

**PEDOMAN DAN TATA TERTIB KERJA DEWAN  
KOMISARIS PT BANK OKE INDONESIA Tbk*****GUIDELINES AND CODE OF CONDUCT OF  
THE BOARD OF COMMISSIONERS OF  
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, protect the interests of stakeholders, and increase compliance with applicable laws and regulations and ethical values that are generally accepted in the banking industry, it is necessary to implement 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*****Work Ethics***

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

1. *Each member of the Board of Commissioners in carrying out their duties should be guided by applicable rules and regulations issued by the government, Bank Indonesia, the Financial Services Authority, and the Bank's internal.*
2. *Each member of the Board of Commissioners are obliged in good faith and full responsibility to carry out their duties for the benefit of the Bank.*
3. *Each member of the Board of Commissioners are fully responsible for the implementation of their duties as stipulated in the distribution of authority and responsibility of the Board of Commissioners.*
4. *Each member of the Board of Commissioners must have integrity, be discipline, professional and have a high responsibility for the implementation of their duties.*
5. *Each member of the Board of Commissioners must be able to avoid conflicts of interest especially those that can reduce the company's profit.*
6. *Each member of the Board of Commissioners cannot impose the willing to other parties in decision making.*

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1. Anggota Dewan Komisaris hadir di Bank Oke sesuai pengaturan jadwal masing-masing Komisaris.
2. Namun untuk melaksanakan tugas dan tanggung jawabnya anggota Dewan Komisaris harus menyediakan waktu yang cukup untuk kepentingan Bank yang tercermin antara lain dalam kehadiran sesuai waktu kerja yang telah ditetapkan dalam tata tertib dan tingkat kehadiran dalam rapat.

**Pengaturan Rapat**

1. Dewan Komisaris wajib mengadakan rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan.
2. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
3. Tata cara dan ketentuan mengenai rapat Dewan Komisaris tidak boleh bertentangan dengan Pasal 20 Anggaran Dasar PT Bank Oke Indonesia Tbk.
4. Pada saat rapat yang telah dijadwalkan, agenda rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan. Dalam hal terdapat apa yang diselenggarakan diluar jadwal yang telah disusun, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan.
5. Pengambilan keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah untuk mufakat.
6. Rapat Dewan Komisaris dapat dilangsungkan, sah dan berhak mengambil keputusan yang mengikat apabila dihadiri lebih dari 1/2 (satu perdua) bagian dari

**Office Hour**

1. *Members of the Board of Commissioners are present at Bank Oke according to the schedule of each Commissioner.*
2. *However, to carry out their duties and responsibilities, members of the Board of Commissioners must provide sufficient time for the interests of the Bank which is reflected, among other things, in attendance according to the working hours stipulated in the rules and regulations and the level of attendance at meetings.*

**Meeting Arrangements**

1. *The Board of Commissioners shall hold meetings at least once in 2 (two) months.*
2. *The Board of Commissioners shall hold the meetings with Board of Directors on a regular basis at least once in 4 (four) months.*
3. *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.*
4. *At the time of the scheduled meeting, the meeting agenda is submitted to the participants at least five days before the meeting is held. In the event that something is held outside the schedule that has been prepared, the meeting materials are submitted to the meeting participants at the latest before the meeting.*
5. *Decision making in the Board of Commissioners meeting should be based on deliberation to reach consensus.*
6. *The Board of Commissioners meetings can be held, are valid and have the right to make binding decisions if attended by more than 1/2 (one half) of the total number of*

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jumlah anggota Dewan Komisaris hadir atau diwakili dalam rapat.

*members of the Board of Commissioners present or represented at the meeting.*

7. 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.
  8. Keputusan rapat Dewan Komisaris wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir dan didokumentasikan secara baik.
  9. Dalam hal terdapat anggota Dewan Komisaris yang tidak menandatangani hasil rapat pada poin 6, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.
  10. 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 di antara semua anggota Dewan Komisaris yang berpartisipasi dalam rapat untuk ditandatangani.
  11. 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.
7. *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 legally at the meeting.*
  8. *The decision the Board of Commissioners meeting should be stated in the minutes of meeting signed by all members of the Board of Commissioners present and documented properly.*
  9. *In the event that there are members the Board of Commissioners who have not signed the results of the meeting in point 6, the member concerned must state the reasons in writing in a separate letter attached to the minutes of meeting.*
  10. *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 participated in the meeting to be signed.*
  11. *The Board of Commissioners may also take legal and binding decisions without holding a meeting of 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.*

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12. Prosedur lebih lanjut mengenai mekanisme Rapat Dewan Komisaris mengacu pada Anggaran Dasar Perseroan.

12. *Further procedures regarding the mechanism of the Board of Commissioners Meeting refer to the Company's Articles of Association.*

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

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

Jakarta, 13 September 2023  
*Board of Commissioners*

  
**OK! BANK**  
Indonesia  
Lim Cheol Jin  
President Commissioner

  
Sondang Martha Samosir  
Independent Commissioner

  
Chairudin  
Independent Commissioner