buyback was intended to provide variable remuneration to management and employees to fulfill POJK No.45/POJK.03/2015. The Bank has reported the shares buyback to OJK through letter No. 015/CPDD-CDU/SS/BB/VII/2019 dated July 16, 2019.

Tidak terdapat perubahan laba per saham sehubungan dengan pelaksanaan pembelian kembali saham pada tahun 2019.

There was no change in earning per share in relation to the shares buyback in 2019.

LAPORAN HASIL PELAKSANAAN PEMBELIAN KEMBALI SAHAM BANK OCBC NISP TANGGAL 1 - 16 JULI 2019

REPORT ON THE RESULTS OF THE SHARES BUYBACK BY BANK OCBC NISP JULY 1 - 16, 2019

No.	Tanggal Transaksi Transaction Date	Jumlah Saham yang Dibeli Number of shares Purchased	Harga Rata-Rata Pembelian (Rp) Average Purchase Price (Rp)	Jumlah Nominal Saham yang Dibeli Terhadap Keputusan RUPS (%) Share Nominal Amount Purchased on GMS Resolution (%)	Sisa Biaya Pembelian Kembali Saham Residual Cost of Shares Buyback
1.	-	-	-	-	Rp 500,000,000*
2.	12 Juli 2019 July 12, 2019	9,100 Saham/Shares	897.2	2.5%	Rp 491,835,800
3.	15 Juli 2019 July 15, 2019	8,800 Saham/Shares	897.2	2.4%	Rp 483,940,102
4.	16 Juli 2019 July 16, 2019	20,000 Saham/Shares	896.8	5.5%	Rp 466,004,812
5.	16 Juli 2019 July 16, 2019	56,100 Saham/Shares	901.8	15.4%	Rp 415,415,273
6.	16 Juli 2019 July 16, 2019	270,000 Saham/Shares	906.8	74.2%	Rp 170,583,549
Jumlah Total		364,000 Saham/Shares	905.0	100.0%	-

*Biaya yang dianggarkan

Budgetted cost*

PEMBERIAN DANA UNTUK KEGIATAN SOSIAL DAN/ATAU KEGIATAN POLITIK

Funding for Social and/or Political Activities

Bank tidak pernah terlibat dalam kegiatan politik dan tidak memberikan bantuan untuk kegiatan politik. Sebaliknya, sejalan dengan visi dan misi untuk menjadi Bank yang diakui kepeduliannya dan tepercaya, Bank secara konsisten terus berupaya memberikan kontribusi optimal pada kegiatan sosial dalam penerapan tanggung jawab sosial perusahaan.

The Bank has never been involved in political activities nor provided assistance for political activities. Conversely, in line with the Bank's vision and mission to be recognized for its care and trustworthiness, the Bank continuously endeavors to provide optimal contributions to social activities as part of its corporate social responsibility.



Untuk tahun buku 2019, Bank mengalokasikan dana untuk kegiatan Corporate *Social Responsibility* (CSR) sejumlah Rp3,2 miliar untuk dukungan dalam bidang pendidikan, kesehatan dan lingkungan serta kemanusiaan. Informasi kegiatan CSR Bank disajikan pada Laporan Keberlanjutan halaman 271-321.

For the 2019 fiscal year, the Bank allocated Rp3.2 billion for Corporate Social Responsibility (CSR) to support the education, health and environment also humanity. Information on the Bank's CSR activities is presented in Sustainability Report on page 271-321.

PENYEDIAAN DANA KEPADA PIHAK TERKAIT DAN PENYEDIAAN DANA BESAR

Provision of Funds to Related Parties and Large Exposure

Dalam pelaksanaan penyediaan dana pada pihak terkait atau pihak berelasi, Bank telah merumuskan kebijakan dalam bentuk peraturan dan prosedur tertulis sebagai bagian dari prinsip kehati-hatian. Kebijakan tersebut selalu diperbarui, agar sesuai dengan hukum dan peraturan perundangan yang berlaku.

The Bank has formulated policies for funding to related parties in the form of rules and procedures as part of its prudential banking principal. The policies are continuously updated to align with the prevailing laws and regulations.

Dewan Komisaris berperan dalam melakukan pengawasan untuk memastikan penyediaan dana pada pihak terkait telah sesuai dengan hukum dan peraturan perundangan yang berlaku.

The Board of Commissioners undertakes a monitoring role to ensure that funding to related parties are aligned with the prevailing laws and regulations.

Selama tahun 2019, Penyediaan Dana Kepada Pihak Terkait (*related party*) dan Penyediaan Dana Besar (*large exposure*), telah dilaksanakan Bank sesuai dengan ketentuan dan perundang-undangan yang berlaku, dan tidak terdapat pelanggaran dan/atau pelanggaran atas penyediaan dana, baik kepada pihak tidak terkait maupun pihak terkait.

In 2019, funding to related parties and large exposures were implemented according to the applicable laws and regulations, and there were no exceeds and/or violations of the funds, both to unrelated and related parties.

Penyediaan Dana Funding		Debitur Debtors	Jumlah Total
			Nominal (dalam Rp Juta) Nominal (in Rp Million)
Kepada Pihak Terkait	Related Parties	193	862,591
Kepada Debitur Inti	To Core Debtors		
a. Individu	a. Individual	1	2,008,350
b. Grup	b. Group	24	64,584,758

RENCANA STRATEGIS BANK

The Bank's Strategic Plan

Bank terus melanjutkan upaya transformasi untuk mendukung pertumbuhan bisnis dan meningkatkan produktivitas dengan berpedoman pada prinsip kehati-hatian serta menjaga penerapan GCG di setiap kegiatan usaha Bank.

The Bank strives to continue its transformation agenda to support business growth and increase productivity, while constantly referring to the prudential principle, as well as maintaining GCG in every business activity.

Untuk mengantisipasi perkembangan teknologi informasi pada sektor industri jasa keuangan yang semakin pesat, Bank terus mengembangkan strategi digital. Bank akan terus meningkatkan kapasitas dan kapabilitas sumber daya manusia

The Bank continues improving its digital strategies to anticipate the rapidity of information technology advancement in the financial service industry sector. To address the financial transaction digitalization, the Bank is consistently enhancing

(SDM) dalam menghadapi digitalisasi transaksi keuangan. Bank juga tanpa henti mengembangkan produk-produk jasa perbankan serta fitur-fitur sesuai dengan kebutuhan perkembangan digitalisasi transaksi keuangan. Selain itu, melalui berbagai media, Bank berupaya memberikan sosialisasi dan informasi terkait digitalisasi produk perbankan kepada nasabah.

Saat ini perkembangan keuangan berkelanjutan dan pembiayaan bertanggung jawab menjadi salah satu perhatian penting bagi investor dan pemangku kepentingan, sehingga aspek *environmental, social, dan governance* (ESG) menjadi penting sejalan dengan pengembangan bisnis Bank. Bank juga telah menyusun Rencana Aksi Keuangan Berkelanjutan (RAKB) untuk mendukung perkembangan keuangan berkelanjutan dan pembiayaan bertanggung jawab.

RENCANA JANGKA PENDEK

Bank telah merumuskan langkah-langkah strategis yang akan ditempuh guna mencapai visi dan misi, di antaranya sebagai berikut:

1. Memperkuat model bisnis dengan:
 - Memperkuat struktur pendanaan Bank.
 - Melanjutkan upaya untuk mepercepat pertumbuhan *retail business*.
 - Meningkatkan jumlah nasabah produktif.
 - Memperkuat target pasar pada target industri dan segmen pelanggan tertentu, sejalan dengan perkembangan pasar yang semakin dinamis serta mengantisipasi potensi “*disruptive drivers*”
 - Terus mendukung pertumbuhan bisnis keuangan berkelanjutan.
2. Melanjutkan transformasi di bidang *network and channels, operations and IT, data driven business, dan human capital* serta *me-leverage digital initiatives*.
3. Mengoptimalkan sinergi dengan Grup OCBC melalui *strategic collaboration dan sharing best practice*.
4. Memperkuat *brand presence* dengan menyelaraskan Divisi Corporate Communication dan Divisi Marketing Communication (*retail campaign*) melalui integrasi saluran komunikasi digital maupun non-digital.
5. Terus memperkuat pelaksanaan ketiga lini penjagaan (*three lines of defense*) secara efektif.

RENCANA JANGKA MENENGAH DAN PANJANG

Bank telah menetapkan langkah-langkah strategis jangka menengah dan panjang (3 - 5 tahun) dengan rincian sebagai berikut:

1. Peningkatan penyaluran kredit dengan tetap memperhatikan arahan pertumbuhan kredit dan mempertahankan rasio kredit bermasalah sesuai dengan ketentuan regulator.
2. Dukungan pada penyaluran kredit untuk sektor-sektor ekonomi strategis, sejalan dengan fokus program pembangunan Pemerintah, seperti sektor kemaritiman, pangan, dunia usaha dan pariwisata, serta infrastruktur.
3. Peningkatan penghimpunan dana dengan tetap berfokus pada produk dengan suku bunga rendah, sehingga struktur pendanaan diharapkan menjadi lebih baik dan biaya dana menjadi lebih efisien.

its human capital (HC) capacity and capability. The Bank also develops banking products and features that correspond to the needs of financial transaction digitalization innovation. Through various media, the Bank publicizes and informs customers on banking product digitalization.

The sustainable and responsible financing development is currently essential to investors and stakeholders, making the environmental, social, and governance (ESG) aspects more important in harmony with the Bank’s business development. The Bank has already established its Financial Sustainability Action Plan (RAKB) to support the sustainable and responsible financing development.

SHORT-TERM PLAN

The Bank has formulated the necessary strategic steps to achieve its vision and mission, including:

1. Strengthening the business model by:
 - Strengthening the Bank funding structure.
 - Accelerating retail business growth.
 - Increasing the number of productive customers.
 - Reinforcing the target market in specific industry targets and customer segments, in accordance with increasingly dynamic market development, as well as anticipating potential “*disruptive drivers*”
 - Continue fostering financial sustainability business growth.
2. Continuing the transformation of network and channels, operations and IT, data driven business, and human capital sectors, as well as leveraging digital initiatives.
3. Optimizing synergy with the OCBC Group through strategic collaboration and sharing best practices.
4. Bolstering brand presence by harmonizing Corporate Communication Division and Marketing Communication Division (*retail campaign*) through integrated digital and non-digital communication channels.
5. Continue improving effective implementation of three lines of defense.

LONG- AND MEDIUM-TERM PLAN

The Bank has established the following medium- and long-term (3 to 5 years) strategic steps:

1. Increasing lending with due observance to loan growth direction and maintaining the non-performing loan ratio in compliance with regulations.
2. Providing lending support to strategic economy sectors, in line with the Government development program focus, such as maritime, food, business and tourism, as well as infrastructure sectors.
3. Increasing funds collection by focusing on products with low interest rates, hence to improve the financing structure and enhance cost efficiency.



4. Peningkatan kontribusi fee based income, di samping mengintensifkan product bundling dan cross selling, Bank juga akan meluncurkan berbagai produk, jasa, dan fitur-fitur terkini yang disesuaikan dengan kebutuhan nasabah.
 5. Peningkatan efisiensi dan produktivitas antara lain melalui proses transformasi yang saat ini sedang dan akan terus dilanjutkan, serta peningkatan produktivitas melalui perbaikan proses secara menyeluruh dan mengoptimalkan jaringan kantor dan ATM.
4. Increasing fee-based income contributions, as well as intensifying product bundling and cross selling. The Bank will also launch several products and services with modern features that meet customer needs.
 5. Intensifying efficiency and productivity through the ongoing transformation process, as well as increasing productivity through end-to-end process improvement and optimizing the office and ATM network.

TRANSPARANSI KONDISI KEUANGAN DAN NON KEUANGAN BANK

Transparency of The Bank's Financial and Non Financial Conditions

Informasi kondisi keuangan Bank telah dituangkan secara jelas dan transparan dalam beberapa laporan, di antaranya sebagai berikut:

TRANSPARANSI KONDISI KEUANGAN

1. Laporan Tahunan, antara lain mencakup:
 - a. Ikhtisar Data Keuangan Penting, Laporan Dewan Komisaris, Laporan Direksi, Profil Perusahaan, Tinjauan Bisnis, Tinjauan Pendukung Bisnis, Tinjauan Keuangan, Tata Kelola Perusahaan, Manajemen Risiko, dan Tanggung Jawab Sosial Perusahaan.
 - b. Laporan Keuangan Tahunan yang telah diaudit oleh Akuntan Publik dan Kantor Akuntan Publik yang terdaftar di OJK.
 - c. Pernyataan Pertanggungjawaban Dewan Komisaris dan Direksi atas kebenaran isi Laporan Tahunan yang ditandatangani oleh seluruh anggota Dewan Komisaris dan anggota Direksi.
2. Laporan Keuangan Publikasi Triwulanan
Bank secara rutin mengumumkan Laporan Keuangan Publikasi secara triwulanan melalui surat kabar berbahasa Indonesia yang mempunyai peredaran luas serta disajikan pada situs Bank www.ocbcnisp.com.
3. Laporan Keuangan Publikasi Bulanan
Bank memublikasikan Laporan Keuangan Publikasi Bulanan di situs Bank www.ocbcnisp.com dalam format sesuai dengan ketentuan OJK.

TRANSPARANSI KONDISI NON-KEUANGAN

Bank telah memberikan informasi mengenai produk Bank secara jelas, akurat dan terkini. Informasi tersebut dapat diperoleh secara mudah oleh Nasabah, antara lain dalam bentuk brosur yang dapat diperoleh di setiap Kantor Bank dan/ atau dalam bentuk informasi elektronik melalui *Call Center* Bank atau situs web Bank www.ocbcnisp.com.

Bagi Nasabah yang ingin menyampaikan keluhan dan/atau saran, Bank telah menyediakan berbagai saluran komunikasi seperti *Call Center* Bank, menu Hubungi Kami pada situs web Bank, dan @tanyaocbcnisp (akun twitter).

The Bank's financial condition has been clearly and transparently informed in several reports, including:

FINANCIAL CONDITION TRANSPARENCY

1. Annual Report, which includes:
 - a. Financial Highlights, Board of Commissioners' Report, Board of Directors' Report, Company Profile, Business Review, Business Function Review, Financial Review, Corporate Governance, Risk Management, and Corporate Social Responsibility.
 - b. Audited Annual Financial Statements by a Public Accountant and Public Accounting Firm registered at OJK.
 - c. The Board of Commissioners' and Board of Directors' Statements on the accuracy of the Annual Report's contents, signed by all members of the Board of Commissioners and Board of Directors.
2. Quarterly Financial Statements
The Bank routinely announces the quarterly Financial Statements in the nation-wide Indonesian newspapers and presents it on the Bank's website, www.ocbcnisp.com.
3. Monthly Financial Statements
The Bank publishes the Monthly Financial Statements on the Bank's website, www.ocbcnisp.com, in compliance with the OJK's format.

NON-FINANCIAL CONDITION TRANSPARENCY

The Bank has provided clear, accurate and updated product information. Such information is easily accessible by the Customers, among others brochures that may be easily attained in every Branch Office by the customers, and/or electronic information through the Bank's Call Center or website www.ocbcnisp.com.

For Customers complaint and/or recommendations, the Bank has provided several communication channels, such as Call Center, online Contact Us menu at the Bank's website, and through @tanyaocbcnisp (twitter account).

Bagi *stakeholder* lainnya, seperti pemegang saham dan regulator, situs web Bank juga telah menyajikan berbagai informasi kondisi non-keuangan lainnya seperti Laporan Implementasi GCG, Struktur Pemegang Saham, Kegiatan Perusahaan melalui Siaran Pers, Penerimaan Penghargaan, dan lain-lain.

For other stakeholders such as shareholders and regulators, the Bank's website presents various other non-financial condition information such as GCG Implementation Report, Shareholders Structure, Corporate Actions through Press Releases, Awards, and etc.

KEBIJAKAN ANTI KORUPSI

Anti Corruption Policy

Bank menerapkan berbagai kebijakan untuk mencegah terjadinya tindakan korupsi sehingga diharapkan dapat mengurangi ruang gerak dan peluang bagi siapapun untuk melakukan tindakan korupsi dan gratifikasi.

The Bank is implementing various policies to prevent the occurrence of act of corruption and reduce the space and opportunity for anyone to commit acts of corruption and gratification.

KEBIJAKAN GRATIFIKASI

Kebijakan Pengelolaan Penerimaan Hadiah melarang Komisaris, Direksi, anggota Dewan Pengawas Syariah, anggota komite di bawah Dewan Komisaris, karyawan Bank dan/atau keluarga inti menerima pemberian dari pihak eksternal mana pun.

GRATUITY POLICY

The Gratuity Policy stipulates the prohibition on receiving gifts from any external parties by the Commissioners, Directors, members of the Sharia Supervisory Board, committee members of the Board of Commissioners, Bank employees and/or their direct dependents.

Kebijakan Pengelolaan Penerimaan Hadiah di Bank mengatur:

1. Larangan untuk menerima atau meminta hadiah dalam bentuk apa pun dari pihak eksternal.
2. Kewajiban menolak dan mengembalikan hadiah dari pihak eksternal.
3. Kewajiban deklarasi dan penyerahan hadiah yang terpaksa diterima.

The Bank's Gratuity Policy regulates the following:

1. Prohibition on receiving or requesting gifts in any form from external parties.
2. Obligation to refuse and return gifts from external parties.
3. Obligation to declare and handover of gifts unable to return.

SISTEM WHISTLEBLOWING

Bank memiliki program *whistleblowing* sebagai sarana komunikasi yang bersifat rahasia sehingga karyawan dan/atau pihak eksternal tidak merasa khawatir atau sungkan untuk melaporkan tindakan penyalahgunaan wewenang, tindakan *fraud*, atau pelanggaran kode etik perusahaan, baik yang dilakukan oleh karyawan dari tingkat paling bawah sampai dengan tingkat yang paling tinggi.

WHISTLEBLOWING SYSTEM

The Bank has in place the whistleblowing program as a confidential communication tool to provide ease or prevent reluctance by employees and/or external parties to report acts of abuse of authority, acts of fraud, or violations of the company's code of ethics, whether carried out by employees from the lowest to the highest levels.

PENYAMPAIAN LAPORAN PELANGGARAN

Laporan pelanggaran dapat disampaikan lisan atau tertulis melalui *channel* sebagai berikut:

VIOLATION REPORT SUBMISSION

The violation reports can be submitted via verbal or written report channel as follows:

- Melalui *e-mail* whistleblowing@ocbcnisp.com
- Ditujukan ke Kepala Divisi Audit Intern, Kepala Divisi Operational Risk Management, Kepala Divisi Human Capital Services, atau Tim Penanganan *Fraud* (TPF).
- Ditujukan kepada Presiden Direktur atau Presiden Komisaris jika merasa kurang nyaman untuk melaporkan kepada pejabat yang sudah ditunjuk.
- Melalui *website* <https://whistleblowing.ocbcnisp.com>

- Via *e-mail* whistleblowing@ocbcnisp.com
- Directed to the Internal Audit Division Head, Operational Risk Management Division Head, Human Capital Services Division Head, or Fraud Management Team (TPF).
- Directed to the President Director or President Commissioner if uncomfortable reporting to the appointed officials.
- Through the website, <https://whistleblowing.ocbcnisp.com>



PROGRAM PERLINDUNGAN PELAPOR

Untuk melindungi pelapor dari tindakan yang merugikan, Human Capital Services Division Head menugaskan whistleblowing protection officer untuk memberikan perlindungan kepada pelapor.

PENANGANAN PENGADUAN

- a. Investigasi
Semua laporan pengaduan yang diterima akan dilakukan proses investigasi oleh unit kerja yang independen yaitu Tim Penanganan *Fraud* (TPF).
- b. Pelaporan
Laporan statistik *whistleblowing* dipresentasikan dalam *Fraud Council*, Komite Manajemen Risiko dan Komite Pemantau Risiko. Untuk laporan *whistleblowing* yang berdampak signifikan akan dilaporkan kepada Presiden Direktur.
- c. Sanksi
Bank memberikan sanksi yang tegas kepada karyawan yang bersalah. Keputusan sanksi diputuskan oleh Disciplinary Council atau Fraud Council tergantung *Job Level* karyawan yang diberikan sanksi.

PIHAK YANG MENGELOLA PENGADUAN

Empat pihak yang menangani pengaduan *fraud* sebagai tindak lanjut dari pelaporan :

- a. Tim Penanganan *Fraud*: investigasi seluruh laporan pengaduan
- b. Human Capital Services Division Head: memberikan perlindungan kepada pelapor
- c. Disciplinary Council atau Fraud Council: memutuskan sanksi kepada pelaku yang terbukti bersalah
- d. *Operational Risk Management*: mengadmistrasikan laporan hasil investigasi dan berkordinasi dengan unit kerja terkait untuk menyiapkan langkah-langkah perbaikan dan mitigasi.

JUMLAH PENGADUAN YANG MASUK

Sepanjang tahun 2019 telah diterima 9 (sembilan) laporan *whistleblowing* atas tindakan yang terindikasi *Fraud*, sebagaimana pada tabel di bawah.

REPORTING PROTECTION PROGRAM

To protect whistleblowers from unfair actions, the Human Capital Services Division Head appoints a whistleblowing protection officer to provide protection to the whistleblowers.

COMPLAINT HANDLING

- a. Investigation
All complaints received will be investigated by an independent unit, the Fraud Handling Team.
- b. Reporting
The whistleblowing statistical report is presented to the Fraud Council, the Board Risk Committee and the Risk Monitoring Committee. Whistleblowing reports that have a significant impact will also be reported to the President Director.
- c. Sanctions
Firm sanctions are rendered to employee who found guilty. The decision on sanctions are taken by the Disciplinary Council or Fraud Council which will depending on the employee's Job Levels.

PARTIES MANAGING COMPLAINTS

Four parties handle fraud complaints as a follow up a report:

- a. Fraud Handling Team: to investigate all complaint reports
- b. Human Capital Services Division Head: to provide protection to reporters
- c. The Disciplinary Council or the Fraud Council: to impose sanctions on guilty offenders
- d. Operational Risk Management: to administer the investigation report and coordinating with work related units to prepare steps improvement and mitigation.

NUMBER OF COMPLAINTS RECEIVED

During 2019, 9 (nine) whistleblowing reports have been received regarding actions that indicated fraud, as shown in the table below.

Status laporan <i>whistleblowing</i> (WB) Status of whistleblowing (WB) report	2019
Jumlah laporan WB yang diterima Number of WB reports received	9
Jumlah laporan WB yang bersumber dari internal Number of WB reports from internal sources	5
Jumlah laporan WB yang bersumber dari eksternal Number of WB reports from external source	4
Jumlah laporan WB yang sudah selesai dilakukan investigasi Number of WB reports investigated	7
Jumlah laporan WB yang masih dalam proses investigasi Number of WB reports still under investigation	2
Jumlah laporan WB yang termasuk keluhan Number of WB reports including complaints	0
Jumlah laporan WB yang termasuk pelanggaran Number of WB reports including violations	9

SANKSI/TINDAK LANJUT ATAS PENGADUAN YANG TELAH SELESAI DI PROSES DI TAHUN 2019

Dari tujuh laporan pengaduan yang telah selesai diinvestigasi, terdapat enam laporan pengaduan terlapor terbukti bersalah, telah diberikan sanksi sesuai dengan keterlibatan masing-masing, mulai dari Surat Peringatan sampai pelaku diproses oleh aparat penegak hukum. Sedangkan satu laporan pengaduan tidak terbukti.

KECURANGAN INTERN

Kecurangan intern merupakan tindakan penyimpangan atau pembiaran yang sengaja dilakukan untuk mengelabui, menipu, atau memanipulasi Bank, nasabah, atau pihak lain yang terjadi di lingkungan Bank dan/atau menggunakan sarana Bank sehingga mengakibatkan Bank, nasabah, pihak lain menderita kerugian dan/atau pelaku *fraud* memperoleh keuntungan baik secara langsung maupun tidak langsung yang dilakukan oleh karyawan Bank.

Bank menerapkan strategi *anti-fraud* yang terdiri dari empat pilar utama, yaitu:

1. Pencegahan
Tindakan pencegahan dilakukan untuk meminimalkan peluang terjadinya *fraud* melalui
 - a. Melakukan sosialisasi *risk and fraud awareness* kepada staf dan nasabah
 - b. Melakukan perbaikan atas kelemahan kontrol yang sudah teridentifikasi.
 - c. Mengimplementasikan *Know Your Employee* (KYE).
2. Deteksi
Deteksi dilakukan untuk meminimalisasi dampak atas kejadian *fraud* secara dini, antara lain:
 - a. Sistem *Whistleblowing* yang dapat diakses bukan hanya oleh karyawan namun oleh pihak eksternal untuk melaporkan kejadian mencurigakan dan indikasi kejadian *fraud*
 - b. Proses rekonsiliasi dan proses audit secara berkala dan berkesinambungan
 - c. Pemantauan transaksi mencurigakan atau *surveillance*.
 - d. Monitoring proses kerja pada karyawan yang melakukan *block leave*.
3. Investigasi, Pelaporan & Sanksi
Investigasi, Pelaporan & Sanksi, dilakukan melalui:
 - a. Investigasi kejadian *fraud* dilakukan oleh petugas independen.
 - b. Pelaporan kejadian *fraud* kepada *Fraud Council*, Komite Manajemen Risiko dan Komite Pemantau Risiko (dengan Dewan Komisaris sebagai anggota).
 - c. Pelaporan kepada Regulator
 - d. Pemberian sanksi kepada pelaku atau pihak-pihak yang terlibat.

SANCTIONS/FOLLOW-UP ON COMPLETED COMPLAINTS IN 2019

Of seven whistleblowing reports being investigated, six report have been proven guilty and have been sanctioned through warning letters with respective involvements. Moreover, there was perpetrator that has been proceeded by law enforcement, and one report was founded not proven.

INTERNAL FRAUD

Internal fraud is an act of deviation or omission intentionally carried out to deceive, or manipulate the Bank, customers, or other parties that occur within the Bank and/or use Bank facilities to cause the Bank, customers, other parties to suffer losses and / or fraud perpetrators obtain direct or indirect profits made by Bank employees.

The Bank has implemented an anti-fraud strategy consisting of four main pillars:

1. Prevention
Preventive actions for minimizing the chance of fraud, including:
 - a. Conducting dissemination of risk and fraud awareness to staffs and customers.
 - b. Conducting improvements to identified control weaknesses.
 - c. Implementing Know Your Employee (KYE).
2. Detection
Detection is conducted to minimize the impact of possible fraud as early as possible, including:
 - a. A whistleblowing system that can be accessed not only by employees, but also by external parties to report suspicious events and indications of fraud.
 - b.
 - c. Continuous and regular reconciliation and audit processes.
 - d. Monitoring suspicious transactions or surveillance.
 - e. Monitoring work processes for employees who take block leave.
3. Investigation, reporting & sanctions
Investigation, reporting & sanctions, including:
 - a. Fraud investigations conducted by Independent officers.
 - b. Reporting fraud to Fraud Council, Board Risk Committee and Risk Monitoring Committee (with Board of Commissioners as members).
 - c. Reporting to Regulators.
 - d. Imposing sanctions on the perpetrators or the involved parties.



4. Pemantauan, Evaluasi & Tindak Lanjut
Pemantauan terhadap tindak lanjut penanganan fraud dan perkembangan hasil perbaikan, dimonitor oleh *Fraud Council* dan ditelusuri oleh Audit Intern.

4. Monitoring, Evaluation & Follow-Up
Monitoring follow-up of fraud handling and improvement development is monitored by Fraud Council and tracked by Internal Audit.

Sepanjang tahun 2019, Bank telah melakukan komunikasi, *training* atau *refreshment* kebijakan atau prosedur untuk mengurangi kejadian *fraud* dan meningkatkan *awareness* karyawan terhadap tindakan *fraud*, yaitu sebagai berikut:

During 2019, the Bank conducted communication, training or refreshment of policy or procedure to reduce fraud incidents and increase employee awareness of fraud actions, as follows:

Komunikasi dan Training Kebijakan dan Prosedur Anti Korupsi* Communication and Training of Anti-Corruption Policy and Procedures*	2019	
	Jumlah Peserta Total Participants	Persentase dari Total Percentage of Total
Komunikasi Kebijakan dan Prosedur Anti Korupsi pada organ perusahaan tertinggi ** Communication on Anti-Corruption Policies and Procedures to the highest bodies of the company**	18	100%
Komunikasi Kebijakan dan Prosedur Anti Korupsi pada Karyawan *** Communication on Anti-Corruption Policies and Procedures to Employees***	5,949	100%
Training Anti Korupsi pada Direksi dan Dewan Komisaris Anti-Corruption Training for the Board of Directors and Board of Commissioners	18	100%
Training Anti Korupsi pada Karyawan **** Anti-Corruption Training for the employees****	5,857	98%

- * Anti-Korupsi termasuk: APU-PPT dan Kampanye Anti-Fraud
** Komunikasi kebijakan dan prosedur *fraud* dilakukan salah satunya melalui Rapat Komite terkait risiko
*** Komunikasi kebijakan dan prosedur *fraud* kepada karyawan dilakukan melalui publikasi di web internal Bank yang dapat diakses oleh seluruh karyawan
**** Training mengenai *Fraud Awareness* dan *Risk Awareness* baik melalui *classroom* atau *E-learning*

- * Anti-Corruption including: AML-CFT and Anti-Fraud Campaign
** Communication of fraud policies and procedures conducted through Committees meeting related to risk
*** Communication of fraud policies and procedures to employees made through the Bank's internal web publication that can be accessed by all employees.
**** Training on Fraud Awareness and Risk both through classroom or e-Learning

Sepanjang tahun 2019 telah terjadi 1 (satu) kejadian *internal fraud* yang dilakukan oleh karyawan dengan eksposur kerugian lebih dari Rp100.000.000 (seratus juta rupiah).

Throughout 2019 there were 1 (one) internal fraud incidents committed by employees with loss exposure of more than Rp100,000,000 (one hundred million rupiah).

Internal Fraud dalam 1 tahun* Internal Fraud in 1 year*	Jumlah kasus yang disebabkan oleh Total cases by		
	Manajemen Management	Pegawai Tetap Permanent Employee	Pegawai Tidak Tetap Non Permanent Employee
Jumlah <i>Fraud</i> Total <i>Fraud</i>	-	1	-
Telah diselesaikan Settled	-	1	-
Dalam proses penyelesaian di internal Internal Settlement process	-	1	-
Belum diupayakan Penyelesaiannya Not yet resolved	-	0	-
Telah ditindaklanjuti melalui proses hukum Followed-up through legal process	-	1	-

*Jumlah kejadian *fraud* dengan eksposur kerugian lebih dari Rp100.000.000,- (seratus juta rupiah)

*Total fraud with loss exposure of more than Rp100,000,000 (one hundred million rupiah)

PENERAPAN PEDOMAN TATA KELOLA PERUSAHAAN TERBUKA

GCG Guidelines Implementation for Public Companies

Bank mengungkapkan informasi mengenai penerapan POJK No.21/POJK.04/2015 tanggal 16 November 2015 dan SEOJK No.32/SEOJK.04/2015 tanggal 17 November 2015 tentang Pedoman Tata Kelola Perusahaan Terbuka. Terkait hal tersebut, Bank telah melakukan berbagai aktivitas dalam rangka memenuhi rekomendasi tersebut seperti dijelaskan pada tabel di bawah ini:

The Bank disclosed the information as referred in the OJK Regulation No. 21/POJK.04/ 2015 dated November 16, 2015 and OJK Circular Letter No.32/SEOJK.04/2015 dated November 17, 2015 on the Corporate Governance Guidelines for Public Companies. As such, the Bank has conducted various activities to meet the recommendation as described in the table below:

PEMENUHAN PEDOMAN TATA KELOLA PERUSAHAAN TERBUKA

FULFILLMENT OF CORPORATE GOVERNANCE GUIDELINES FOR PUBLIC COMPANIES

No.	Rekomendasi Recommendation	Keterangan Description
Aspek 1: Hubungan Perusahaan Terbuka dengan Pemegang Saham Dalam Menjamin Hak-Hak Pemegang Saham Aspect 1: Relationship Between Public Company and Shareholders in Ensuring the Rights of the Shareholders		
Prinsip 1. Meningkatkan Nilai Penyelenggaraan Rapat Umum Pemegang Saham (RUPS) Principle 1. Improving the Value of GMS Convention		
1.1	Perusahaan Terbuka memiliki cara atau prosedur teknis pengumpulan suara (<i>voting</i>) baik secara terbuka maupun tertutup yang mengedepankan independensi dan kepentingan pemegang saham. Public Company has voting procedures either publicly or confidentially, which promotes independency and shareholder interest	Terpenuhi. Bank memiliki prosedur pengambilan suara (<i>voting</i>) secara terbuka dengan cara mengangkat tangan sesuai dengan instruksi pilihan yang ditawarkan oleh pimpinan RUPS dengan mengedepankan independensi dan kepentingan pemegang saham sebagaimana dituangkan dalam Tata Tertib RUPS yang dibacakan dalam RUPS dan tersedia di situs web www.ocbcnisp.com sebelum RUPS. Complied. The Bank has an open voting system conducted through the raising of hands following the selected options being offered by the GMS chairman that prioritizes the shareholders' independence and interests as stated in the GMS Rules, which have been read out in the GMS and made available on the website www.ocbcnisp.com before the GMS.
1.2	Seluruh anggota Direksi dan anggota Dewan Komisaris Perusahaan Terbuka hadir dalam RUPS Tahunan. All Board of Directors and Board of Commissioners members attended the Annual General Meeting of Shareholders.	Seluruh anggota Direksi dan 5 (lima) dari 8 anggota Dewan Komisaris Bank hadir dalam RUPS Tahunan 2019 dan dapat memperhatikan, menjelaskan dan menjawab secara langsung permasalahan/pertanyaan yang diajukan pemegang saham terkait mata acara dalam RUPS. All members of the Board of Directors and 5 (five) of the total 8 (eight) members of the Board of Commissioners attended the 2019 Annual GMS to observe, explain and answer directly the issues/questions raised by the shareholders related to the GMS agenda.
1.3	Ringkasan risalah RUPS tersedia dalam Situs Web Perusahaan Terbuka paling sedikit selama 1 (satu) tahun. The GMS Summary is available on the company's website for at least 1 (one) year.	Terpenuhi. Ringkasan Risalah RUPS selama 5 (lima) tahun terakhir tersedia pada situs web www.ocbcnisp.com . Complied. GMS summaries for the pas 5 (five) years are available on the website at www.ocbcnisp.com .



No.	Rekomendasi Recommendation	Keterangan Description
Prinsip 2: Meningkatkan Kualitas Komunikasi Perusahaan Terbuka dengan Pemegang Saham atau Investor Principle 2: Improving the quality of Public Companies Communication with Shareholders or Investors		
2.1	Perusahaan Terbuka memiliki suatu kebijakan komunikasi dengan pemegang saham atau investor. Public Company has a communication policy with shareholders or investors.	Terpenuhi. Bank telah memiliki Kebijakan mengenai Pemberian Informasi dan Laporan Kinerja kepada Investor dan Analis sejak tahun 2015. Komunikasi dengan pemegang saham dan investor dilaksanakan melalui pelaksanaan RUPS, <i>Public Expose</i> , <i>Analyst Meeting</i> , dan distribusi kinerja keuangan secara reguler. Complied. The Bank has a Policy on Information Disclosure and Performance Reports for the Investors and Analysts since 2015. Communication with shareholders and investors is conducted through the GMS, Public Expose, Analyst Meetings, and distribution of financial performance on a regular basis.
2.2	Perusahaan Terbuka mengungkapkan kebijakan komunikasi Perusahaan Terbuka dengan pemegang saham atau investor dalam situs Web. Company discloses its communication policy with shareholders or investors on website.	Terpenuhi. Kebijakan Pemberian Informasi dan Laporan Kinerja kepada Investor tersedia di situs web www.ocbcnisp.com Complied. The Policy on Information Disclosure and Performance Reports for the Investors can be obtained at the website www.ocbcnisp.com .
Aspek 2: Fungsi dan Peran Dewan Komisaris Aspect 2: Board of Commissioners Functions and Roles		
Prinsip 3: Memperkuat Keanggotaan dan Komposisi Dewan Komisaris Principle 3: Strengthening the Board of Commissioners Membership and Composition		
3.1	Penentuan jumlah anggota Dewan Komisaris mempertimbangkan kondisi Perusahaan Terbuka. Determining the number of Board of Commissioners members considering the company's condition.	Terpenuhi. Dengan mempertimbangkan kebutuhan, kondisi, dan kemampuan Perusahaan, pada tahun 2019, Bank menambah 1 (satu) orang anggota Dewan Komisaris sehingga total menjadi 9 (sembilan) orang. Complied. Considering the Company's need, condition, and capability, in 2019, the Bank added 1 (one) new member of the Board of Commissioner thus the total of the Board of Commissioners is 9 (nine) members.
3.2	Penentuan komposisi anggota Dewan Komisaris memperhatikan keberagaman keahlian, pengetahuan dan pengalaman yang dibutuhkan. Determining the Board of Commissioners membership composition by considering various skills, knowledge, and experiences.	Terpenuhi. Bank memiliki anggota Dewan Komisaris dengan berbagai keahlian, pengetahuan, pengalaman, kewarganegaraan dan gender sebagaimana tercantum dalam Profil Dewan Komisaris pada halaman 58-63 untuk mendukung perkembangan perusahaan. Complied. The Bank's Board of Commissioners members have the skills, knowledge and experience to support company development as shown in the Board of Commissioners Profiles on page 58-63.
Prinsip 4: Meningkatkan Kualitas Pelaksanaan Tugas dan Tanggung Jawab Principle 4: Improving the Quality of the Board of Commissioners Duties and Responsibilities		
4.1	Dewan Komisaris mempunyai kebijakan penilaian sendiri (<i>Self-Assessment</i>) untuk menilai kinerja Dewan Komisaris. The Board of Commissioners has a selfassessment policy for its performance.	Terpenuhi. Bank memiliki kebijakan penilaian sendiri (<i>Self-Assessment</i>) untuk menilai kinerja Dewan Komisaris. Complied. The Bank has a self-assessment policy to assess the Board of Commissioners' performance.
4.2	Kebijakan penilaian sendiri (<i>Self-Assessment</i>) untuk menilai kinerja Dewan Komisaris, diungkapkan melalui Laporan Tahunan Perusahaan Terbuka. The self-assessment policy to assess the Board of Commissioners, is disclosed to the Annual Report of the public company..	Terpenuhi. Kebijakan <i>Self-Assessment</i> terdapat pada Laporan Tahunan halaman 147. Complied. The self-assessment policy has been disclosed in this Annual Report on page 147.

No.	Rekomendasi Recommendation	Keterangan Description
4.3	<p>Dewan Komisaris mempunyai kebijakan terkait dengan pengunduran diri anggota Dewan Komisaris apabila terlibat dalam kejahatan keuangan.</p> <p>The Board of Commissioners has a policy with respect to the resignation of Board of Commissioners member if such member involved in financial crime.</p>	<p>Terpenuhi. Pedoman dan Tata Tertib Kerja Dewan Komisaris mensyaratkan kriteria anggota Dewan Komisaris antara lain 5 (lima) tahun sebelum dan selama menjabat tidak pernah dihukum melakukan tindak pidana yang merugikan keuangan negara dan/atau berkaitan dengan sektor keuangan. Dengan demikian, apabila ada anggota Dewan Komisaris terlibat dalam kejahatan keuangan, yang bersangkutan tidak lagi memenuhi kriteria tersebut dan akan mengundurkan diri.</p> <p>Complied. The Board of Commissioners Charter requires that Board member should never have been convicted of a crime, or sentenced under criminal law, that harmed public finance and/or was related to the financial sector within a period of 5 (five) years prior to their appointment and while serving in office. Thus, if any Board of Commissioners member is involved in a financial crime, then it is deemed a failure in criteria and the member must resign.</p>
4.4.	<p>Dewan Komisaris atau Komite yang menjalankan fungsi Nominasi dan Remunerasi menyusun kebijakan suksesi dalam proses nominasi anggota Direksi.</p> <p>The Board of Commissioners or Committee that carries out the Nomination and Remuneration function develops succession policies for the Board of Directors members' nomination.</p>	<p>Terpenuhi. Komite Remunerasi dan Nominasi memiliki Kebijakan Nominasi yang mencakup kebijakan suksesi dalam proses nominasi Direksi.</p> <p>Complied. The Remuneration and Nomination Committee has the Nomination Policy that includes the succession policy for the nomination process of the Board of Directors.</p>
Aspek 3: Fungsi dan Peran Direksi Aspect 3: Board of Directors Functions and Roles		
Prinsip 5: Memperkuat Keanggotaan dan Komposisi Direksi Principle 5: Strengthening the Board of Directors Membership and Composition		
5.1.	<p>Penentuan jumlah anggota Direksi mempertimbangkan kondisi Perusahaan Terbuka serta efektivitas dalam pengambilan keputusan.</p> <p>Determining the number of Board of Directors members considering the company's condition and effectiveness in decision making.</p>	<p>Terpenuhi. Saat ini Bank memiliki 9 (sembilan) anggota Direksi sesuai dengan kebutuhan dan kompleksitas Perusahaan.</p> <p>Complied. Currently the Bank has 9 (nine) Board of Directors members which suit the needs and complexity of the Bank.</p>
5.2	<p>Penentuan komposisi anggota Direksi memerhatikan, keberagaman keahlian, pengetahuan, dan pengalaman yang dibutuhkan.</p> <p>Determining the Board of Directors membership composition by considering various skills, knowledge, and experiences.</p>	<p>Terpenuhi. Bank memiliki anggota Direksi dengan berbagai keahlian, pengetahuan, dan pengalaman sebagaimana tercantum dalam Profil Direksi pada halaman 64-69.</p> <p>Complied. The Bank's Board of Directors members have the various skills, knowledge and experience as shown in the Board of Directors Profiles on page 64-69.</p>
5.3.	<p>Anggota Direksi yang membawahi bidang akuntansi atau keuangan memiliki keahlian dan/atau pengetahuan di bidang akuntansi.</p> <p>The Board of Directors members who are in charge of accounting or financial have expertise and/or knowledge in accounting.</p>	<p>Terpenuhi. Tertera pada Profil Direktur Keuangan pada halaman 66 pada Laporan Tahunan ini.</p> <p>Complied. Refer to the Finance Directors' Profile on page 66 in this Annual Report.</p>



No.	Rekomendasi Recommendation	Keterangan Description
Prinsip 6: Meningkatkan Kualitas Pelaksanaan Tugas dan Tanggung Jawab Direksi Principle 6: Improving the Quality of the Board of Directors Duties and Responsibilities		
6.1	Direksi mempunyai kebijakan penilaian sendiri untuk menilai kinerja Direksi. The Board of Directors has a self-assessment policy for its members performance.	Terpenuhi. Bank memiliki pedoman GCG yang mengatur penilaian kinerja Direksi melalui pengisian kertas kerja <i>Self-Assessment</i> GCG untuk faktor penilaian tugas dan tanggung jawab Direksi. Selain itu, Bank juga melakukan penilaian terhadap kinerja Direksi berdasarkan <i>Balance Score Card</i> secara kolegal dan individu. Complied. The Bank has GCG guidelines that regulate the Board of Directors performance assessment through the completion of GCG Self-Assessment factors related to the Board of Directors duties and responsibilities. In addition, the Bank also assesses the Board of Directors performance based on a Balance Score Card collegially and individually.
6.2	Direksi mempunyai kebijakan penilaian sendiri untuk menilai kinerja Direksi. The self-assessment policy to be disclosed in the Annual Report.	Terpenuhi. Kebijakan tersebut dapat dilihat pada halaman 174 pada Laporan Tahunan ini. Complied. The self-assessment policy has been disclosed in this Annual Report on page 174.
6.3	Direksi mempunyai kebijakan terkait pengunduran diri anggota Direksi apabila terlibat dalam kejahatan keuangan. The Board of Directors has policies relating to the resignation of Board of Directors members if they are involved in financial crimes.	Terpenuhi. Pedoman dan Tata Tertib Kerja Direksi mensyaratkan kriteria anggota Direksi antara lain 5 tahun sebelum dan selama menjabat tidak pernah dihukum melakukan tindak pidana yang merugikan keuangan negara dan/atau berkaitan dengan sektor keuangan. Dengan demikian, apabila ada anggota Direksi terlibat dalam kejahatan keuangan, yang bersangkutan tidak lagi memenuhi kriteria tersebut dan akan mengundurkan diri. Complied. The Board of Directors' Charter requires that all Board members should never have been convicted of a crime, or sentenced under criminal law, that harmed public finance and/or was related to the financial sector within a period of 5 (five) years prior to their appointment and while serving in office. Thus, if any Board of Directors member is involved in a financial crime, then it is deemed a failure in criteria and the member must resign.
Aspek 4: Partisipasi Pemangku Kepentingan Aspect 4: Stakeholder Participation		
Prinsip 7: Meningkatkan Aspek Tata Kelola Perusahaan melalui Partisipasi Pemangku Kepentingan Principle 7: Increasing Good Corporate Governance Aspects through Stakeholder Participation		
7.1	Perusahaan Terbuka memiliki kebijakan untuk mencegah terjadinya <i>insider trading</i> . Public Company has policies to prevent insider trading.	Terpenuhi. Bank memiliki Kode Etik yang melarang <i>insider trading</i> . Selain itu Bank memiliki kebijakan <i>Information Wall</i> yang mengelola arus informasi yang bersifat rahasia/ tidak untuk diketahui secara luas (" <i>inside information</i> ") dan menghindari benturan kepentingan yang mungkin timbul. Informasi yang diperoleh dari dalam dan diketahui oleh satu pihak atau lebih dari suatu bagian organisasi tidak harus diketahui oleh seluruh pihak di suatu organisasi (publik). Complied. The Bank has a Code of Conduct prohibiting insider trading. The Bank also has an Information Wall policy that regulates confidential/for-limited audience-only information flow (also referred to as "inside information") and to avoid any conflict of interest that might arise, information obtained from the inside and known only by one party or more does not have to be disclosed to all parties in the organization (public).
7.2.	Perusahaan Terbuka memiliki kebijakan anti korupsi dan <i>Anti-Fraud</i> . Public Company has anti-corruption and anti-fraud policies.	Terpenuhi. Bank memiliki Kebijakan Pengelolaan Penerimaan Hadiah yang mencakup anti korupsi, Kebijakan Sistem <i>Whistleblowing</i> , dan Kebijakan <i>Anti-Fraud</i> . Hal ini juga tercakup dalam Kode Etik yang melarang penerimaan pemberian dan mewajibkan pencatatan dan pelaporan yang akurat dan benar. Complied. The Bank has a Code of Conduct prohibiting insider trading. The Bank also has an Information Wall policy that regulates confidential/for-limited audience-only information flows (also referred to as "inside information") and to avoid any conflict of interest that might arise, information obtained from the inside and known only by one party or more does not have to be disclosed to all parties in the organization (public).

No.	Rekomendasi Recommendation	Keterangan Description
7.3.	Perusahaan Terbuka memiliki kebijakan tentang seleksi dan peningkatan kemampuan pemasok atau vendor. Public Company has policies regarding the selection and increase in the abilities of suppliers or vendors.	Terpenuhi. Bank memiliki Kebijakan tentang proses seleksi vendor dengan menerapkan prinsip keterbukaan dan keadilan (<i>fairness</i>). Selain itu kebijakan ini juga mengatur tentang evaluasi kinerja vendor yang dapat dijadikan sarana bagi vendor untuk melakukan perbaikan. Complied. The Bank has a vendor selection process Policy that follows the principles of transparency and fairness. The Policy also regulates vendor performance evaluations that can be used in assisting vendor improvements
7.4.	Perusahaan Terbuka memiliki kebijakan untuk pemenuhan hak-hak kreditur. Public Company has policies regarding the fulfillment of creditor rights.	Terpenuhi. Bank memiliki Kebijakan/Pedoman GCG yang antara lain mengatur kewajiban Bank untuk melindungi dan memenuhi hak-hak kreditur. Selain itu hak-hak kreditur juga dicantumkan dalam setiap perjanjian pemberian pinjaman dari kreditur. Complied. The Bank has GCG Policies/Guidelines that regulate the Bank's liabilities in protecting and fulfilling creditors' rights. In addition, creditors' rights are also included in the creditors' loan agreement.
7.5.	Perusahaan Terbuka memiliki kebijakan Sistem <i>whistleblowing</i> . Public Company has whistleblowing system policies.	Terpenuhi. Bank memiliki kebijakan sistem <i>whistleblowing</i> yang dapat diakses di situs web perusahaan www.ocbcnisp.com . Complied. The Bank has a whistleblowing system policy that can be obtained on the website at www.ocbcnisp.com .
7.6.	Perusahaan Terbuka memiliki kebijakan pemberian insentif jangka panjang kepada Direksi dan karyawan. Public Company has policies for providing long-term incentives to the Board of Directors and employees.	Terpenuhi. Bank memiliki kebijakan remunerasi yang mencakup antara lain pemberian insentif jangka panjang kepada Direksi dan karyawan. Complied. The Bank has a remuneration policy that includes the provision of long-term incentives for the Board of Directors and employees.
Aspek 5. Keterbukaan Informasi Aspect 5: Information Disclosure		
Prinsip 8: Meningkatkan Pelaksanaan Keterbukaan Informasi Principle 8: Improving Information Disclosure		
8.1.	Perusahaan Terbuka memanfaatkan penggunaan teknologi informasi secara lebih luas selain Situs Web sebagai media keterbukaan informasi. Public Companies utilize information technology widely outside its website in the form of information disclosure media.	Terpenuhi. Bank telah memanfaatkan pengembangan teknologi informasi secara luas sebagai media keterbukaan informasi, di antaranya melalui situs web perusahaan www.ocbcnisp.com dan beberapa akun media sosial seperti <i>facebook</i> , <i>twitter</i> , <i>instagram</i> dan <i>youtube</i> . Complied. The Bank utilize information technology for information disclosure as seen on the Bank's website www.ocbcnisp.com , and on several social media accounts such as <i>facebook</i> , <i>twitter</i> , <i>instagram</i> and <i>youtube</i> .
8.2.	Laporan Tahunan Perusahaan Terbuka mengungkapkan pemilik manfaat akhir dalam kepemilikan saham Perusahaan Terbuka paling sedikit 5% (lima persen), selain pengungkapan pemilik manfaat akhir dalam kepemilikan saham Perusahaan Terbuka melalui pemegang saham utama dan pengendali. Public Companies Annual Reports disclose the final beneficial owners of their shares holding at least five percent, in addition to the disclosure of the final beneficial owners in the Public Companies through the majority and controlling shareholder.	Terpenuhi. Bank telah mengungkapkannya pada Laporan Tahunan halaman 75 pada Laporan Tahunan ini. Complied. The Bank has disclosed this information in this Annual Report on page 75.



LAPORAN PENERAPAN TATA KELOLA UNIT USAHA SYARIAH (UUS) Sharia Business Unit (SBU) GCG Implementation Report

Penerapan GCG pada Unit Usaha Syariah Bank sesuai dengan Prinsip Syariah berdasarkan Fatwa yang diterbitkan oleh DSN-MUI dan ketentuan yang diatur oleh regulator yaitu PBI No.11/33/PBI/2009 tentang Pelaksanaan *Good Corporate Governance* bagi Bank Umum Syariah dan Unit Usaha Syariah, serta Undang Undang No.40 Tahun 2007 tentang Perseroan Terbatas.

The implementation of GCG on the Bank's Sharia Business Unit refers to the Sharia Principles issued by the National Sharia Board of the Indonesian *Ulama* Council (DSN-MUI) *Fatwa* and to stipulations from the regulator, the PBI No. 11/33/PBI/2009 concerning Implementation of Good Corporate Governance in Sharia Commercial Banks and Sharia Business Units, as well as the 2007 Law No. 40 concerning Limited Liability Companies.

VISI, MISI, DAN PRINSIP TATA KELOLA

VISION, MISSION, AND GCG PRINCIPLES



VISI VISION

BERSAMA DALAM HARMONI MENJADIKAN SYARIAH LEBIH MUDAH DAN MENGUNTUNGKAN

Together in Harmony making a more accessible and profitable Sharia.



MISI MISSION

UUS BANK BERKOMITMEN UNTUK MENJADI REKAN YANG DAPAT DIANDALKAN DENGAN SENANTIASA TERBUKA DAN TULUS DALAM MEMBERIKAN SOLUSI YANG TEPAT DEMI KEMAJUAN NASABAH. UUS BANK MENGHADIRKAN KEMUDAHAN MENGAKSES PRODUK DAN LAYANAN DI KANTOR CABANG SYARIAH DAN KANTOR LAYANAN SYARIAH SERTA JARINGAN MODERN LAINNYA.

The Bank's SBU is committed to being a reliable partner with always being open and sincere in providing the right solutions for customers development. SBU Bank presents easy access to products and services at Sharia Branch Offices and Sharia Service Offices as well as other modern networks,

PRINSIP TATA KELOLA GCG PRINCIPLES

KETERBUKAAN, AKUNTABILITAS, PERTANGGUNGJAWABAN, PROFESIONAL, KEWAJARAN.

Transparency, Accountability, Responsibility, Professional, Fairness.

DIREKTUR UUS

Bank telah mengangkat Direktur UUS yaitu Sdr. Andrae Krishnawan W. efektif sejak tanggal 29 Juli 2013.

TUGAS DAN TANGGUNG JAWAB DIREKTUR UUS BANK
Direktur UUS bertanggung jawab atas pengelolaan seluruh kegiatan UUS dan memastikan bahwa pengelolaan kegiatan usaha telah berjalan sesuai dengan prinsip syariah dan ketentuan yang berlaku. Informasi lebih detail mengenai tugas dan tanggung jawab Direktur UUS dapat diakses di situs web www.ocbcnisp.com bagian Pedoman dan Tata Tertib Kerja Direksi.

SBU DIRECTOR

The Bank has appointed Andrae Krishnawan W. as SBU Director, effective since July 29, 2013.

THE SBU DIRECTOR'S DUTIES AND RESPONSIBILITIES
The SBU Director is responsible for managing all SBU activities, and for ensuring the management of business activities in accordance with prevailing sharia principles and regulations. Detailed information on the SBU Directors' duties and responsibilities can be accessed on the website, www.ocbcnisp.com, in the Board of Directors Charter section.

DEWAN PENGAWAS SYARIAH (DPS)

Ketua Dewan Pengawas Syariah
Chairman of the Sharia Supervisory Board

Muhammad Anwar Ibrahim

Anggota Dewan Pengawas Syariah
Member of the Sharia Supervisory Board

Mohammad Bagus Teguh Perwira

DPS melakukan tugas dan tanggung jawab untuk memberikan nasihat dan saran kepada Direktur UUS, serta mengawasi kegiatan UUS Bank yang dilakukan berdasarkan prinsip Syariah, antara lain meliputi:

- Menilai dan memastikan pemenuhan Prinsip Syariah dalam pedoman operasional dan produk yang dikeluarkan UUS Bank.
- Mengawasi proses pengembangan produk baru UUS Bank sejak awal sampai dengan dikeluarkannya produk tersebut.
- Memberikan opini syariah terhadap produk baru UUS Bank dan/atau pembiayaan yang direstrukturisasi.
- Meminta fatwa kepada DSN-MUI untuk produk baru yang belum ada fatwanya.
- Melakukan *review* secara berkala atas pemenuhan Prinsip Syariah terhadap mekanisme penghimpunan dana dan penyaluran dana serta pelayanan jasa-jasa UUS Bank.
- Meminta data dan informasi terkait dengan aspek syariah dari satuan kerja UUS dalam rangka pelaksanaan tugasnya.
- Menyampaikan hasil pengawasan syariah kepada Direksi, Dewan Komisaris, DSN-MUI, dan OJK sesuai dengan ketentuan dan perundang-undangan yang berlaku.
- Melakukan evaluasi terhadap *Risk profile* UUS yang dilaporkan ke OJK (triwulanan).

KRITERIA DAN INDEPENDENSI DPS

Pada tahun 2019, komposisi, kriteria dan independensi DPS telah sesuai dengan ketentuan regulator sebagai berikut:

- Anggota DPS memiliki integritas, yang paling kurang mencakup:
 1. Memiliki akhlak dan moral yang baik.
 2. Memiliki komitmen untuk mematuhi ketentuan perbankan Syariah dan ketentuan peraturan perundang-undangan yang berlaku.
 3. Memiliki komitmen terhadap pengembangan perbankan Syariah yang sehat dan berkelanjutan (*sustainable*).
 4. Tidak termasuk dalam daftar tidak lulus uji kepatutan dan kelayakan sebagaimana diatur dalam ketentuan mengenai uji kemampuan dan kepatutan (*fit and proper test*) yang ditetapkan oleh OJK.
- Anggota DPS merupakan para profesional yang memiliki kompetensi, yang sekurang-kurangnya memiliki pengetahuan dan pengalaman di bidang Syariah *mu'amalah* dan pengetahuan perbankan dan/atau keuangan secara umum.

SHARIA SUPERVISORY BOARD

SSB DUTIES AND RESPONSIBILITIES

The SSB's duties and responsibilities include providing advice and suggestions to the SBU Director, as well as supervising the Bank's SBU activities based on Sharia principles, including the following:

- Assessing and ensuring the fulfillment of Sharia Principles in the operational and product guidelines issued by the Bank's SBU.
- Supervising new product development processes by the Bank SBU from the start to the launch of the products.
- Providing sharia opinions on new products of the Bank SBU and/or restructured financing.
- Requesting *fatwa* from the DSN-MUI for new products for which no *fatwa* has been issued.
- Performing periodic reviews of Sharia Principles compliance for funds collection and disbursement mechanisms, as well as the Bank SBU services.
- Requesting data and information related to sharia aspects from the SBU task force in support of its duties.
- Reporting the sharia supervision results to the Board of Directors, Board of Commissioners, DSN-MUI, and the OJK in accordance with the applicable laws and regulations.
- Conducting evaluations on the SBU Risk profile, which is then to be reported to the OJK quarterly).

SSB CRITERIA AND INDEPENDENCE

In 2019, the SSB composition, criteria and independence was aligned with Bank Indonesia regulations and included the following:

- SSB members must have integrity, which at least includes:
 1. Good character and morals.
 2. Committed to comply with sharia banking regulations and the applicable laws and regulations.
 3. Committed to the development of sound and sustainable sharia banking.
 4. Not included in the fit and proper test unqualified list, as stated in the OJK regulation concerning the fit and proper test.
- SSB members must be competent professionals, who at least have knowledge and experience in sharia *mu'amalah* and banking and/or finance in general.



- Anggota DPS memiliki reputasi keuangan yang baik, paling kurang mencakup:
 1. Tidak termasuk dalam daftar kredit macet.
 2. Tidak pernah dinyatakan pailit atau menjadi pemegang saham, anggota Dewan Komisaris, atau anggota Direksi suatu perseroan dan/atau anggota pengurus suatu badan usaha yang dinyatakan bersalah dan menyebabkan suatu perseroan dan/atau badan usaha dinyatakan pailit dalam waktu 5 (lima) tahun terakhir sebelum dicalonkan.
- Anggota DPS merangkap jabatan sebagai anggota DPS pada lembaga keuangan Syariah lain tidak lebih dari 4 (empat) lembaga keuangan syariah lain.
- SSB members must have good financial reputations, which at least includes:
 1. Not included on Non-Performing Loan lists.
 2. Having never been declared bankrupt or been a shareholder, a member of Board of Commissioners, or Board of Directors of a company and/or an executive member of a company that has been found guilty, causing the company and/or institution to become bankrupt in the last 5 (five) years before being nominated.
- SSB members are allowed to hold concurrent positions as SSB members in no more than 4 (four) other Sharia financial institutions.

RAPAT DPS

Rapat DPS wajib diselenggarakan paling kurang 1 (satu) kali dalam 1 (satu) bulan.

SSB MEETINGS

The Sharia Supervisory Board Meetings are mandatory and must be held at least 1 (one) time in every 1 (one) month.

Dewan Pengawas Syariah Sharia Supervisory Board	Frekuensi Rapat Meeting Frequency	Jumlah Kehadiran Total Attendance	Persentase (%) Percentage (%)
Muhammad Anwar Ibrahim	13	13	100%
Mohammad Bagus Teguh Perwira	13	13	100%

LAPORAN HASIL PENGAWASAN DPS

Untuk tahun 2019, DPS menyampaikan Laporan Pengawasan kepada OJK berupa Laporan pelaksanaan atas kesesuaian produk dan jasa Bank dengan fatwa Dewan Syariah Nasional – Majelis Ulama Indonesia yaitu:

1. Produk Baru: terdapat produk baru pada Semester II-2019 yaitu Produk Pembiayaan Musyarakah iB.
2. Kegiatan Pembiayaan: Pembiayaan KPR iB dan investasi (korporasi) dengan Akad Musyarakah Mutanaqisah dan Akad Musyarakah.
3. Penghimpunan Dana Pihak Ketiga: Tanda iB, Taka iB, Deposito iB, Tabungan Mudharabah iB, Tabungan Haji, dan Tabungan Komunitas.
4. Kegiatan *Treasury*: Sukuk Pemerintah dan Fasbis.
5. Pelayanan Jasa Perbankan: Sistem Kliring Nasional (SKN) dan *Real Time Gross Settlement* (RTGS).

SSB SUPERVISION REPORT

For 2019, the SSB submitted supervision reports to OJK in the form of an Implementation report on the suitability of the Bank's products and services with the DSN – MUI *fatwa*, which are:

1. New Products: There was new product in Semester II-2019 namely Musyarakah iB.
2. Financing: KPR iB Financing and investment (corporation) with Musyarakah Mutanaqisah and Musyarakah agreement.
3. Third Party Funds: Tanda iB, Taka iB, Time Deposit iB, Mudharabah Saving Account, Hajj Saving Account, and Community Saving Account.
4. Treasury Activities: Government Sukuk and Fasbis.
5. Banking Services: National Clearing System (SKN) and Real Time Gross Settlement (RTGS).

REMUNERASI DPS

SSB REMUNERATION

Jenis Remunerasi dan Fasilitas Lain	Type of Remuneration and Other Facilities	Dewan Pengawas Syariah (DPS) Sharia Supervisory Board	
		Orang Person	Jumlah (Rp juta) Total (Rp million)
Remunerasi	Remuneration	2	1,006
Fasilitas lain seperti perumahan, transportasi, asuransi, kesehatan dll	Other facilities such as housing, transport, insurance, healthcare, etc.		
a. Yang dapat dimiliki	a. Can be owned	-	-
b. Yang tidak dapat dimiliki	b. Cannot be owned	-	-
Total		2	1,006
Jumlah Remunerasi per Orang dalam 1 (satu) tahun	Total Annual Remuneration per Person in 1 (one) year	Jumlah Dewan Pengawas Syariah (DPS) Number of Sharia Supervisory Board (SSB)	
Di atas Rp2.000.000.000,-	Above Rp2,000,000,000	-	
Di atas Rp1.000.000.000,- sd Rp2.000.000.000,-	Above Rp1,000,000,000 up to Rp2,000,000,000	-	
Diatas Rp500.000.000,- sd Rp1.000.000.000,-	Above Rp500,000,000 up to Rp1,000,000,000	2	
Rp500.000.000,- ke bawah	Rp500,000,000 and below	-	
Total		2	

DAFTAR KONSULTAN UUS

Pada tahun 2019, UUS tidak menggunakan jasa konsultan

LIST OF SBU CONSULTANTS

In 2019, the SBU did not use consulting services.

INTERNAL *Fraud*

Sampai dengan Desember 2019 tidak ada kejadian internal fraud yang dilakukan oleh karyawan di lingkungan UUS Bank.

INTERNAL FRAUD

Up to December 2019, there was no internal fraud committed by the Bank's employees.

PERKARA HUKUM

Sampai dengan Desember 2019, terdapat 1 (satu) kasus atau perkara hukum perdata di lingkungan UUS Bank perdata, yaitu gugatan terhadap pelaksanaan lelang.

LEGAL CASES

Up to December 2019, there was 1 (one) case or civil lawsuit in Bank SBU related to the execution of an auction.

Perkara	Case	Perdata Civil	Pidana Criminal
Telah mendapat kekuatan hukum tetap	Has received full legal power	-	-
Dalam proses penyelesaian	In the settlement Process	1	-
Jumlah	Total	1	-

PENDAPATAN NON-HALAL DAN PENGGUNAANNYA

Sampai dengan bulan Desember 2019 tidak terdapat pendapatan Non-Halal.

NON-HALAL INCOME AND ITS USE

Up to December 2019, there was no Non-Halal income.

PENYALURAN DANA KEBAJIKAN DARI UUS BANK
UNTUK KEGIATAN SOSIAL

Sepanjang tahun 2019, UUS Bank menyalurkan Dana Kebajikan sebesar Rp289 juta yang sumber dananya dari UUS Bank, dan penyaluran Dana Kebajikan tersebut melalui kegiatan sosial seperti kegiatan: perayaan keagamaan, kegiatan rutin tahunan Mudik Lebaran, peningkatan sarana dan prasarana pendidikan serta bantuan untuk korban bencana alam.

DISTRIBUTION OF INTEREST-FREE LOANS FROM THE
BANK SBU FOR SOCIAL ACTIVITIES

Throughout 2019, Bank SBU distributed charitable funds amounting to Rp289 million originating from Bank SBU, and interest free loans were distributed through social activities, such as religious celebrations, improvement of education facilities, and infrastructure, as well as disaster relief.



SELF ASSESSMENT UUS BANK

Sampai dengan Desember 2019, UUS Bank telah menyelenggarakan *Self Assessment* GCG yang mengacu kepada ketentuan Bank Indonesia tentang Pelaksanaan *Good Corporate Governance* Bank Umum Syariah dan Unit Usaha Syariah yang diatur dalam PBI No. 11/33/ PBI/2009 dan SEBI No. 12/13/ DPbS.

Penilaian terhadap pelaksanaan GCG bagi UUS Bank diwujudkan dan difokuskan dalam 5 (lima) faktor yang terdiri dari:

1. Pelaksanaan tugas dan tanggung jawab Direktur UUS.
2. Pelaksanaan tugas dan tanggung jawab Dewan Pengawas Syariah.
3. Pelaksanaan Prinsip Syariah dalam kegiatan penghimpunan dana dan penyaluran dana serta pelayanan jasa.
4. Penyaluran dana kepada nasabah pembiayaan inti dan penyimpanan dana oleh deposito inti.
5. Transparansi kondisi keuangan dan non keuangan UUS, laporan pelaksanaan GCG serta pelaporan internal.

KESIMPULAN UMUM HASIL SELF ASSESSMENT GCG UNIT USAHA SYARIAH

Berdasarkan penilaian pada *Self Assessment* GCG diperoleh hasil sebagai berikut:

SELF-ASSESSMENT OF THE BANK'S SBU

Up to December 2019, Bank SBU performed a GCG Self-Assessment that referred to Bank Indonesia stipulations concerning the Implementation of Good Corporate Governance by Islamic Commercial Banks and Islamic Business Units, as regulated in Bank Indonesia Regulation No. 11/33/ PBI/2009 and Bank Indonesia Circular Letter No. 12/13/ DPbS.

The Bank SBU GCG implementation assessment was conducted and focused on 5 (five) factors, including:

1. Implementation of the SBU Director's duties and responsibilities.
2. Implementation of the Sharia Supervisory Board's duties and responsibilities.
3. Implementation of Sharia Principles in fund accumulation and funds distribution as well as service activities.
4. Funds distribution to key financing customers and funds deposits by key depositors.
5. Transparency of the SBU's financial and non-financial conditions, GCG implementation report, and internal reporting.

GENERAL CONCLUSION FOR THE SHARIA BUSINESS UNIT'S GCG SELF-ASSESSMENT RESULTS

Based on the GCG Self-Assessment, the following results were obtained:

Nilai Komposit dan Predikat Composite Score and Rating	Penerapan Tata Kelola UUS Bank OCBC NISP mencapai peringkat 1 dengan kategori Sangat Baik.	The Bank SBU Good Corporate Governance Implementation achieved a rating of 1 or Very Good Category.
Kelemahan dan penyebab hasil Self Assessment Weakness and Factors of Self-Assessment Results	Tidak terdapat kelemahan Signifikan dalam penerapan Tata Kelola Perusahaan yang Baik di UUS Bank	There were no significant weaknesses in the Bank SBU Good Corporate Governance Implementation
Kekuatan Pelaksanaan Tata Kelola Perusahaan yang Baik Strength in Good Corporate Governance Implementation	Peran aktif Direktur UUS dan DPS dalam memastikan pemenuhan prinsip syariah dalam kegiatan usahanya serta komitmen seluruh pihak dalam organisasi UUS dan Unit terkait	The SBU Director's and the SSB active role ensured the fulfillment of Sharia principles in the business activities, as well as the commitment of all parties in the SBU Organization and relevant units.
Tindak Lanjut Follow Up	UUS Bank tetap berkomitmen dalam penerapan Tata Kelola Perusahaan yang Baik serta melakukan penyempurnaan yang berkesinambungan atas pelaksanaan setiap aspek Tata Kelola Perusahaan.	The Bank SBU remains committed to Good Corporate Governance Implementation, and performs continuous Improvements on every aspect of Good Corporate Governance Implementation.

RIWAYAT HIDUP SINGKAT DPS

PROFILE OF SHARIA SUPERVISORY BOARD

MUHAMMAD ANWAR IBRAHIM
KETUA DEWAN PENGAWAS SYARIAH
CHAIRMAN OF SHARIA SUPERVISORY BOARD



Warga Negara Indonesia, berusia 78 tahun.

Domisili: Jakarta, Indonesia.

Ketua Dewan Pengawas Syariah Bank OCBC NISP sejak 2009.

Riwayat Pekerjaan:

Saat ini juga menjabat sebagai Anggota Dewan Pleno Dewan Syariah Nasional - Majelis Ulama Indonesia (MUI). Pendiri International Shari'ah Research Academy for Islamic Finance Malaysia (ISRA) dan Dosen Pengantar Ekonomi Islam pada Fakultas Ekonomi Universitas Trisakti.

Rangkap Jabatan:

- Ketua Dewan Pengawas Syariah PT Maybank Indonesia, (2003 – sekarang)
- Ketua Dewan Pengawas Syariah PT Prudential Life Assurance, (2008 – sekarang)

Riwayat Pendidikan:

Lulusan S2 di bidang Ushulfiqh Perbandingan (Sumber dan Filsafat Hukum Islam) Fakultas Syariah dan Jurisprudensi (1969) dan meraih gelar Doktor di bidang yang sama (1978), keduanya dari Universitas Al-Azhar, Cairo, Mesir.

Riwayat Penunjukan:

Penunjukan pertama kali sebagai Ketua Dewan Pengawas Syariah pada RUPST 2009, efektif tanggal 14 September 2009 dan telah beberapa kali diangkat kembali, terakhir diangkat pada RUPST 2014 dan 2017.

Indonesian citizen, aged 78 years old.

Domicile: Jakarta, Indonesia.

Bank OCBC NISP Sharia Supervisory Board Chairman since 2009.

Work experience:

Currently, he also serves as Member of Plenary Council - Indonesian Ulema Council (MUI). The founder of International Shari'ah Research Academy for Islamic Finance Malaysia (ISRA) and Lecturer of Introduction to Islamic Economy at the Faculty of Economics, University of Trisakti.

Concurrent Positions:

- Chairman of Sharia Supervisory Board at PT Maybank Indonesia, (2003 - present)
- Chairman of Sharia Supervisory Board at PT Prudential Life Assurance, (2008 – present)

Educational Background:

Master's degree and a PhD degree in Ushulfiqh Comparative (Source and Philosophy of Islamic Law) from the Faculty of Sharia and Jurisprudence, Al Azhar University, Cairo, Egypt in 1969 and 1978 respectively.

Appointment History:

First appointed as Sharia Supervisory Board Chairman at the AGMS 2009, effective as at September 14th, 2009, and has been reappointed several times with the latest appointment at the 2014 and 2017 AGMS.



MOHAMMAD BAGUS TEGUH PERWIRA
ANGGOTA DEWAN PENGAWAS SYARIAH
MEMBER OF SHARIA SUPERVISORY BOARD



Warga Negara Indonesia, berusia 41 tahun.
Domisili: Jakarta, Indonesia.
Anggota Dewan Pengawas Syariah Bank OCBC NISP sejak 2009.

Indonesian citizen, aged 41 years old.
Domicile: Jakarta, Indonesia.
Bank OCBC NISP Sharia Supervisory Board Member since 2009

Riwayat Pekerjaan:
Saat ini juga menjabat sebagai Pengurus Badan Pelaksana Harian Dewan Syariah Nasional – Majelis Ulama Indonesia sebagai Member of Islamic Capital Market Task Force.

Work Experience:
Currently, he also serves on the Executive Board of the National Sharia Board – Indonesian Ulema Council as an Islamic Capital Market Task Force Member.

- Rangkap Jabatan:**
- Anggota Dewan Pengawas Syariah PT Schroder Investment Management Indonesia, (2009 – sekarang)
 - Ketua Dewan Pengawas Syariah PT Aberdeen Asset Management, (2015 – sekarang)
 - Anggota Dewan Pengawas Syariah Sharia Advisory Fund Services pada Citibank N.A. (2008 – sekarang).

- Concurrent Positions:**
- Member of Sharia Supervisory Board at PT Schroder Investment Management Indonesia, (2009 – present)
 - Chairman of Sharia Supervisory Board at PT Aberdeen Asset Management (2015 – present)
 - Member of Sharia Supervisory Board at the Sharia Advisory Fund Services at Citibank.

Riwayat Pendidikan:
Lulusan S1 bidang Kajian Islam & Bahasa Arab di Universitas Al Azhar, Cairo (1999) dan S2 di bidang Ekonomi Islam di Universitas Islam Negeri Syarif Hidayatullah, Jakarta (2007).

Educational Background:
Bachelor's degree in Islamic Studies and Arabic Language from Al Azhar University, Cairo (1999), and a Master's degree in Islamic Economics from Universitas Islam Negeri Syarif Hidayatullah, Jakarta (2007).

Riwayat Penunjukan:
Penunjukan pertama kali sebagai Anggota Dewan Pengawas Syariah pada RUPST 2009, efektif tanggal 14 September 2009, dan telah beberapa kali diangkat kembali dengan pengangkatan terakhir pada RUPST 2014 dan 2017.

Appointment History:
First appointed as Sharia Supervisory Board Member at the AGMS 2009, effective as at September 14th, 2009 and has been reappointed several times with the latest appointment at the 2014 and 2017 AGMS.