

PEDOMAN DAN TATA TERTIB KERJA DEWAN KOMISARIS PT BANK OKE INDONESIA Tbk

GUIDELINES AND CODE OF CONDUCT THE BOARD OF COMMISSIONERS PT BANK OKE INDONESIA Tbk

Dalam rangka meningkatkan kinerja Bank, melindungi kepentingan *stakeholders*, dan meningkatkan kepatuhan terhadap peraturan perundang undangan yang berlaku serta nilai-nilai etika yang berlaku umum pada industry perbankan, diperlukan pelaksanaan *Good Corporate Governance (GCG)*.

In order to improve the Bank's performance, protecting the interests of stakeholders, and increasing compliance with applicable laws and regulations and ethical values that are generally accepted in the banking industry, it is necessary for implementation *Good Corporate Governance (GCG)*.

Sebagai salah satu langkah awal untuk penerapan *Good Corporate Governance (GCG)* perlu diatur mengenai pedoman dan tata tertib kerja bagi Dewan Komisaris yang terdiri dari pengaturan etika kerja, waktu kerja dan pengaturan rapat sebagai berikut:

As one of the first steps for the implementation of *Good Corporate Governance (GCG)*, it is necessary to regulate the guidelines and code of conduct for the Board of commissioners which consist of work ethics, working time and meeting arrangements as follows:

Etika Kerja

1. Setiap anggota Dewan Komisaris dalam menjalankan tugasnya wajib berpedoman pada peraturan dan ketentuan yang berlaku baik yang dikeluarkan oleh pemerintah, Bank Indonesia, Otoritas Jasa Keuangan dan intern bank.
2. Setiap anggota Dewan Komisaris wajib dengan itikad baik dan penuh tanggung jawab menjalankan tugasnya untuk kepentingan Bank,
3. Setiap anggota Dewan Komisaris bertanggung jawab penuh atas pelaksanaan tugasnya sebagaimana tertuang dalam pembagian wewenang dan tanggung jawab Dewan Komisaris.
4. Setiap anggota Dewan Komisaris harus mempunyai integritas, disiplin, profesional dan memiliki tanggung jawab yang tinggi atas pelaksanaan tugasnya.
5. Setiap anggota Dewan Komisaris harus mampu menghindari benturan kepentingan khususnya yang dapat mengurangi keuntungan perusahaan.

Work Ethics

1. Each member the Board of Commissioners in carrying out their duties should be guided applicable rules and regulations issued by the government, the Financial Services Authority Bank Indonesia, Bank Indonesia and the Bank's internal.
2. Each member the Board of Commissioners obliged in good faith and full responsibility carrying out their duties for the benefit of the Bank,
3. Each member the Board of Commissioners is fully responsible for the implementation of his duties as stipulated in the distribution of authority and responsibility of the Board of Commissioners.
4. Each member the Board of Commissioners must have integrity, discipline, professional and have a high responsibility for the implementation of their duties.
5. Each member the Board of Commissioners must be able to avoid conflicts of interest especially those that can reduce the company's profit.



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6. Setiap anggota Dewan Komisaris tidak dapat memaksakan kehendak kepada pihak lain dalam pengambilan keputusan.

Waktu Kerja

1. Anggota Dewan Komisaris hadir di Bank Oke sesuai pengaturan jadwal masing-masing Komisaris.
2. Namun untuk melaksanakan tugas dan tanggung jawabnya apabila diperlukan anggota Dewan Komisaris harus menyediakan waktu yang cukup untuk kepentingan Bank.

Pengaturan Rapat

1. Dewan Komisaris wajib mengadakan rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan.
2. Tata cara dan ketentuan mengenai rapat Dewan Komisaris tidak boleh bertentangan dengan Pasal 20 Anggaran Dasar PT Bank Oke Indonesia Tbk.
3. Pengambilan keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah untuk mufakat.
4. Dalam hal keputusan musyawarah untuk mufakat tidak tercapai, maka keputusan diambil dengan pemungutan suara berdasarkan suara setuju lebih dari $\frac{1}{2}$ (satu per dua) bagian dari jumlah suara yang dikeluarkan dengan sah dalam rapat tersebut.
5. Keputusan rapat Dewan Komisaris wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir dan didokumentasikan secara baik.
6. Dalam hal terdapat anggota Dewan Komisaris yang tidak menandatangani hasil rapat pada

6. Each member the Board of Commissioners cannot impose the willing to other parties in decision making.

Office hour

1. Members the Board of Commissioners present at Bank Oke according to the schedule of each Commissioner.
2. However, to carry out their duties and responsibilities if necessary, members the Board of Commissioners must provide sufficient time for the interests of Bank.

Meeting arrangements

1. The Board of Commissioner must held a meeting at least once time in 2 (two) months.
2. The procedures and provisions regarding Board of Commissioners meetings may not conflict with Article 20 of the Articles of Association of PT Bank Oke Indonesia Tbk
3. Decision maker of the Commissioners meeting should be based on deliberation to reach consensus.
4. In the event that there is no deliberation to reach consensus, the decision is taken by voting based on agreed votes more than $\frac{1}{2}$ (one half) of the total number of votes issued by legally at the meeting.
5. The decision the Board of Commissioners meeting should be stated in the minutes of the meeting signed by all members of the Board of Commissioners
6. In the event that there are members the Board of Commissioners who have not signed the

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point 5, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.

results of the meeting in point 5, they must state the reasons in writing in a separate letter.

7. Rapat Dewan Komisaris dapat dilakukan melalui media telekonferensi atau sarana media elektronik lainnya, dengan ketentuan bahwa berita acara dalam rapat yang menggunakan media telekonferensi atau sarana media elektronik lainnya dibuat secara tertulis dan diedarkan diantara semua anggota Dewan Komisaris yang berpartisipasi dalam rapat untuk ditandatangani.
 8. Dewan Komisaris dapat juga mengambil keputusan yang sah dan mengikat tanpa mengadakan rapat Dewan Komisaris dengan ketentuan semua anggota Dewan Komisaris telah diberitahukan secara tertulis dan memberikan persetujuan mengenai usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam rapat Dewan Komisaris.
 9. Prosedur lebih lanjut mengenai mekanisme Rapat Dewan Komisaris mengacu pada Anggaran Dasar Perseroan.
7. Meetings the Board of Commissioners can be conducted through teleconference media or other electronic media facilities, provided that the minutes in a meeting using teleconferencing media or other electronic media facilities are made in writing and circulated among all members of the Board of Commissioners
 8. The Board of Commissioners may also take legal and binding decisions without holding a meeting the Board of Commissioners provided that all members of the Board of Commissioners have been notified in writing and give their approval of the proposal submitted in writing and sign the agreement. Decisions made in this way have the same strength as decisions taken legally at a meeting the Board of Commissioners.
 9. Further procedures regarding the mechanism the Board of Commissioners Meeting refer to the Company's Articles of Association.



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Demikian pedoman dan tata tertib kerja Dewan
Komisaris PT Bank Oke Indonesia Tbk,

Thus the guidliness and code of conduct the Board
of Commissioners PT Bank Oke Indonesia Tbk.

Jakarta, 26 agustus 2019



Kim In Hwan
President Commissioner



Moon Youngso
Commissioner



Andre Mirza Hartawan
Independent Commissioner