

LAPORAN TAHUNAN PELAKSANAAN TATA KELOLA TERINTEGRASI 2022

2022 Annual Report of
Integrated Corporate Governance
Implementation

**Konglomerasi Keuangan OCBC di Indonesia
PT Bank OCBC NISP Tbk sebagai Entitas Utama**

OCBC Financial Conglomerate in Indonesia
PT Bank OCBC NISP Tbk as Main Entity

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1 Pendahuluan

Preface

Dalam rangka menciptakan sektor keuangan yang tumbuh secara berkelanjutan dan stabil, serta memiliki daya saing yang tinggi, perlu penerapan tata kelola yang baik di sektor jasa keuangan. Adanya Lembaga Jasa Keuangan (LJK) yang memiliki hubungan kepemilikan dan/atau pengendalian di berbagai sektor jasa keuangan telah meningkatkan kompleksitas transaksi dan interaksi antar LJK dalam Konglomerasi Keuangan ("KK") sehingga diperlukan penerapan Tata Kelola yang terintegrasi.

PT Bank OCBC NISP Tbk (selanjutnya disebut "Bank" atau "OCBC NISP") merupakan Entitas Utama ("EU") dalam KK OCBC di Indonesia dengan anggota perusahaan terelasi yaitu PT Great Eastern Life Indonesia ("GELI"), PT OCBC Sekuritas Indonesia ("PTOS"), dan PT Great Eastern General Insurance ("GEGI") yang wajib menerapkan Tata Kelola Terintegrasi secara komprehensif sesuai dengan Peraturan Otoritas Jasa Keuangan ("POJK").

Laporan tahunan pelaksanaan tata kelola terintegrasi tahun 2022 terdiri atas:

1. Laporan Penilaian Sendiri Pelaksanaan Tata Kelola Terintegrasi selama Tahun 2022.

OCBC NISP telah menyusun dan menyampaikan kepada OJK sesuai batas waktu yang ditentukan Laporan Penilaian Sendiri (*Self-Assessment*) Pelaksanaan Tata Kelola Terintegrasi untuk periode Januari-Juni dan Juli-Desember 2022.

2. Struktur KK dan Struktur Konglomerasi yang Lebih Luas.

Hubungan OCBC NISP dengan PTOS, GELI, dan GEGI dalam struktur KK OCBC di Indonesia.

3. Struktur Kepemilikan Saham pada KK OCBC di Indonesia.

To create sustainable and stable growth, as well as having high competitiveness in financial sector, the implementation of Good Corporate Governance (GCG) is necessary. The existence of Financial Services Institutions (FSIs) with ownership and/or control relationship in various financial services sectors has increased the complexity of transactions and interactions among FSIs in the Financial Conglomerate (FC), therefore the Integrated Corporate Governance is needed.

PT Bank OCBC NISP Tbk (hereinafter referred to as "Bank" or "OCBC NISP") is the Main Entity ("ME") of OCBC FC in Indonesia with sister companies as members namely PT Great Eastern Life Indonesia ("GELI"), PT OCBC Sekuritas Indonesia ("PTOS"), and PT Great Eastern General Insurance ("GEGI") required to implement comprehensive Integrated Governance in accordance with the Financial Services Authority Regulation ("POJK")

2022 Annual Report of Integrated Corporate Governance Impementation consists of:

1. 2022 Self-Assessment Reports on the Integrated Governance

OCBC NISP has prepared and timely submitted to OJK the Self-Assessment Reports on the Integrated Governance Implementation for the period of January-June and July-December 2022.

2. FC Structure and Wider Conglomerate Structure.

Relationships between OCBC NISP with PTOS, GELI, and GEGI in OCBC FC in Indonesia.

3. Share Ownership Structure in OCBC FC in Indonesia.

<p>Pihak-pihak yang menjadi pemegang saham dari LJK dalam KK OCBC di Indonesia sampai dengan pemegang saham pengendali terakhir (<i>ultimate shareholder</i>).</p>	<p>The shareholders of FSIs in the OCBC FC in Indonesia up to the ultimate shareholders.</p>
<p>4. Struktur Kepengurusan pada EU dan LJK.</p>	<p>4. Management Structure in the ME and FSIs.</p>
<p>Pihak-pihak yang menjadi pengurus pada OCBC NISP, PTOS, GELI, dan GEGI dalam KK OCBC di Indonesia.</p>	<p>The Management of OCBC NISP, PTOS, GELI, and GEGI in OCBC FC in Indonesia.</p>
<p>5. Kebijakan Transaksi Intra-Grup</p>	<p>5. Intra-Group Transaction Policy</p>
<p>Kebijakan Transaksi Intra-Grup yang memuat kebijakan untuk mengidentifikasi, mengelola, dan memitigasi transaksi intra-grup.</p>	<p>Intra-Group Transaction Policy to identify, manage and mitigate intra-group transactions.</p>
<p>6. Laporan Tahunan Pelaksanaan Tata Kelola Bank OCBC NISP tahun 2022</p>	<p>6. Annual Report on the Implementation of Bank OCBC NISP's Corporate Governance Year 2022</p>
<p>Laporan Tahunan Pelaksanaan Tata Kelola Terintegrasi selain memuat informasi sebagaimana dimaksud pada angka 1 sampai dengan 5 di atas, memuat pula cakupan Laporan Pelaksanaan Tata Kelola Bank sebagaimana diatur dalam ketentuan mengenai Penerapan Tata Kelola bagi Bank Umum.</p>	<p>In addition to the information as referred to in number 1 to 5 above, the Annual Report on the Implementation of Integrated Corporate Governance also includes the scope of the implementation on the Bank's Governance Report as stipulated in the Implementation of Good Corporate Governance for Commercial Banks.</p>

2 **Laporan Penilaian Sendiri Pelaksanaan Tata Kelola Terintegrasi Tahun 2022**

2022 Integrated Governance Implementation Self Assessment Report

OCBC NISP sebagai EU melakukan penilaian sendiri (*self-assessment*) atas penerapan Tata Kelola Terintegrasi dengan memperhatikan signifikansi dan/atau materialitas suatu permasalahan terhadap Penerapan Tata Kelola Terintegrasi pada KK dan sesuai dengan Peraturan OJK. Penilaian Penerapan Tata Kelola Terintegrasi dilakukan secara komprehensif dan terstruktur meliputi 7 (tujuh) faktor penilaian Penerapan Tata Kelola Terintegrasi, yaitu:

1. Pelaksanaan tugas dan tanggung jawab Direksi EU.

OCBC NISP, as ME, carried out a self-assessment of the implementation of Integrated Governance taking into account the significance and/or materiality of issues regarding the Implementation of Integrated Governance in the FC in accordance with POJK. Self-assessment was carried out comprehensively and structured, covering 7 (seven) evaluation factors for the Integrated Governance, namely:

1. Implementation of duties and responsibilities of the Board of Directors of ME.

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| <ol style="list-style-type: none"> 2. Pelaksanaan tugas dan tanggung jawab Dewan Komisaris EU . 3. Tugas dan tanggung jawab Komite Tata Kelola Terintegrasi (Komite TKT). 4. Tugas dan tanggung jawab Satuan Kerja Kepatuhan Terintegrasi (SKKT). 5. Tugas dan tanggung jawab Satuan Kerja Audit Intern Terintegrasi (SKAIT). 6. Penerapan Manajemen Risiko Terintegrasi. 7. Penyusunan dan pelaksanaan Pedoman Tata Kelola Terintegrasi. | <ol style="list-style-type: none"> 2. Implementation of duties and responsibilities of the Board of Commissioners of ME. 3. Duties and responsibilities of the Integrated Governance Committee (IGC). 4. Duties and responsibilities of the Integrated Compliance Working Unit (ICWU). 5. Duties and responsibilities of the Integrated Internal Audit Working Unit (IIAWU). 6. Implementation of Integrated Risk Management. 7. Preparation and implementation of Integrated Governance Guidelines. |
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Penilaian dilakukan dengan mengevaluasi struktur, proses, dan hasil pada masing-masing faktor penilaian. Penilaian sendiri (*self-assessment*) terhadap Penerapan Tata Kelola Terintegrasi dilakukan secara berkala (Semesteran). Berdasarkan hasil penilaian tersebut, EU menyusun Laporan Penilaian Sendiri Pelaksanaan Tata Kelola Terintegrasi yang ditandatangani oleh Presiden Direktur EU dan Direktur Kepatuhan EU.

Assessment was done by evaluating the structure, process, and outcome of each assessment factor. Self assessment of the Implementation of Integrated Governance was conducted periodically (semi annual). Based on self-assessment result, the ME prepared Integrated Governance Self-Assessment Report, signed by the President Director and Compliance Director of ME.

Berikut kesimpulan Laporan Penilaian Pelaksanaan Tata Kelola Terintegrasi untuk posisi Desember 2022, antara lain:

Below are the conclusions of the Integrated Governance Implementation Assessment Report for the period of December 2022:

Struktur Tata Kelola

Corporate Governance Structure

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| <ol style="list-style-type: none"> 1. Struktur Direksi EU telah memenuhi ketentuan yang berlaku dan memadai untuk melaksanakan tugas dan tanggung jawabnya. Kecukupan struktur meliputi jumlah anggota, integritas dan kompetensi. Kecukupan infrastruktur meliputi telah tersedianya Pedoman Tata Kelola Terintegrasi dan ketentuan terkait tugas dan tanggung jawab Direksi EU juga telah memadai. 2. Struktur Dewan Komisaris EU telah memenuhi ketentuan yang berlaku dan memadai untuk melaksanakan tugas dan tanggung jawabnya. Kecukupan struktur meliputi jumlah anggota, jumlah Komisaris Independen, integritas, dan kompetensi. Kecukupan infrastruktur dalam hal kebijakan dan prosedur serta pelaksanaan tugas dan tanggung jawab Dewan Komisaris EU telah memadai pula. | <ol style="list-style-type: none"> 1. The structure of the Board of Directors of ME has met the applicable regulations and is adequate to carry out its duties and responsibilities. Adequacy of structure includes number of members, integrity and competence of the Board of Directors of ME. The adequacy of infrastructure in terms of policies and procedures related to the Board of Directors of ME is also adequate. 2. The structure of the Board of Commissioner of ME has met applicable regulations and is adequate to carry out its duties and responsibilities. Adequacy of structure includes number of members, number of Independent Commissioners, integrity, and competence. The adequacy of infrastructure in terms of policies and procedures as well as the |
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- implementation of duties and responsibilities the the Board of Commissioners of ME is also adequate.
3. Struktur Komite TKT telah memenuhi ketentuan yang berlaku dan memadai untuk melaksanakan tugas dan tanggung jawabnya. Kecukupan struktur meliputi jumlah anggota, jumlah Komisaris Independen yang mewakili dan ditunjuk dari LJK, serta integritas dan kompetensi. Kecukupan infrastruktur dalam hal kebijakan, prosedur, serta tugas dan tanggung jawab KTKT juga telah memadai.
 4. EU telah memiliki SKKT yang independen dengan satuan kerja operasional (*risk taking unit*). Pelaksanaan tugas kepatuhan terintegrasi dilakukan oleh Satuan Kerja Kepatuhan yang didukung oleh sumber daya yang telah memenuhi persyaratan yang ditetapkan.
 5. EU telah memiliki SKAIT yang independen dari fungsi operasional dan memiliki sumber daya anggota SKAIT yang berkualitas dan telah memenuhi persyaratan yang ditetapkan.
 6. EU telah memiliki struktur organisasi manajemen risiko yang memadai untuk mendukung penerapan manajemen risiko terintegrasi yaitu Satuan Kerja Manajemen Risiko Terintegrasi ("SKMRT") dan Komite Manajemen Risiko Terintegrasi ("KMRT"). Infrastruktur dalam hal kebijakan dan prosedur telah tersedia antara lain yaitu Kebijakan Manajemen Risiko Terintegrasi, Kebijakan Profil Risiko Terintegrasi, Kebijakan Pelaksanaan Manajemen Risiko Terintegrasi, Kebijakan Manajemen Permodalan Terintegrasi, Kebijakan Transaksi Intra-Grup, dan Prosedur Pengelolaan Permodalan Terintegrasi. Kebijakan-kebijakan dan prosedur tersebut telah disetujui oleh Direksi EU dan Dewan Komisaris EU, serta telah dilakukan kaji ulang secara berkala dan disampaikan kepada pihak terkait di EU dan kepada masing-masing LJK.
3. The IGC structure has met the applicable regulations and is adequate to carry out its duties and responsibilities. Adequacy of structure includes total members, number of Independent Commissioners who represent the FSIs, as well as integrity and competence. The adequacy of infrastructure in terms of policies, procedures, as well as the duties and responsibilities of IGC is also adequate.
 4. The ME has ICWU which is independent from the operational working unit (risk taking unit). The implementation of integrated compliance function is carried out by the Regulatory Compliance Division supported with adequate resources which have met the stipulated requirements.
 5. The ME has IIAWU which is independent from the operational function and its members have met the stipulated requirements.
 6. The ME has adequate Risk Management organization structure to support integrated risk management implementation, which consists of Integrated Risk Management Working Unit (IRMWU) and Integrated Risk Management Committee (IRMC). The adequacy of infrastructure in term of policies are also adequate which consist of Policies of Integrated Risk Management, Integrated Risk Profile, Implementation of Integrated Risk Management, Integrated Capital Management, Intra-Group Transaction, and Integrated Capital Management Procedures. Those policies and procedure have been approved by the Board of Directors of ME and the Board of Commissioners of ME, reviewed regularly, as well as circulated to related parties in the ME and to each FSI.

7. EU telah memiliki Pedoman Pelaksanaan Tata Kelola Terintegrasi yang meliputi Kerangka Tata Kelola Terintegrasi bagi EU dan bagi LJK. Terdapat pula Piagam Korporasi (*Corporate Charter*) yang merupakan perjanjian antara EU dan LJK yang mengatur tentang tugas dan tanggung jawab EU dan LJK.
7. The ME already has Integrated Governance Charter which consist of Integrated Governance for ME and FSIs. There is also Corporate Charter which is an agreement between the ME and FSIs which regulates the duties and responsibilities of the ME and FSIs.

Proses Tata Kelola

1. Direksi EU telah melaksanakan tugas dan tanggung jawabnya secara efektif antara lain dengan mengarahkan, memantau, dan mengevaluasi pelaksanaan Pedoman Tata Kelola Terintegrasi, serta menindaklanjuti temuan audit dan rekomendasi dari SKAIT, auditor eksternal, hasil pengawasan OJK dan hasil pengawasan otoritas lainnya.
2. Pengawasan Dewan Komisaris EU atas pelaksanaan tugas dan tanggung jawab Direksi EU dilakukan antara lain melalui Rapat Dewan Komisaris EU. Sementara itu, Evaluasi Pedoman Tata Kelola Terintegrasi telah dilakukan dan disetujui pada Semester 2-2020.
3. Komite TKT telah mengevaluasi pelaksanaan TKT paling sedikit melalui penilaian kecukupan pengendalian intern dan pelaksanaan fungsi kepatuhan secara terintegrasi antara lain di dalam Rapat-rapat Komite TKT.
4. SKKT telah melakukan pemantauan dan evaluasi pelaksanaan Fungsi Kepatuhan pada masing-masing LJK antara lain melalui rapat koordinasi triwulanan dan *assurance* secara berkala atas pelaksanaan fungsi kepatuhan dan penerapan Tata Kelola di masing-masing LJK.
5. SKAIT telah melakukan pemantauan yang memadai atas kinerja Satuan Kerja Audit Intern masing-masing LJK.

Corporate Governance Process

1. The Board of Directors of ME has effectively carried out its duties and responsibilities, among others by directing, monitoring and evaluating the implementation of the Integrated Governance Guidelines, as well as followed up of audit findings and recommendations from IIAWU, external auditor, the supervisory results of OJK and other authorities.
2. The Board of Commissioners of ME oversights on the implementation of the Board of Directors of ME's duties and responsibilities is carried out among others through the Board of Commissioners of ME meeting. Meanwhile, the evaluation of the Integrated Governance Guidelines has been carried out and approved in Semester 2 – 2020.
3. The IGC has evaluated the implementation of Integrated Governance at least through the assessment of the adequacy of internal control and the implementation of the integrated compliance function, among others, in the IGC meetings.
4. ICWU has carried out its function to monitor the implementation of the compliance function in each FSI through FSI Quarterly Update, coordination meetings, implementation of assurance and discussion of the results of assurance on the implementation of the compliance function and the governance implementation in each FSI.
5. IIAWU has carried out adequate monitoring of the Internal Audit Working Unit performance of each FSI.

6. SKMRT secara aktif melakukan koordinasi dengan satuan kerja yang melaksanakan fungsi manajemen risiko pada masing-masing LJK terkait pelaksanaan manajemen risiko terintegrasi dalam KK. EU dan masing-masing LJK telah menyepakati kerangka acuan kerja atau *terms of reference* (TOR) terkait penerapan Manajemen Risiko Terintegrasi untuk memperkuat proses tata kelola manajemen risiko dalam KK serta meningkatkan pemantauan EU terhadap pelaksanaan manajemen risiko di LJK. Unit Kerja APU-PPT EU juga telah memberikan pemahaman penerapan program APU-PPT pada Unit Kerja/Fungsi APU-PPT di masing-masing LJK. Terkait dengan pandemi COVID-19, EU beserta seluruh LJK dalam KK melakukan langkah-langkah manajemen risiko dengan menerapkan protokol kesehatan sesuai arahan yang diberikan pemerintah dan regulator.
7. Pelaksanaan proses Tata Kelola Terintegrasi oleh EU dan LJK telah mengacu pada Pedoman TKT dan Piagam Korporasi.
6. IRMWU actively coordinates with the Risk Management Work Unit in each FSIs regarding the implementation of integrated risk management in the FC. ME and each FSI have agreed on terms of reference (TOR) related to the implementation of Integrated Risk Management to strengthen risk management governance processes in FC and to increase supervision of ME on the implementation of risk management at FSIs. The ME has also provided an understanding of AML-CFT implementation to AML-CFT Unit in each FSI. In relation to the COVID-19 pandemic, the ME and all FSIs in the FC have undertaken risk management measures by implementing health protocols according to the direction from the Government and regulators
7. The implementation of the Integrated Governance process by ME and FSIs is in accordance with the Integrated Governance Charter.

Hasil Tata Kelola

1. Direksi EU telah memastikan bahwa temuan audit dan rekomendasi dari SKAIT, auditor eksternal, hasil pengawasan OJK, dan hasil pengawasan otoritas lainnya terhadap LJK telah ditindak lanjuti oleh LJK dalam KK.
2. Hasil rapat Dewan Komisaris EU, Direksi EU, Komite TKT, dan KMRT telah dituangkan dalam risalah rapat dan didokumentasikan dengan baik, termasuk pengungkapan secara jelas *dissenting opinions* (bila ada) beserta alasannya yang terjadi dalam rapat-rapat tersebut. Rekomendasi hasil pengawasan Dewan Komisaris EU atas pelaksanaan tugas dan tanggung jawab Direksi EU, penerapan Tata Kelola Terintegrasi, dan hasil evaluasi Pedoman Tata Kelola Terintegrasi oleh Dewan Komisaris EU telah disampaikan kepada Direksi EU,

Corporate Governance Outcome

1. The Board of Directors of ME has ensured that all audit findings and recommendations from IIAWU, external auditors, OJK and other authorities supervision results towards the FSIs have been followed up by FSIs in the FC.
2. The results of the Board of Commissioners of ME, the Board of Directors of ME, IGC, and IRMC meetings have been stated in the minutes of the meetings and are well documented, including clear disclosure of dissenting opinions (if any) along with the reasons that occurred in the meetings. Recommendations on the results of supervision by the Board of Commissioners of ME on the implementation of the duties and responsibilities of the Board of Directors ME, the implementation of Integrated Governance, and the evaluation results

antara lain melalui rapat Dewan Komisaris EU.

3. Rekomendasi penyempurnaan Pedoman Tata Kelola Terintegrasi telah diberikan Komite TKT dan telah disetujui Dewan Komisaris EU. Hasil rapat Komite TKT telah pula dituangkan dalam risalah rapat dan didokumentasikan dengan baik, termasuk pengungkapan secara jelas *dissenting opinions* (jika ada) beserta alasannya.
4. SKKT telah menyusun dan menyampaikan Laporan Pelaksanaan Tugas dan Tanggung Jawab kepada Direktur yang membawahkan Fungsi Kepatuhan EU. Laporan Hasil *Assurance* penerapan Tata kelola pada masing-masing LJK telah disampaikan dalam rapat Direksi EU, Komite TKT, dan Dewan Komisaris EU.
5. SKAIT telah bertindak obyektif dan independen dalam melakukan pemantauan pelaksanaan audit intern kepada LJK. Berdasarkan hasil pemantauan SKAIT, mekanisme dan proses pemantauan atas pelaksanaan audit intern di masing-masing LJK telah berjalan memadai dan tindak lanjut atas temuan audit telah diselesaikan oleh LJK tepat waktu.
6. Penilaian Profil Risiko Terintegrasi KK OCBC di Indonesia selama tahun 2022 dinilai sangat baik dan efektif sesuai dengan karakteristik dan kompleksitas usaha KK, dimana risiko inheren dapat dikelola dengan sangat baik di tingkat yang rendah dan didukung oleh kualitas penerapan manajemen risiko terintegrasi yang sangat memadai. Pengawasan aktif Dewan Komisaris EU dan Direksi EU terhadap pelaksanaan kebijakan dan strategi manajemen risiko dilakukan secara efektif melalui pelaporan yang diberikan oleh Satuan Kerja Manajemen Risiko Terintegrasi secara berkala

of the Integrated Governance Guidelines by the Board of Commissioners of ME has been submitted to the Board of Directors of ME, among others through the Board of Commissioners of ME meetings.

3. Recommendations for the improvement of the Integrated Governance Charter had been made and approved by the Board of Commissioners of ME. The results of the IGC meeting have been recorded in the minutes of the meetings and are well documented, including the clear disclosure of dissenting opinions (if any) along with the reasons.
4. ICWU has prepared and submitted the Implementation of Duties and Responsibilities Report to the ME's Director in charge of the Compliance Function. Assurance Result Report on the implementation of Governance in each FSI has been presented in the Board of Directors of ME meetings, IGC Meeting, and Board of Commissioners of ME meetings.
5. IIAWU has acted objectively and independently in monitoring the implementation of internal audit at FSIs. Based on IIAWU's observation, the monitoring process mechanism for the implementation of internal audit at each FSI has been running adequately and follow ups on the audit findings have been resolved timely by FSIs.
6. 2022 Integrated Risk Profile Assessment of OCBC FC in Indonesia is considered very good and effective in accordance with the characteristics and complexity of the business of the FC. Inherent risk can be managed very well at a low level and is supported by a very adequate quality of integrated risk management implementation. The Board of Commissioners and Board of Directors of ME's active supervision on the implementation of risk management policies and strategies is carried out effectively by the Integrated Risk Management Unit through regular or ad-

maupun yang sifatnya *ad-hoc* apabila terjadi kejadian risiko yang signifikan.

ad-hoc report in the event of a significant risk event occurs.

7. EU dan LJK dalam KK telah menerapkan prinsip-prinsip tata kelola yang baik sesuai dengan Pedoman Tata Kelola Terintegrasi dan ketentuan yang mengatur tentang Penerapan Tata Kelola pada masing-masing LJK.

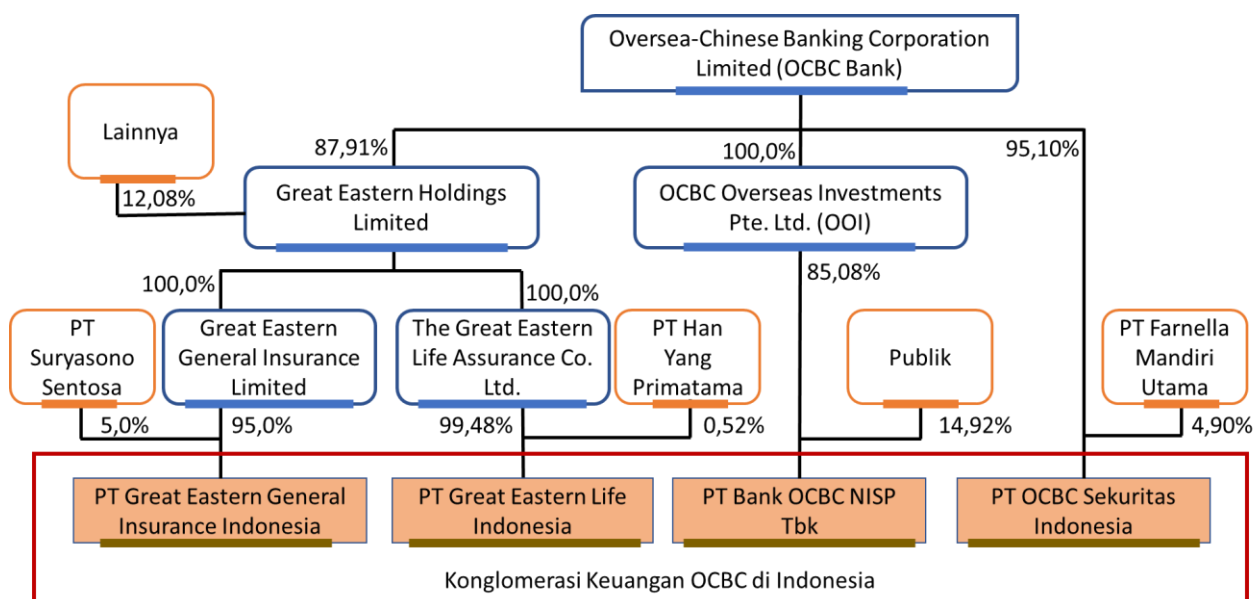
7. The ME and FSIs have implemented good governance principles in accordance with the Integrated Governance Charter and the provisions governing the Implementation of Corporate Governance in each FSI.

Berdasarkan penilaian sendiri Tata kelola Terintegrasi yang dilakukan oleh EU, peringkat pelaksanaan TKT untuk posisi Desember 2022 adalah 1 (satu) yaitu KK dinilai telah melakukan Penerapan Tata Kelola Terintegrasi dengan **Sangat Baik**. Hal ini tercermin dari pemenuhan yang sangat memadai atas Penerapan Prinsip TKT. Apabila terdapat kelemahan dalam Penerapan TKT, secara umum kelemahan tersebut tidak signifikan dan dapat segera dilakukan perbaikan oleh EU dan/atau LJK.

Based on Integrated Governance Self-Assessment conducted by ME, the implementation of the Integrated Governance as of December 2022 is 1 (one) or **Very Good**. This is reflected in the very adequate fulfillment of the implementation of the Integrated Governance Principles. Should there be any weaknesses in the Integrated Governance Principles, in general those weaknesses are not significant and can be immediately corrected by the ME and/or FSIs.

3 Struktur Konglomerasi Keuangan, Struktur Konglomerasi yang Lebih Luas, serta Struktur Kepemilikan Saham pada Konglomerasi Keuangan OCBC di Indonesia

Financial Conglomerate Structure, Wider Conglomerate Structure, and Share Ownership Structure of OCBC Financial Conglomerate in Indonesia



Penjelasan:

Komposisi kepemilikan saham pada:

Explanation:

Composition of share ownership in:

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| <ol style="list-style-type: none"> 1. OCBC NISP (sebagai EU), mayoritas sahamnya atau 85,08% saham dimiliki oleh OCBC Overseas Investment Pte. Ltd. (OOI) (Singapura) dan 14,92% saham dimiliki oleh masyarakat. 2. PT Great Eastern Life Indonesia (GELI) sebagai LJK terelasi, mayoritas sahamnya atau 95,48% saham dimiliki oleh The Great Eastern Life Assurance Company Limited (Singapura) dan 0,52% saham dimiliki oleh PT Han Yang Primatama (Indonesia). 3. PT OCBC Sekuritas Indonesia (PTOS) sebagai LJK terelasi, mayoritas sahamnya atau 95,10% saham dimiliki oleh OCBC Bank (Singapura) dan 4,90% saham dimiliki oleh PT Farnella Mandiri Utama (Indonesia). 4. PT Great Eastern General Insurance (GEGI) sebagai LJK terelasi, mayoritas sahamnya atau 95,0% saham dimiliki oleh Great Eastern General Insurance Limited (Singapura) dan 5,0% saham dimiliki oleh PT Suryasono Sentosa. | <ol style="list-style-type: none"> 1. OCBC NISP (as the ME), the majority of its shares or 85.08% of the shares are owned by OCBC Overseas Investment Pte. Ltd. (OOI) (Singapore) and 14.92% shares are owned by the public. 2. PT Great Eastern Life Indonesia (GELI) as a related FSI, the majority of its shares or 95.48% shares are owned by The Great Eastern Life Assurance Company Limited (Singapore) and 0.52% shares are owned by PT Han Yang Primatama (Indonesia). 3. PT OCBC Sekuritas Indonesia (PTOS) as a related FSI, the majority of its shares or 95.1% shares are owned by OCBC Bank (Singapore) and 4.90% shares are owned by PT Farnella Mandiri Utama (Indonesia). 4. PT Great Eastern General Insurance (GEGI) as a related FSI, the majority of its shares or 95.0% shares are owned by Great Eastern General Insurance Limited (Singapore) and 5.0% shares are owned by PT Suryasono Sentosa. |
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4 Struktur Kepengurusan pada Entitas Utama dan Lembaga Jasa Keuangan

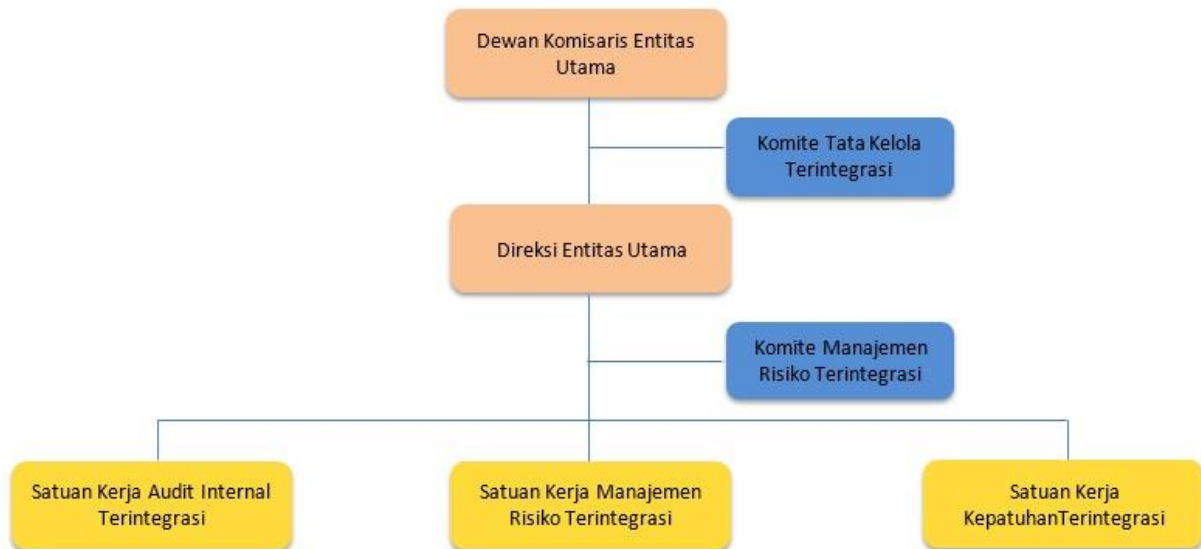
Management Structure in Main Entity and Financial Services Institutions

STRUKTUR KEPENGURUSAN PADA EU DALAM KK OCBC DI INDONESIA

Struktur Kepengurusan pada KK OCBC di Indonesia yaitu, OCBC NISP sebagai EU dengan GELI, PTOS, dan GEGI sebagai pihak terelasi saling bekerja sama dalam memenuhi dan menerapkan Tata Kelola Terintegrasi dengan baik dan sesuai dengan ketentuan yang berlaku. Untuk memenuhi hal tersebut, EU dalam KK OCBC di Indonesia memiliki struktur kepengurusan dalam rangka menerapkan dan sekaligus memastikan penerapan Tata Kelola Terintegrasi. Struktur kepengurusan KK OCBC di Indonesia, yaitu sebagai berikut:

MANAGEMENT STRUCTURE OF THE ME IN THE OCBC FC IN INDONESIA

The management structure of the OCBC FC in Indonesia, namely, OCBC NISP as the ME with GELI, PTOS, and GEGI as related parties, work together to fulfill and implement Integrated Governance properly and in accordance with applicable regulations. To fulfill this, the ME in the OCBC FC in Indonesia has a management structure in order to implement and at the same time ensure the implementation of Integrated Governance. The management structure of the OCBC FC in Indonesia is as follows:



DEWAN KOMISARIS EU

Dewan Komisaris EU bertanggung jawab untuk melakukan pengawasan atas penerapan tata kelola terintegrasi dalam KK dan memastikan penerapan manajemen risiko terintegrasi sesuai dengan karakteristik dan kompleksitas usaha KK.

Struktur Dewan Komisaris Entitas Utama per 31 Desember 2022 adalah sebagai berikut:

THE BOARD OF COMMISSIONERS OF ME

The Board of Commissioners of ME is responsible for supervising the implementation of integrated governance in the FC and ensuring the implementation of integrated risk management in accordance with the characteristics and business complexity of the FC.

The structure of the Board of Commissioners ME's as of 31 December 2022 was as follows:

No.	Nama Name	Jabatan Position
1.	Pramukti Surjaudaja	Presiden Komisaris President Commissioner
2.	Helen Wong	Komisaris Commissioner
3.	Lai Teck Poh	Komisaris Commissioner
4.	Kwan Chiew Choi	Komisaris Independen Independent Commissioner
5.	Na Wu Beng	Komisaris Commissioner
6.	Jusuf Halim	Komisaris Independen Independent Commissioner
7.	Betti S. Alisjahbana	Komisaris Independen Independent Commissioner
8.	Rama P. Kusumaputra	Komisaris Independen Independent Commissioner

Berdasarkan hasil keputusan Rapat Umum Pemegang Saham Bank OCBC NISP tanggal 11 April 2023, Struktur Dewan Komisaris EU adalah sebagai berikut:

Based on the resolution of Bank OCBC NISP General Meeting of Shareholders' held on 11 April 2023, the structure of the Board of Commissioners of ME is as follows:

No.	Nama Name	Jabatan Position
1.	Pramukti Surjaudaja	Presiden Komisaris President Commissioner
2.	Helen Wong	Komisaris Commissioner
3.	Lai Teck Poh	Komisaris Commissioner
4.	Kwan Chiew Choi *)	Komisaris Independen Independent Commissioner
5.	Na Wu Beng	Komisaris Commissioner

6.	Jusuf Halim	Komisaris Independen	Independent Commissioner
7.	Betti S. Alisjahbana	Komisaris Independen	Independent Commissioner
8.	Rama P. Kusumaputra	Komisaris Independen	Independent Commissioner
9.	Nicholas Tan **)	Komisaris Independen	Independent Commissioner

Catatan:

- *) Masa jabatan hingga tanggal efektif Komisaris Independen baru.
Term of office until the effective date of the new Independent Commissioner.
- **) Efektif setelah mendapat persetujuan OJK.
Effective after the OJK approval.

DIREKSI EU

Direksi EU bertanggung jawab untuk memastikan penerapan tata kelola terintegrasi dalam KK dan penerapan manajemen risiko terintegrasi sesuai dengan karakteristik dan kompleksitas usaha KK.

Struktur Direksi EU per 31 Desember 2022 adalah sebagai berikut:

THE BOARD OF DIRECTORS of ME

The Board of Directors of ME is responsible for ensuring the implementation of integrated governance in the FC and the implementation of integrated risk management in accordance with the characteristics and complexity of the FC's business.

The Board of Directors of ME structure as of 31 December 2022 was as follows:

No.	Nama Name	Jabatan Position
1.	Parwati Surjaudaja	Presiden Direktur President Director
2.	Emilya Tjahjadi	Direktur Director
3.	Hartati	Direktur Director
4.	Martin Widjaja	Direktur Director
5.	Andrae Krishnawan W.	Direktur Director
6.	Johannes Husin	Direktur Director
7.	Joseph Chan Fook Onn	Direktur Director
8.	Ka Jit	Direktur Director
9.	Lili S. Budiana	Direktur Director

KOMITE TATA KELOLA TERINTEGRASI (KTKT)

KTKT mempunyai tugas dan tanggung jawab paling sedikit:

1. Mengevaluasi pelaksanaan Tata Kelola Terintegrasi, paling sedikit melalui penilaian kecukupan pengendalian intern dan pelaksanaan fungsi kepatuhan secara terintegrasi.
2. Memberikan rekomendasi kepada Dewan Komisaris EU untuk penyempurnaan Pedoman Tata Kelola Terintegrasi.

Susunan anggota KTKT per 31 Desember 2022 sebagai berikut:

INTEGRATED GOVERNANCE COMMITTEE (IGC)

IGC has at least the following duties and responsibilities:

1. Evaluating the implementation of Integrated Governance, at least through an assessment of the adequacy of internal control and the implementation of an integrated compliance function.
2. Provide recommendations to the Board of Commissioners of the ME for the improvement of the Integrated Governance Guidelines.

The composition of IGC members as of December 31, 2022 is as follows:

No.	Posisi dalam Komite Position in the Committee	Posisi di LJK Position in FSI	Nama Name
1.	Ketua merangkap Anggota Chairman concurrently as Member	Komisaris Independen OCBC NISP	Jusuf Halim
2.	Anggota Member	Komisaris Independen OCBC NISP	Rama P. Kusumaputra
3.	Anggota Member	Komisaris Independen PTOS	Nancy Effendy
4.	Anggota Member	Komisaris Independen GELI	Washinton Pandapotan Sihombing
5.	Anggota Member	Komisaris Independen GEGI	Ludovicus Sensi Wondabio
6.	Anggota Member	Anggota Dewan Pengawas Syariah OCBC NISP	Mohammad Bagus Teguh Perwira
7.	Anggota Member	Pihak Independen OCBC NISP	Angeline Nangoi

KOMITE MANAJEMEN TERINTEGRASI (KMRT)

KMRT memiliki tugas dan tanggung jawab untuk membantu Direksi OCBC NISP selaku Direksi EU pada KK OCBC di Indonesia dalam menyusun Kebijakan Manajemen Risiko Terintegrasi, mengawasi pelaksanaan kebijakan serta memberikan rekomendasi mengenai hal-hal yang perlu dilakukan terkait Manajemen Risiko Terintegrasi, termasuk di dalamnya adalah Penerapan Manajemen Risiko di masing-masing LJK dalam rangka KK.

Susunan KMRT sebagai berikut:

RISIKO INTEGRATED RISK MANAGEMENT COMMITTEE (IRMC)

IRMC has the duties and responsibilities to assist the Board of Directors of OCBC NISP as the Board of Directors of ME of OCBC FC in Indonesia in formulating Integrated Risk Management Policies, overseeing the implementation of policies and providing recommendations on matters that need to be done related to Integrated Risk Management, including the Implementation of Risk Management in each FSI in the context of FC.

The composition of the IRMC is as follows:

No.	Posisi dalam Komite Position in the Committee	Posisi di LJK Position in FSI
1.	Ketua Chairman	Direktur Manajemen Risiko OCBC NISP Risk Management Director of OCBC NISP
2.	Anggota Member	Presiden Direktur GELI President Director of GELI
3.	Anggota Member	Direktur Utama PTOS President Director of PTOS
4.	Anggota Member	Presiden Direktur GEGI President Director of GEGI
5.	Anggota Member	<i>Head of Credit Risk OCBC NISP</i>
6.	Anggota Member	<i>Corporate Credit Risk Management Division Head OCBC NISP</i>
7.	Anggota Member	<i>Market and Liquidity Risk Management Division Head OCBC NISP</i>

8.	Anggota Member	<i>Operational Risk Management Division Head OCBC NISP</i>
9.	Anggota Member	<i>Risk Policy Head OCBC NISP (Secretary)</i>

SATUAN KERJA AUDIT INTERNAL TERINTEGRASI (SKAIT)

SKAI Bank OCBC NISP ditunjuk sebagai SKAIT dalam KK OCBC di Indonesia. SKAIT adalah satuan kerja yang independen dan bertanggung jawab secara langsung kepada Presiden Direktur EU, serta tidak langsung kepada Dewan Komisaris EU. Tugas dan tanggung jawab SKAIT adalah untuk memantau pelaksanaan dan efektifitas pelaksanaan di masing-masing LJK secara terintegrasi dan menyampaikan laporan pelaksanaannya kepada Direktur yang ditunjuk untuk melakukan fungsi pengawasan terhadap KK dan Dewan Komisaris EU, serta Direktur yang membawahkan fungsi kepatuhan EU.

SATUAN KERJA KEPATUHAN TERINTEGRASI (SKKT)

Bank OCBC NISP sebagai EU telah memiliki Satuan Kerja Kepatuhan Terintegrasi (SKKT). Pelaksanaan tugas kepatuhan terintegrasi dilakukan oleh Divisi Regulatory Compliance di OCBC NISP yang telah memenuhi ketentuan terkait Pelaksanaan Fungsi Kepatuhan bagi Bank Umum, yaitu bersifat independen terhadap satuan kerja operasional (*Risk Taking Unit*) yang tidak terlibat langsung dalam kegiatan operasional Bank. Tugas dan tanggung jawab SKKT paling sedikit adalah untuk memantau dan mengevaluasi pelaksanaan tata kelola dan fungsi kepatuhan pada masing-masing LJK dalam KK.

STRUKTUR KEPENGURUSAN PADA LJK DALAM KK OCBC DI INDONESIA

1. OCBC NISP

Susunan pengurus OCBC NISP posisi 31 Desember 2022 dan posisi 11 April 2023 seperti tertera pada halaman 12-13 pada laporan ini.

INTEGRATED INTERNAL AUDIT WORK UNIT (IIAWU)

Internal Audit Division (IAD) Bank OCBC NISP was appointed as IIAWU in the OCBC FC in Indonesia. IIAWU is an independent work unit and is responsible directly to the President Director of the ME, and indirectly to the Board of Commissioners of ME. The duties and responsibilities of IIAWU are to monitor the implementation and effectiveness of implementation in each FSI in an integrated manner and submit the implementation report to the Director in charge for oversight function of FC, the Board of Commissioners of ME, and Compliance Director of ME.

INTEGRATED COMPLIANCE WORKING UNIT (ICWU)

Bank OCBC NISP as the ME already has an Integrated Compliance Unit (ICWU). The implementation of the integrated compliance duties are carried out by the Regulatory Compliance Division at OCBC NISP which has complied with the provisions related to the Implementation of the Compliance Function for Commercial Banks, which is independent from the operational work unit (*Risk Taking Unit*) which is not directly involved in the Bank's operational activities. The duties and responsibilities of ICWU at least are to monitor and evaluate the implementation of the corporate governance and compliance function in each FSI in the FC.

MANAGEMENT STRUCTURE OF FSI IN OCBC FC IN INDONESIA

1. OCBC NISP

The composition of OCBC NISP Management as of December 31, 2022 and as of 11 April 2023 as stated on page 12-13 of this report.

2. PTOS

Susunan pengurus PTOS posisi 31 Desember 2022 sebagai berikut:

2. PTOS

The composition of PTOS Management as of December 31, 2022 is as follows:

Dewan Komisaris | The Board of Commissioners

No.	Nama Name	Jabatan Position
1.	He Shaoqin	Komisaris Utama President Commissioner
2.	Gan Kok Kim	Komisaris Commissioner
3.	Nancy Effendy	Komisaris Independen Independent Commissioner

Direksi | The Board of Directors:

No.	Nama Name	Jabatan Position
1.	Betty Goenawan	Direktur Utama President Director
2.	Livius Nurtanio	Direktur Director
3.	Djamdjani	Direktur Director

Sesuai dengan hasil keputusan Pemegang Saham dan persetujuan OJK, susunan pengurus PTOS posisi 9 Februari 2023 sebagai berikut:

Based on shareholders resolution and approval from OJK, the composition of PTOS Management as of February 9th, 2023 is as follows:

Dewan Komisaris | The Board of Commissioners

No.	Nama Name	Jabatan Position
1.	He Shaoqin	Komisaris Utama President Commissioner
2.	Gan Kok Kim	Komisaris Commissioner
3.	Nancy Effendy	Komisaris Independen Independent Commissioner

Direksi | The Board of Directors:

No.	Nama Name	Jabatan Position
1.	Betty Goenawan	Direktur Utama President Director
2.	Djamdjani	Direktur Director
3.	Shiantaraga	Direktur Director

3. GELI

Susunan pengurus GELI posisi 31 Desember 2022 sebagai berikut:

3. GELI

The composition of GELI Management as of December 31, 2022 is as follows:

Dewan Komisaris | The Board of Commissioners

No.	Nama Name	Jabatan Position
1.	Khor Hock Seng	Presiden Komisaris President Commissioner
2.	Lilies Handayani	Komisaris Independen Independent Commissioner
3.	Wasinthon P. Sihombing	Komisaris Independen Independent Commissioner
4.	Cheong Kwok Leong	Komisaris Commissioner

Direksi | The Board of Directors:

No.	Nama Name	Jabatan Position
1.	Lien Cheong Clement Kiat	Presiden Direktur President Director
2.	Fauzi	Direktur Director
3.	Yungki Aldrin	Direktur Kepatuhan Compliance Director

4.	Nina	Direktur Director
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4. GEGI

Susunan pengurus GEGI posisi 31 Desember 2022 sebagai berikut:

4. GEGI

The composition of GEGI Management as of December 31, 2022 is as follows:

Dewan Komisaris | The Board of Commissioners

No.	Nama Name	Jabatan Position
1.	Khor Hock Seng	Presiden Komisaris President Commissioner
2.	Jimmy Tong Teng Wah	Komisaris Commissioner
3.	Ludovicus Sensi Wondabio	Komisaris Independen Independent Commissioner
4.	Rinie Winarsih	Komisaris Independen Independent Commissioner

Direksi | The Board of Directors:

No.	Nama Name	Jabatan Position
1.	Aziz Adam Sattar	Presiden Direktur President Director
2.	Linggawati Tok	Direktur Director
3.	Andy Soen	Direktur Director
4.	Lee Pooi Hor	Direktur Director

5 Kebijakan Transaksi Intra-Grup

Intra-Group Transaction Policy

Risiko Transaksi Intra-Group adalah risiko akibat ketergantungan suatu entitas baik secara langsung maupun tidak langsung terhadap entitas lainnya dalam satu KK, baik dalam rangka pemenuhan kewajiban perjanjian tertulis maupun tidak tertulis dan baik yang diikuti maupun tidak diikuti perpindahan dana. Dalam rangka memitigasi risiko transaksi intra-group dalam KK, EU telah menyusun Kebijakan Transaksi Intra-Grup yang mengatur bahwa masing-masing LJK dalam KK harus dapat mengidentifikasi, mengelola dan memitigasi transaksi intra-grup.

Intra-Group Transaction Risk is the risk due to the dependency of an entity either directly or indirectly on other entities in one FC, both in the context of fulfilling written and unwritten agreement obligations and whether or not the transfer of funds is followed. In order to mitigate the intra-group risk transactions within the FC, the ME has prepared an Intra-Group Transaction Policy which stipulates that each FSI in the FC must be able to identify, manage and mitigate intra-group transactions.

Identifikasi Transaksi Intra-grup

1. Masing-masing LJK dalam KK harus mengidentifikasi transaksi-transaksi yang dapat dikategorikan sebagai transaksi intra-grup, meliputi:
 - a. Kepemilikan silang antar LJK dalam KK.
 - b. Jaminan, pinjaman, dan komitmen yang diberikan atau diperoleh suatu LJK dari LJK lain dalam KK.
 - c. Eksposur kepada pemegang saham pengendali, termasuk eksposur

Identification of Intra-group Transactions

1. Each FSI in the FC must identify transactions that can be categorized as intra-group transactions, including:
 - a. Cross ownership between FSIs in FC.
 - b. Collaterals, loans, and commitments given or obtained by a FSI from another FSI in the FC.
 - c. Exposures to controlling shareholders, including loan and off-

- pinjaman dan *off-balance sheet* seperti jaminan dan komitmen.
- d. Pembelian atau penjualan aset kepada LJK lain dalam satu KK.
 - e. Transfer risiko melalui reasuransi kepada LJK lain dalam satu KK; dan/atau
 - f. Transaksi untuk mengalihkan eksposur risiko pihak ketiga di antara LJK dalam satu KK.
2. Persetujuan transaksi intra-grup yang telah diidentifikasi harus mengikuti prosedur internal yang berlaku di masing-masing LJK.
 3. Dalam melakukan identifikasi risiko yang dapat ditimbulkan dari transaksi intra-grup, beberapa faktor berikut harus dipertimbangkan, antara lain:
 - a. Benturan kepentingan yang berasal dari transaksi intra-grup.
 - b. Pemenuhan *Arm's Length Principle* (azas kewajaran transaksi).
 - c. Dampak transaksi kepada kinerja keuangan LJK dalam KK.
 - d. Kepatuhan terhadap undang-undang dan regulasi yang berlaku.
- balance sheet exposures such as guarantees and commitments.
- d. Purchase or sale of assets to other FSI in one FC.
 - e. Transfer of risk through reinsurance to other FSI in one FC; and/or
 - f. Transactions to transfer third party risk exposure among FSIs in one FC.
2. Approval of identified intra-group transactions must follow the internal procedures applicable in each FSI.
 3. In identifying the risks that may arise from intra-group transactions, the following factors must be considered, such as:
 - a. Conflicts of interest from intra-group transactions.
 - b. Fulfillment of the Arm's Length Principle (the principle of fairness of the transaction).
 - c. The impact of transactions to the financial performance of FSI in the FC.
 - d. Compliance with applicable laws and regulations.

Pengelolaan Transaksi Intra-grup

1. Masing-masing LJK harus menghindari adanya benturan kepentingan dan memenuhi *Arm's Length Principle* dalam pengelolaan transaksi intra-grup. Pengungkapan benturan kepentingan harus mengikuti ketentuan yang berlaku.
2. Masing-masing LJK dalam KK harus menetapkan tingkat risiko transaksi intra-grup yang akan diambil sesuai dengan strategi dan karakteristik bisnis masing-masing LJK dan peraturan perundang-undangan yang berlaku di masing-masing sektor keuangan. Penerapan tingkat risiko transaksi intra-grup dapat dinyatakan melalui *threshold* atau batasan tingkat risiko inheren pada profil risiko.
3. Dalam pengelolaan transaksi intra-grup, harus memenuhi 4 (empat) komponen penerapan manajemen risiko, yaitu (i)

Intra-group Transaction Management

1. Each FSI must avoid conflicts of interest and comply with the Arm's Length Principle in managing intra-group transactions. Disclosure of conflicts of interest must comply with applicable regulations.
2. Each FSI in the FC must determine the level of intra-group transaction risk to be taken in accordance with the strategy and business characteristics of each FSI and the prevailing laws and regulations in each financial sector. The application of the risk level of intra-group transactions can be expressed through a threshold or limit on the level of inherent risk in the risk profile.
3. In managing intra-group transactions, it must fulfill 4 (four) components of risk management implementation, namely (i)

tata kelola risiko; (ii) kerangka manajemen risiko yang mencakup kecukupan kebijakan, prosedur, dan penetapan limit; (iii) proses manajemen risiko, kecukupan sumber daya manusia, dan kecukupan sistem informasi manajemen; serta (iv) kecukupan sistem pengendalian risiko.

4. OCBC NISP selaku EU beserta masing-masing LJK dalam KK menyusun laporan profil risiko transaksi intra-grup setiap 6 (enam) bulan untuk diinformasikan kepada Dewan Komisaris EU dan Direksi EU, serta disampaikan kepada OJK.
5. Masing-masing LJK harus melakukan pencatatan dan menyimpan dokumentasi yang lengkap dan memadai atas transaksi intra-grup yang dilakukan.

Mitigasi Transaksi Intra-grup

1. Pada setiap transaksi intra-grup, masing-masing LJK harus memastikan bahwa transaksi intra-grup tersebut masih sesuai dengan tingkat risiko yang telah ditetapkan. Apabila terjadi benturan kepentingan dan/atau peningkatan risiko yang ditimbulkan dari transaksi intra-grup, masing-masing LJK yang melakukan transaksi tersebut harus melakukan langkah mitigasi untuk meminimalisasi dampak negatif terhadap kinerja KK.
2. Mitigasi transaksi intra-grup dilakukan oleh masing-masing LJK dengan menyiapkan rencana tindak lanjut (*action plan*) untuk mengurangi peningkatan risiko transaksi intra-grup.

Mitigasi transaksi intra-grup harus sejalan dengan peraturan perundang-undangan yang berlaku di masing-masing sektor keuangan.

risk management governance ; (ii) a risk management framework that includes the adequacy of policies, procedures, and limit setting; (iii) risk management processes, adequacy of human resources, and adequacy of management information systems; and (iv) the adequacy of the risk control system.

4. OCBC NISP as the ME and each FSI in the FC prepare a risk profile report on intra-group transactions every 6 (six) months to be informed to the Board of Commissioners of ME and the Board of Directors of ME, and submitted to OJK.
5. Each FSI must record and maintain complete and adequate documentation of intra-group transactions carried out.

Intra-group Transaction Mitigation

1. In each intra-group transaction, each FSI must ensure that the intra-group transaction is still in accordance with the predetermined risk level. If there is a conflict of interest and/or increased risk arising from intra-group transactions, each FSI who conducts the transaction must take mitigation steps to minimize the negative impact on the performance of the FC.
2. Mitigation of intra-group transactions is carried out by each FSI by preparing an action plan to reduce the increased risk of intra-group transactions.

Mitigation of intra-group transactions must be in line with the prevailing laws and regulations in each financial sector.

INFORMASI PERUSAHAAN

ALAMAT PERUSAHAAN

CORPORATE INFORMATION

Addresses

PT Bank OCBC NISP Tbk

Kantor Pusat

OCBC NISP TOWER
Jl. Prof. Dr. Satrio Kav. 25
Jakarta 12940 – Indonesia
Tel. (62-21) 255 33 888
Fax. (62-21) 679 44 000
Situs Web: www.ocbcnisp.com

PT OCBC Sekuritas Indonesia

Kantor Pusat

Indonesia Stock Exchange Building
Tower 2, 29th Floor Suite 2901
Jl. Jend Sudirman Kav. 52-53
Jakarta 12190 – Indonesia
Tel. (62-21) 297 09 311
Fax. (62-21) 297 09 393
Situs Web: www.ocbcsekuritas.com

PT. Great Eastern Life Indonesia

Kantor Pusat

Menara Karya Lantai 5
Jl. HR Rasuna Said Blok X-5 Kav. 1-2
Jakarta 12950 – Indonesia
Tel. (62-21) 255 43 888
Fax. (62-21) 579 44 719
Situs Web: www.greateasternlife.com/id

PT Great Eastern General Insurance Indonesia

Kantor Pusat

Mid Plaza 2, Lt. 23
Jl. Jend. Sudirman Kav. 10-11, Jakarta 10220
Tel. (62-21) 572 3737
Fax. (62-21) 571 0547
Situs Web: www.greateasterngeneral.com/id