

**PEDOMAN DAN TATA TERTIB KERJA DIREKSI
PT BANK OKE INDONESIA Tbk****Guidelines and code of conduct The Board of
Directors PT Bank Oke Indonesia Tbk**

Direksi adalah organ perseroan yang berwenang dan bertanggung jawab penuh atas pengelolaan perseroan untuk kepentingan perseroan sesuai dengan maksud dan tujuan perseroan serta mewakili perseroan, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar.

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

Etika Kerja

1. Setiap anggota Direksi wajib dengan itikad baik dan penuh tanggung jawab menjalankan tugasnya untuk kepentingan Bank.
2. Setiap anggota Direksi dalam menjalankan tugasnya wajib berpedoman pada peraturan dan ketentuan yang berlaku baik yang dikeluarkan oleh pemerintah, Otoritas Jasa Keuangan, Bank Indonesia dan intern Bank.
3. Setiap anggota Direksi bertanggung jawab penuh atas pelaksanaan setiap keputusan yang diambil melalui rapat Direksi
4. Direksi sesuai dengan bidang tugasnya bertanggung jawab atas pelaksanaan setiap keputusan yang diambil melalui rapat Direksi.
5. Direksi bertanggung jawab atas terlaksananya pelaksanaan tindak lanjut atau langkah perbaikan atas temuan pemeriksaan internal dan eksternal.
6. Dalam menjalankan operasional Bank Direksi harus berpegang pada prinsip kehati-hatian

The Board of Directors is the organ of the company that is authorized and has full responsibility for the management of the company for the interests of the company in accordance with the aims and objectives of the company and represents the company, both inside and outside the court in accordance with the provisions of the Articles of Association.

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 Directors which consist of work ethics, working time and meeting arrangements as follows:

Work Ethics

1. Each member of the Board of Directors is required in good intention and full responsibility to carry out their duties for the benefit of the Bank.
2. Each member of the Board of Directors in carrying out their duties should be guided by applicable rules and regulations issued by the government, the Financial Services Authority, Bank Indonesia and the Bank's internal.
3. Each member of the Board of Directors is fully responsible for the implementation of each decision taken through the Board of Directors.
4. The Board of Directors in accordance with their duties is responsible for the implementation of each decision taken through the Board of Directors' meeting.
5. The Board of Directors is responsible for implementation of follow-up or corrective steps for the findings of internal and external inspection.
6. In carrying out bank operations, the Board of Directors must adhere to the principle of prudence and be aware of the importance of

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dan menyadari pentingnya penerapan *Good Corporate Governance* (GCG)

implementing *Good Corporate Governance* (GCG).

7. Setiap anggota Direksi harus mengasah diri sehingga memiliki kompetensi dan integritas yang tinggi dalam pelaksanaan tugas-tugasnya.
 8. Setiap anggota Direksi harus mampu bertindak secara profesional dan berkemampuan untuk mengelola sumber daya yang dimiliki Bank.
 9. Setiap anggota Direksi harus mampu menghindari benturan kepentingan khususnya yang dapat mengurangi keuntungan perusahaan.
 10. Setiap anggota Direksi wajib menjaga nama baik dan reputasi Bank dengan menjaga kepentingan seluruh pihak yang berkepentingan dengan Bank (seluruh stakeholders), termasuk melaksanakan seluruh komitmennya kepada pihak lain.
 11. Setiap anggota Direksi harus mampu menjaga hubungan interpersonal yang harmonis antar sesama pengurus tanpa mengabaikan sikap profesionalisme.
7. Each member of the Board of Directors must sharpen himself so that he has high competence and integrity in carrying out his duties
 8. Each member of the Board of Directors must be able to act professionally and be capable of managing the resources of the Bank
 9. Each member of the Board of Directors must be able to avoid conflicts of interest especially those that can reduce the company's profit.
 10. Each member of the Board of Directors must protect the good name and reputation of the Bank by safeguarding the interests of all parties concerned with the Bank (all stakeholders), including carrying out all of its commitments to other parties.
 11. Each member of the Board of Directors must be able to maintain a harmonious interpersonal relationship between fellow management without ignoring the attitude of professionalism.

Waktu Kerja

1. Hari kerja Direksi adalah 5 (lima) hari dalam seminggu dengan 8 (delapan) jam sehari, dari Senin sampai dengan Jumat.
2. Jam kerja Direksi mulai pukul 08.00 sampai dengan 17.00 dengan jam istirahat mulai pukul 12.00 sampai dengan 13.00 . Khusus hari Jumat diberikan kelonggaran waktu istirahat untuk menjalankan ibadah salat Jumat bagi yang muslim.

Office hour

1. Director's working day are 5 (five) days a week with 8 (eight) hours a day, from Monday to Friday.
2. Director's office hours from 08.00 until 17.00 with breaks time from 12:00 to 13:00. Specifically on Friday, they are given free time to rest on Friday prayers for Muslims

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3. Ketentuan jam kerja sebagaimana dimaksud pada poin 2 adalah jam kerja normal, namun untuk melaksanakan tugas dan tanggung jawabnya apabila diperlukan Direksi harus menyediakan waktu yang cukup tidak hanya sebatas jam kerja dimaksud.
4. Direksi mempunyai hak cuti tahunan dan cuti panjang sebagaimana aturan ketenagakerjaan pada umumnya.

3. Provisions for office hours as referred to in point 2 are normal working hours, but to carry out their duties and responsibilities if necessary the Board of Directors must provide sufficient time not only limited to the intended working hours.
4. The Board of Directors has the right to annual leave and long leave as per the labor regulations in general.

Pengaturan Rapat

1. Rapat Direksi diadakan untuk setiap pengambilan keputusan dan kebijakan-kebijakan yang bersifat strategis.
2. Tata cara dan ketentuan mengenai rapat Direksi tidak boleh bertentangan dengan Pasal 17 Anggaran Dasar PT Bank Oke Indonesia Tbk.
3. Pengambilan keputusan rapat Direksi dilakukan berdasarkan musyawarah untuk mufakat.
4. Dalam hal tidak terjadi musyawarah untuk mufakat pengambilan keputusan berdasarkan suara terbanyak.
5. Pimpinan rapat Direksi adalah Direktur Utama, namun untuk pembahasan yang terkait dengan bidang Direktur tertentu maka rapat dapat dipimpin oleh Direktur bidang dengan persetujuan Direktur Utama.
6. Hasil rapat Direksi wajib dituangkan dalam risalah rapat.
7. Perbedaan pendapat (dissenting opinions) yang terjadi harus dicantumkan dalam risalah rapat beserta alasan perbedaan pendapat tersebut.

Meeting arrangements

1. The Board of Directors meeting is held for each decision and strategic policies.
2. The procedures and provisions regarding Board of Directors meetings may not conflict with Article 17 of the Articles of Association of PT Bank Oke Indonesia Tbk
3. Decision-making meetings of the Directors are carried out based on deliberation to reach consensus.
4. In the event that there is no deliberation to reach consensus, decision making is based on majority votes
5. The led of the Board of Directors meeting is the President Director, but for discussions related to a particular Director field, the meeting can be led by the Director of the field with the approval of the President Director.
6. The results of the Board of Directors' meeting must be stated in the minutes of the meeting.
7. Dissenting opinions must occur in the minutes of the meeting along with the reasons for the dissenting opinions

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8. Segala keputusan rapat Direksi yang diambil sesuai dengan pedoman dan tata tertib kerja ini bersifat mengikat dan menjadi tanggung jawab seluruh Direksi.

8. All decisions of the Board of Directors meetings taken in accordance with these guidelines and code of conduct are binding and are the responsibility of all Directors.

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

Thus the guidelines and code of conduct the Board of Directors PT Bank Oke Indonesia Tbk

Jakarta, 26 Agustus 2019



Lim Cheol Jin
Direktur Utama

OK! BANK
Indonesia

Hendra Lie
Wakil Direktur Utama




Denny Setiawan Hanubrata
Direktur Bisnis



Kim Dong Hoon
Direktur Kredit



J o y o
Direktur Operasional



Efdinal Alamsyah
Direktur Kepatuhan