

THE BOARD OF COMMISSIONERS CHARTER

CS-00001-L3 Administrative Detail Policy	
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1.0 BACKGROUND

- 1.1. In order to improve the performance of the bank, protecting the interests of stakeholders, and improve compliance with prevailing laws and regulations, and ethical values generally accepted in the banking industry, required the implementation of good corporate governance. In practice, PT Bank OCBC NISP Tbk (hereinafter referred to as the "Bank") based on Financial Services Authority (FSA) Regulation concerning Implementation of Good Corporate Governance for Commercial Banks (hereinafter referred to as GCG FSA Regulation), FSA Circular Letter concerning Implementation of Good Corporate Governance for Commercial Banks (hereinafter referred to as GCG FSA Circular Letter), and others terms and prevailing laws related to Good Corporate Governance implementation which is based on five principles: transparency, accountability, responsibility, independency, and fairness.
- 1.2. The Board of Commissioners plays a very important role in creating good corporate governance in every business activities of the Bank.
- 1.3. Based on FSA Regulation concerning the Board of Directors and Board of Commissioners of Issuer or Public Company, the Board of Commissioners shall assemble guidelines and work rules that are binding upon every member of the Board of Commissioners
- 1.4. In order to implement integrated governance and integrated risk management based on the FSA Regulation, the Bank has been appointed as the Main Entity in the financial conglomerate of OCBC in Indonesia (hereinafter referred to as "the Main Entity"), together with PT OCBC Securities Indonesia, PT Great Eastern Life Indonesia, and PT Great Eastern General Insurance as its sister companies.

2.0 PURPOSE

This Board of Commissioners Charter is intended to:

- 2.1. Provide scope and commitment on duty and responsibility as well as authority of members of the Board of Commissioners.
- 2.2. Confirms the agreement which has been performed by members of the Board of Commissioners, such as meeting procedures.

3.0. DEFINITION

- 3.1 **Financial Conglomerate** is a group of Financial Services Institution (FSI) associated by ownership and/or control of management.
- 3.2 **Main Entity** Financial Service Institution appointed by controlling shareholder of Financial Conglomerate.

- 3.3 **Integrated Capital Management** is a continuous process to maintain capital at an adequate level in order to support the business plan of Financial Conglomeration as well as to anticipate the potential losses caused by the activities of Financial Conglomeration.
- 3.4 **Integrated Risk Management** is a set of methodology and procedure used to identify, measure, monitor, and control the risks arising from all business activities of the FSI incorporated in Financial Conglomerate.
- 3.5 **Good Corporate governance** is a Bank management procedure that applies the principles of transparency, accountability, responsibility, independence, and fairness.
- 3.6 **Integrated Corporate Governance** is governance that applies the principles of transparency, accountability, responsibility, independence or professionalism, and fairness in an integrated manner in the Financial Conglomeration.
- 3.7 **Independent Party** is a party outside the Bank who has no financial relationship, stewardship, share ownership and/or family relationships with members of the Board of Directors, members of the Board of Commissioners and/or controlling shareholder, or relationship with the Bank that may affect the ability to act independently.
- 3.8 **The General Meeting of Shareholders**, hereinafter referred to as GMS, is the organ of Issuers or Public Companies that have authority not granted to the Board of Directors or Board of Commissioners as stipulated in the Law on Limited Liability Companies and / or Articles of Association.

4.0. COMPOSITION, CRITERIA, AND TERM OF OFFICE

COMPOSITION

- 4.1. The composition of the Board of Commissioners shall be in accordance with Banking Authority's regulations on capital market, Good Corporate Governance and Company Law.
- 4.2. The number of the Board of Commissioners shall be no less than three (3) persons and not exceed the number of the Board of Directors, with the following composition: 1 (one) President Commissioner; 2 (two) or more Commissioners. One or more of them may be appointed as Deputy President Commissioner(s).
- 4.3. The Board of Commissioners shall be chaired by the President Commissioner.
- 4.4. The Board of Commissioners consists of Commissioners and Independent Commissioners. No less than 50% (fifty percent) of the number of members of the Board of Commissioners shall be Independent Commissioners.
- 4.5. No less than 1 (one) member of the Board of Commissioners must be domiciled in Indonesia.
- 4.6. Bank can use foreign workers for the position of Commissioner. 50% (fifty percent) or more of the Commissioners must be Indonesian nationality.

CRITERIA

- 4.7. 1. Those who may be appointed as members of the Board of Commissioners are individuals who meet the requirements upon appointment and during their tenure:
- a. have good characters, moral, and good integrity;
 - b. capable of performing legal actions;
 - c. those who in the 5 (five) years prior to their appointment:
 - i. have not been declared bankrupt;
 - ii. have not been members of the Board of Directors or the Board of Commissioners declared to be at fault in causing a company to be declared bankrupt;
 - iii. have not been sentenced for crimes which caused losses to the state and/or were related to the financial sector;
 - iv. have never been members of the Board of Commissioners and/or the Board of Directors that during their tenure:
 - not held the General Meeting of Shareholders (GMS);
 - their accountability as members of the Board of Commissioners and/or the Board of Directors ever not accepted by the GMS or have not delivered their accountability as members of the Board of Directors or members of the Board of Commissioners to the GMS; and
 - ever cause the company that obtained a license, permission or registration from the Financial Services Authority does not fulfill the obligation to submit an annual report and/or financial report to the Financial Services Authority.
 - d. have a commitment to comply with laws and regulations; and
 - e. have the ability and / or expertise in the required Bank and have passed the fit and proper assessment in accordance with the Financial Services Authority regulations.
2. Each member of the Board of Commissioners shall submit a statement letter regarding his/her compliance with the requirements as referred above to the Bank to be reviewed and documented by the Bank.
3. Member of the Board of Commissioners who in his/her tenure no longer meets the requirements as a member of the Board of Commissioners as set forth by the Financial Services Authority's decision shall be substituted by the AGM.
- 4.8. Each recommendation to appoint, dismiss and/or replace members of the Board of Commissioners to the GMS must consider the Remuneration and Nomination Committee's recommendation. The appointment will be effective after obtaining written approval from Indonesia Financial Services Authority and/or other regulators based on prevailing laws and regulations. The Remuneration and Nomination Committee will recommend the re-appointment periodically. In the event that

members of the Remuneration and Nomination Committee have conflict of interest with the proposal recommended, it must be disclosed in the proposal.

- 4.9. The Board of Commissioners as a whole must have an appropriate mix of skills, knowledge, gender, and experience in business and an understanding of the regions in which the Bank operates, including the ability to provide oversight over the Bank's business, to ensure the effectiveness and competencies of the Commissioners will include but not limited to banking, insurance, accounting, finance, legal, strategic ability, business acumen, management experience and depth, and familiarity with regulatory requirements.
- 4.10. Former member of the Board of Directors or Bank's Executive Officers or other parties having a relationship with the Bank, which may affect the ability to act independently, cannot be an Independent Commissioner at the Bank before undergoing a waiting period (cooling off) for 1 (one) year. That provision does not apply to former Director or Executive Officer who performed supervisory function.
- 4.11. Independent Commissioner must meet requirements as follows:
 1. not a person who works or has the authority and responsibility for planning, directing, controlling or supervising activities of the Bank within 6 (six) months; except for his/her re-appointment as Independent Commissioner of the Bank for the next period.
 2. does not have any direct or indirect ownership in the Bank;
 3. is not affiliated with the Bank, member of the Board of Commissioners, Directors or majority Shareholder of the Bank; and
 4. does not have a business relationship, either directly or indirectly related to the business activities of the Bank;
 5. does not receive income and / or facilities other than the income decided by the GMS which may affect his/her independency.
- 4.12. The change of status from Commissioner to Independent Commissioner shall be performed after the eligibility as Independent Commissioner has been met, shall be required to undergo at least 6 months cooling off period, and shall obtain approval from the Financial Service Authority.
- 4.13. Each member of the Board of Commissioners may not hold another position as member of the Board of Directors, member of the Board of Commissioners or Executive Officers of:
 1. financial or non-financial institution/company, in the form of bank or non-bank.
 2. more than 1 (one) non-financial institution/company domiciled in country and abroad.
- 4.14. It shall not be considered as concurrent position, if:
 1. The member of the Board of Commissioners is a member of the Board of Directors, Board of Commissioners or Executive Officers who is performing supervisory functions in 1 (one) non-bank bank subsidiary company controlled by the Bank.

2. The member of the Board of Commissioners performs the functional duties of the Bank's shareholder in the form of a legal entity in the business group, and/or,
 3. The member of the Board of Commissioners holds another position in a non-profit organization or institution.
- 4.15 The duties in the positions and functions referred to in Item 4.14 may be exercised insofar that he/she does not forsake the implementation of duties and responsibilities as a member of the Board of Commissioners of the Bank.
- 4.16. Majority members of the Board of Commissioners shall refrain from having family relationship up to the second degree with other members of the Board of Commissioners and /or members the Board of Directors.

TERM OF OFFICE

- 4.17. 1. Member of the Board of Commissioners shall be appointed and dismissed by the GMS. The appointment shall be effective as of the date specified by the GMS that appoint him/her (them) until the closing of the 3rd (third) Annual GMS after the appointment date. The appointment will be effective after obtaining written approval from Financial Services Authority and/or other Regulators based on prevailing laws and regulations.
2. Term of office of the Independent Commissioner is maximum 2 (two) consecutive terms. In the event of vacant position of Independent Commissioners, the Bank should fill the vacant position at the latest within the next GMS or within 6 (six) months since the vacancy occurs.
 3. Independent Commissioner, who served in the Audit Committee, can only be reappointed as the Audit Committee only for another term of office of the Audit Committee.
 4. Independent Commissioner who has served for 2 (two) consecutive terms may be reappointed for the next period as Independent Commissioner in the case of:
 - a. Board of Commissioners meeting assesses that Independent Commissioners can act independently, and
 - b. The Independent Commissioner declares his/her independency in the GMS and such statement shall be disclosed in the governance implementation report.
- 4.18. A member of Board of Commissioners whose term of office has expired may be reappointed with due observance to the provisions of paragraph 4.17 above.
- 4.19. The GMS may dismiss one or more of the members of the Board of Commissioners before the end of their terms of office. The reason(s) of such dismissal shall be disclosed and the member of the Board of Commissioners who will be dismissed shall be given the opportunity to defend himself or herself if he or she attends the GMS. Such dismissal shall be effective as of the closing of the meeting authorizing the dismissal, unless specified otherwise by the GMS and/or by the prevailing regulations.

- 4.20 In the event that a member of the Board of Commissioners submits a request to resign before the end of his/her terms, the Bank is required to hold a GMS to decide the resignation no later than 90 (ninety) days after the receipt of the resignation letter. Unless specified otherwise according to the prevailing regulations. Before the resignation becomes effective, the resigning member of the Board of Commissioners shall be accountable to complete his/her duties and responsibilities in accordance with the Articles of Association and the prevailing regulations.
- 4.21. Banks are required to disclose information to the public and submit it to the Financial Services Authority, regarding:
- a. Acceptance of the resignation of member of the Board of Commissioners as referred to in point 4.20. above;
 - b. the results of the GMS as referred to in point 4.20 above;
no later than two (2) business days after the occurrence of the event.
- 4.22. Members of the Board of Commissioners shall be released from the liability after obtaining the liability discharge from the GMS.
- 4.23. In the case of resignation of the member of the Board of Commissioners resulting in the number of the members of the Board of Commissioners to be less than 3 (three) persons, the resignation is valid if it has been determined by the GMS and a new member of the Board of Commissioners has been appointed, so minimum number of members of the Board of Commissioners requirement is met. Provisions concerning that resignation are based on the prevailing regulations.
- 4.24. The office term of a member of the Board of Commissioners shall end if the member of the Board Commissioners:
- a. is declared bankrupt or is under interdiction based on a court decision; or
 - b. no longer meets the qualifications as required by the prevailing laws and regulations;
 - c. passes away; or
 - d. is dismissed on the basis of a resolution of the GMS.

5.0. DUTIES, RESPONSIBILITIES, AND AUTHORITIES

- 5.1. The Board of Commissioners has duties and responsibilities to comply with the prevailing regulations in Indonesia, including but not limited to regulations related to Good Corporate Governance (GCG) implementation, Banking Law, Company Law, Capital Market Regulations, Bank Indonesia's Regulation, Financial Services Authority Regulations. Besides, the Board of Commissioners must ensure the implementation of the provisions of the Bank's Articles of Association and ensure the implementation of GCG in each of the Bank's business activity at every level of organization.
- 5.2. The Board of Commissioners shall conduct its duties and responsibilities independently, has good faith, fully responsible and prudent.

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- 5.3 The Board of Commissioners conducts supervision on the implementation of duties and responsibilities of the Board of Directors and provides advice to the Board of Directors. The supervisory duties include but are not limited to directing, monitoring and evaluating the implementation of the Bank's strategic policy.
- 5.4. The Board of Commissioners at any time shall have the right to enter into the building or yard or other premises that is utilized or possessed by the Bank, and shall have the right to review the books, letters and other evidence, review and reconcile the Bank's cash flow, the Bank's document and assets and shall have the right to understand all actions that were performed by the Board of Directors. The Board of Commissioners has the right to ask for an explanation for all matters related to the Bank.
- 5.5. In the event that the Board of Commissioners based on the Board of Commissioners' decision, dismissed one or more member or the Board of Directors from his/her position, the Board of Commissioners must hold the GMS within a maximum period of 90 (ninety) days after the date of that temporary dismissal. With the lapse time to hold the GMS or GMS cannot take a decision, the temporary dismissal will be void.
- 5.6. The Board of Commissioners can perform the Bank's management in a certain time for a certain period based on Bank's Articles of Association or GMS' decision.
- 5.7. In general, duties and responsibilities of the Board of Commissioners include but are not limited to the following:
1. Strategic Supervision
 - a. Supervising the Board of Directors in discharging its duties and responsibilities, by directing, monitoring and evaluating the implementation of strategic policies. The Board of Commissioners is prohibited to be involved in the decision-making process concerning the Bank's operational activities, except in:
 - 1) Approval of loans to related parties in accordance with Bank Indonesia regulations; and
 - 2) Decisions stipulated in the Articles of Association and other relevant laws.The decisions made by the Board of Commissioners in (1) and (2) above are part of supervisory duties of the Board of Commissioners and shall not replace the Board of Directors' responsibilities in managing the Bank.
 - b. Ensuring that the Board of Directors follow up on audit findings and recommendations from Internal Audit auditors, external auditors, monitoring result from Banking Authority and other relevant authorities.
 - c. Informing Banking Authority within 7 (seven) working days after any occurrence of breach in Banking and Finance regulations as well as any condition or prediction of condition that might jeopardize the sustainability of the Bank.

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2. Corporate Supervision
- a. Ensuring the implementation of GCG in each of the Bank's business activity on all organizational levels or hierarchy.
 - b. In order to support the effectiveness of the implementation of its tasks and responsibilities, the Board of Commissioners form several Committees as follows:
 - 1) Audit Committee
 - 2) Risk Monitoring Committee
 - 3) Remuneration and Nomination Committee
 - 4) Ethics and Conduct CommitteeEach Committee will be guided by written Charter which will be determined and approved by the Board of Commissioners. The composition of the Committee is subject to the applicable provisions, including provisions governing the number of Independent Commissioner and Independent Parties.
 - c. Any proposed change to the charter shall be effective only with the proper approval of the Board of Commissioners. Any action of the Committees beyond the scope of its charter requires ratification by the Board of Commissioners.
 - d. Reviewing and approving the recommendations of the Audit Committee in relations to:
 - 1) Implementation of Internal Audit's roles and responsibilities.
 - 2) Adjustments to the implementation of audits by the Public Accounting Firm in accordance with prevailing standards.
 - 3) Adjustments to the financial performance reports in accordance with prevailing accounting standards.
 - 4) Following up with the Board of Directors on audit findings of Internal Audit, Public Accountant and Banking Authorities; and
 - 5) Recommendation of the appointment of Public Accountant and Public Accountant Firm for implementation of GMS.
 - e. Reviewing and approving the recommendations of the Risk Monitoring Committee in relations to:
 - 1) Evaluation of the conformity between risk management policy and implementation of Bank policy
 - 2) Monitoring and evaluation of the implementation of the duties of risk management committees and risk management working units.
 - f. Reviewing and approving the recommendations of the Remuneration and Nomination Committee (RNC) in relations to:
 - 1) Remuneration policies, including recommendation of policies for the Board of Commissioners and the Board of Directors
 - 2) Policies and procedures for the appointment and replacement of the member of the Board of Directors and the Board of Commissioners

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- 3) Nomination of members of the Board of Directors and the Board of Commissioners
 - g. Ensuring that the Committees formed as mentioned in point 5.7.2.b of this Charter perform their duties effectively and evaluate the performance of the committee at the end of each financial year.
 - h. Maintaining minutes of all meetings of the Board of Commissioners, joint meeting of the Board of Commissioners and the Board of Directors, and meeting of Committees' under the Board of Commissioners, in particular discussion on key deliberations and decisions taken, including dissenting opinions.
 - i. Reviewing, approving, and overseeing the implementation of business plans, sustainable finance action plan, and recovery plan.
 - j. Reviewing and approving the annual report.
 - k. Reporting and obtaining shareholders' approval on the Board of Commissioners' supervisory report.
 - l. Reviewing and approving the corporate plan.
 - m. Active supervision of the compliance function.
 - n. Monitoring the Bank's Soundness and taking necessary steps to maintain and / or improve Bank's Soundness.
 - o. Overseeing the implementation of the Remuneration policy and regular evaluation of Remuneration policy on the basis of the supervision result.
 3. The Board of Commissioners must follow the related and continuing education, and update on changes in relevant laws, regulations and standards.
 4. The Board of Commissioners is expected to:
 - a. Attend all Board of Commissioners and relevant Committee meetings, including Shareholders' meeting, except they are optional;
 - b. Study the information packages provided by Management prior to the meetings and be prepared to discuss the contents at the meetings;
 - c. Read all reports and proposals submitted and approve them promptly.
 5. The Board of Commissioners shall constructively challenge and provide advice on strategy and review the performance and effectiveness of Management in the meeting agreed goals and objectives and monitor the reporting of performance.
- 5.8.
1. Each member of the Board of Commissioners shall share in personal liability for the Bank's losses if the Commissioner concerned is at fault or negligent in performing the tasks.
 2. Member of the Board of Commissioners may not be held liable for the losses contemplated in point 5.8.1 if he/she can prove that (1) he/she has carried out their supervision in good faith and prudence in the interest of the Bank and in accordance with the Bank's purpose and objectives; (2) he/she does not have any direct or indirect personal's interest in the actions of

- management of the Board of Directors which cause the losses; and (3) he/she has given the Board of Directors advice to prevent the losses arising or continuing.
- 5.9. In performing their responsibilities, the Board of Commissioners shall be supplied by the Board of Directors with accurate, relevant and timely data and information, including but not limited to the following:
1. Business Plan
 2. Monthly Financial Highlights
 3. Immediate report, as soon as noted, involving violation of laws and regulations, frauds and irregularities, and other conditions and foreseeable conditions which might jeopardize the Bank's soundness or business as a going concern.
- 5.10. The Board of Commissioners shall have the resources and authority to perform its duties and responsibilities, including the authority to retain counsel or other experts, as deemed appropriate, without seeking approval from the Board of Directors.

6.0. VALUES AND WORK ETHICS

- 6.1. The Board of Commissioners with the Board of Directors shall draw up a code of conduct that applies to employees as well as supporting organ of the Bank that works for the Bank and publish it in full on the Bank's website.
- 6.2. Each member of the Board of Commissioners shall comply with the code of Ethics of the Bank, performs his/her duties in good faith, with full responsibility and prudent with due observance to the prevailing laws and regulations, including the implementation of good corporate governance and Bank's Articles of Association, as well as upholding the highest standards of integrity and avoiding positions of conflict of interest between the Bank and the Board of Commissioners and its related parties.
- 6.3. Each member of the Board of Commissioners is prohibited to take any decisions which could place or potentially place him/her in the first instance of conflict of interest.
- 6.4. In the event of a conflict of interest, members of the Board of Commissioners are prohibited from taking actions that could harm the Bank or reduced Bank profits and must disclose conflicts of interest referred in any decision.
- 6.5. Member of the Board of Commissioners shall maintain confidentiality of the Board of Commissioners discussions and decisions and the information obtained in the meeting, unless stipulated otherwise by the President Commissioner or if the information already disclosed to the public.
- 6.6. Each members of the Board of Commissioners must:
1. Disclose his/her share ownership of 5% (five percent) or more at the Bank and other banks and companies domiciled domestically and abroad; financial relationship and family relationship with members of the Board of

Commissioners, other members of the Board of Directors and/or Bank Shareholders,

2. not take advantage from using the Bank for his/her personal interests, families, and/or other party's interests which may reduce the Bank's profit.
 3. must not take or receive personal gain from the Bank other than remuneration and other facilities as stipulated in the GMS.
 4. Disclose remuneration and other facilities received in the Good Corporate Governance Implementation Report.
- 6.7. Each member of the Board of Commissioners is prohibited from directly or indirectly making untrue statements of material facts or not to disclose material facts, so the statements of the Bank's situation that occurs when the statements are made, are not misleading.
- 6.8. Members of the Board of Commissioners shall report to the Financial Services Authority and to the Bank of their ownership and any change and ownership of the Bank's shares either directly or indirectly, as per the prevailing regulation.
- 6.9. In the implementation of share buyback of the Bank, the Board of Commissioners is prohibited from conducting transactions on the Bank's shares at the same day/period as the share buyback or selling of shares resulting from repurchase is done by the Bank through the Stock Exchange.

7.0. WORKING TIME

- 7.1. The Board of Commissioners must provide sufficient time to carry out its duties and responsibilities optimally based on Bank's business days.

8.0. MEETING

- 8.1. The Board of Commissioners shall convene a meeting at least once in 2 (two) months.
- 8.2. The Board of Commissioners shall convene a meeting with the Board of Directors periodically at least once in 4(four) months.
- 8.3. The Board of Commissioners' meeting can also be held if considered necessary by 1 (one) of the member of the Board of Commissioners or based on request of one or more shareholders who are jointly represent 1/10 (one tenth) of the total shares issued by the Bank with valid voting rights or otherwise regulated in the prevailing laws and regulations or the prevailing mechanism in the Bank.
- 8.4. The Board of Commissioners must schedule the meeting referred to in point 8.1 and point 8.2 for the following year before the end of the fiscal year.
- 8.5. The calling of the meeting and its procedures, as well as the venue for the meeting of the Board of Commissioners refers to the provisions of the Articles of Association of the Bank.

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- 8.6 At that meeting that has been scheduled as referred to in point 8.4, the meeting material shall be conveyed to the participants of the meeting no later than 5 (five) days before the meeting is held.
- 8.7 In the event of a meeting held outside of the schedule that has been prepared as described in paragraph 8.4, the material must be delivered to the participants of the meeting at the latest before the meeting is held.
- 8.8 The Board of Commissioners meeting shall be legitimate and entitled to adopt resolutions if more than $\frac{1}{2}$ (one half) of the total members of the Board of Commissioners present or represented at the Meeting.
- 8.9 At least 2 (two) meetings must be attended by the Board of Commissioners physically or by means of video conference, conference calls, or similar communications equipment of which all persons participating in the meeting can communicate with one another.
- 8.10 At all meetings of the Board of Commissioners, the President Commissioner shall chair the meeting. In the absence of the President Commissioners of which no evidence needs to be given to any third parties, members of the Board of Commissioners who are present shall elect a chairman of the meeting.
- 8.11 The resolution of the Board of Commissioners' meeting must be adopted through deliberations to reach a consensus. In the event of no consensus is reached, the resolutions shall be adopted ballot on the basis of the affirmative votes with more than $\frac{1}{2}$ (a half) of the total number cast out at the Board of Commissioners' meeting.
- 8.12. If the number of votes disagreeing and the number of votes agreeing are equally balanced, the proposal is rejected.
- 8.13. All decisions taken by the Board of Commissioners in accordance with the provisions of Articles of Association of the Bank, and the Charter, binding and will be the responsibility of all members of the Board of Commissioners.
- 8.14. Written or Circulating Resolution is a resolution in writing, signed or assented to by a majority of Commissioners shall be as effective as a resolution duly passed at a meeting of the Commissioners and may consist of several documents in the like form, each signed by one or more Commissioners. The expressions "in writing" and "signed" include approval by any such Commissioner by telefax, email, telex, cable or telegram or any form of electronic communication approved by the Commissioners for such purpose from time to time incorporating, if the Commissioners deem necessary, the use of security and/or identification procedures and devices approved by the Commissioners.
- 8.15. Minutes of the Meeting
1. The results of Board of Commissioners' meeting shall be set out in the minutes of the meeting, signed by the members of the Board of Directors who were present, and submitted to all members of the Board of Directors.
 2. The results of Board of Commissioners' meeting with the Board of Directors shall be set out in the minutes of the meeting, signed by the members of the Board of Commissioners and members of the Board of Directors who were present, and submitted to all members of the Board of Commissioners and the Board of Directors.

3. In the event of members of the Board of Commissioners and / or members of the Board of Directors do not sign the results of the meeting referred to in point 8.15.1 and point 8.15.2 above, the respective members of the Board of Commissioners and / or members of the Board of Directors shall specify the reasons in writing in a separate letter attached to the minutes of meetings.
 4. The minutes of the Board of Commissioners' meetings, and minutes of the Board of Commissioners meeting together with the Board of Directors shall be documented by the Bank.
- 8.16. The presence of members of the Board of Commissioners in the meeting of the Board of Commissioners and in the meeting of the Board of Commissioners with the Board of Directors must be disclosed in the Bank's annual report.

9.0. RESPONSIBILITY

- 9.1 The Board of Commissioners must report the implementation of its duties and responsibilities to the Shareholders through the GMS.

10.0. MAIN ENTITY

- 10.1. In order to implement the integrated governance and integrated risk management, the Board of Commissioners of Main Entity must:
1. Meet the requirements of integrity, competency and financial reputation and obtained the approval of the Financial Services Authority.
 2. Have knowledge on the Main Entity and the financial services institutions in the financial conglomerate, which is an understanding of major business and a major risk of financial services institutions in the financial conglomerate
- 10.2. With regards to the implementation of the integrated governance, the Board of Commissioners of Main Entity must:
1. supervise the implementation of integrated governance, which at least includes:
 - a. overseeing the implementation in the respective Financial Institution to comply with the Integrated Governance Guidelines;
 - b. overseeing the implementation of duties and responsibilities of the Board of Directors of Main Entity, and provides guidance or advice to the Board of Directors of the Main Entity for the implementation of Integrated Governance Guidelines; and
 - c. evaluating the Integrated Governance Guidelines and giving direction for improvement.
 - d. approving the Integrated Governance Guidelines.
 2. establish the Integrated Governance Committee to support the effective execution of their duties;

3. submit recommendations of the Board of Commissioners' oversight to the Board of Directors of Main Entity:
 - a. the implementation of duties and responsibilities of the Board of Directors of Main Entity;
 - b. implementation of the integrated governance;
 - c. Results of the evaluation of integrated Governance Guidelines by the Board of Commissioner of Main Entity.
- 10.3. In order to ensure the implementation of integrated risk management, the Board of Commissioners of Main Entity shall have the authority and responsibility to ensure the implementation of the integrated risk management in accordance with the characteristics and complexity of the financial conglomerate with shall ensure the implementation of risk management in each of the financial services institutions in the financial conglomerate. The Board of Commissioners of Main Entity should understand well on the inherent risks in the financial conglomerate.
- 10.4. The authorities and responsibilities of the Board of Commissioners of Main Entity in ensuring the implementation of integrated risk management include at least:
 1. Directing and approving the integrated risk management policy, including strategies and risk framework established in accordance with the level of risk to be taken (risk appetite) and risk tolerance;
 2. Evaluating integrated risk management policy at least once a year or at any time in the event of changes in the factors which affect the activities significantly.
 3. Evaluating and providing direction on the improvement of the implementation of the integrated risk management policy by the Board of Directors of Main Entity periodically. Evaluation is conducted through the evaluation of the accountability of the Board of Directors of Main Entity.
- 10.5. The Board of Commissioners of Main Entity shall carry out the authority and responsibility with regard to implementation of the integrated risk management at financial conglomerate, and shall be obliged to carry out the authorities and responsibilities as the Board of Commissioners in the application of risk management at the Main Entity in accordance with the applicable rules for Main Entity.
- 10.6. The implementation of the authorities and responsibilities of the Board of Commissioners of Main Entity is not counted as concurrent position.
- 10.7. The Board of Commissioners of Main Entity shall ensure the implementation of integrated capital management in accordance with the characteristics and complexities of the Financial Conglomeration business, at least including:
 1. Directing, approving, and evaluation integrated capital management policies and strategies.
 2. Evaluating the implementation of integrated capital policy and strategy by the Board of Directors of the Main Entity.
- 10.8.
 1. The Board of Commissioners of Main Entity shall hold regular meetings at least once in each semester.

2. The meeting of the Board of Commissioners of the Main Entity can be implemented via video conference.
3. The results of the Board of Commissioners of Main Entity meeting shall set out in the minutes of meetings and well documented. The dissenting opinion that occurred in the Board of Commissioners of Main Entity' meeting shall be clearly stated in the minutes of the meeting and the reasons for such disagreement.

11.0. CLOSING

- 11.1. Bank is required to disclose in the annual report that the Board of Commissioners has established a Charter.
- 11.2. The Board of Commissioners Charter is binding on every member of the Board of Commissioners.
- 11.3. The Board of Commissioners Charter must be published in the Bank's website.
- 11.4. In the event of ambiguity of the provisions of this Charter with the provisions stipulated in the Articles of Association, Banking Authority and/or regulations, then the provisions of Articles of Association, Banking Authority and/or regulations shall prevail.

12.0 RELATED POLICIES

- 12.1 Articles of Association of PT Bank OCBC NISP Tbk including its amendment.
- 12.2 Appointment letter from OCBC Overseas Investments Pte. Ltd. to the Bank dated March 10, 2015 regarding the Appointment of PT Bank OCBC NISP Tbk (OCBC NISP) as Main Entity.
- 12.3 Integrated Governance Charter, Policy Code: FCP-00001-L2.
- 12.4 Guidelines of GCG Implementation. Policy Code: CD – 00002 – L3.
- 12.5 Integrated Risk Management Guidelines, Policy Code: FCP-RM-00001-L3.

13.0. EFFECTIVE DATE AND NEXT REVIEW DATE

- 13.1. **Effective Date**
This Board of Commissioners Charter shall take effect upon concurrence by the Board of Commissioners.

- 13.2. **Next Review Date**
This Board of Commissioners Charter will be reviewed periodically at the latest every 3 (three) years or conduct updates if deemed necessary with regards to provisions of the prevailing laws and regulations in Indonesia.

APPENDIX - LEGAL STANDING

1. Law No. 7 Year 1992 concerning Banking as amended by Law No. 10 Year 1998 dated 10 November 1998 concerning Amendment of Law No. 7 Year 1992 concerning Banking.
2. Law No. 40 Year 2007 dated 16 August 2007 concerning Limited Liability Company.
3. Law No. 8 Year 1995 concerning the Capital Market.
4. Law No. 21 Year 2008 dated 16 July 2008 concerning Sharia Bank
5. Bank Indonesia Regulation No. 11/1/PBI/2009 dated 27 January 2009 concerning Commercial Banks as amended by Bank Indonesia Regulation No. 13/27/PBI/2011 dated 28 December 2011 concerning amendment to Bank Indonesia Regulation No. 11/1/PBI/2009 concerning Commercial Banks.
6. Bank Indonesia Regulation No. 11/10/PBI/2009 dated 19 March 2009 concerning Sharia Business Unit as amended by Bank Indonesia Regulation No. 15/14/PBI/2013 dated 24 December 2013 concerning Amendment to Bank Indonesia No. 11/10/PBI/2009 concerning Sharia Business Unit.
7. Bank Indonesia Regulation No.12/23/PBI/2010 dated 29 December 2010 concerning *Fit and Proper Test*.
8. Bank Indonesia Regulation No. 11/33/PBI/2009 dated 7 December 2009 concerning the Implementation of Good Corporate Governance for Sharia Bank and Sharia Business Unit.
9. Bank Indonesia Regulation No. 14/6/PBI/2012 dated 18 June 2012 concerning Fit and Proper Test for Sharia Bank and Sharia Business Unit.
10. Bapepam Rule No. IX.J.1, attachment of Decree of the Chairman of Bapepam No. KEP-179/BL/2008 dated 14 May 2008 concerning Articles of Association of Companies Conducting Public Offerings and Public Companies.
11. The Financial Services Authority Regulation No. 37/POJK.03/2017 concerning the Utilization of Foreign Workers and Transfer Knowledge Program in the Banking Sector
12. The Financial Services Authority Regulation No.30 / POJK.04 / 2017 dated June 21, 2017 concerning Buyback of shares issued by a Public Company.
13. The Financial Services Authority Regulation No.18/POJK.03/2016 dated 16 March 2016 concerning Implementation of Risk Management for Commercial Banks.
14. The Financial Services Authority Regulation No. 65/POJK.03/2016 dated 28 December 2016 concerning Implementation of Risk Management for Sharia Bank and Sharia Business Unit.
15. The Financial Services Regulation No.45/POJK.03/2015 dated 28 December 2015 concerning Implementation of Good Corporate Governance in the provision of Remuneration for Commercial Bank.

16. The Financial Services Authority Regulation No. 33/POJK.04/2014 Concerning the Board of Directors and the Board of Commissioners of Issuer and Public Company dated 8 December 2014.
17. The Financial Services Authority Regulation No. 17/POJK.03/2014 dated 18 November 2014 concerning the Implementation of the Integrated Risk Management for the Financial Conglomerates.
18. The Financial Services Authority Regulation No. 18/POJK.03/2014 dated 18 November 2014 concerning the Implementation of the Integrated Governance for the Financial Conglomerates.
19. The Financial Services Authority Regulation No.26/POJK.03/2015 dated 11 December 2015 concerning the Minimum Integrated Capital Provision for Financial Conglomeration.
20. The Financial Services Authority Regulation No. 4/POJK.03/2016 dated 27 January 2016 concerning Assessment of Soundness Level for Commercial Bank.
21. The Financial Services Authority Regulation No. 5/POJK.03/2016 dated 27 January 2016 concerning Bank Business Plan.
22. The Financial Services Authority Regulation No. 55/POJK.03/2016 dated 7 December 2016 concerning Implementation of Good Corporate Governance for Commercial Bank.
23. The Financial Services Authority Regulation No.27/POJK.03/2016 dated 27 July 2016 concerning Fit and Proper Assesment for Main Party of Financial Services Institution.
24. The Financial Services Authority Regulation No. 11/POJK.04/2017 dated 14 March 2017 concerning Report of Ownership or Every Changes of Share Ownership of Listed Company.
25. The Financial Services Authority Regulation No. 14/POJK.03/2017 dated 4 April 2017 concerning recovery plan for Systemic Bank.
26. The Financial Services Authority Regulation No.51/POJK.03/2017 dated 18 July 2017 concerning Implementation of Sustainable Finance for Financial Service Institution, Issuer and Public Company.
27. Bank Indonesia Circular Letter No. 11/28/DPbS dated 5 October 2009 concerning Sharia Business Unit as amended by Bank Indonesia Circular Letter No. 15/51/DPbS dated 30 December 2013 concerning Amendment of Bank Indonesia Circular Letter No. 11/28/DPbS dated 5 October 2009 concerning Sharia Business Unit.
28. Bank Indonesia Circular Letter No.13/8/DPNP dated 28 March 2011 concerning Fit and Proper Test as amended by Bank Indonesia Circular Letter No. 13/26/DPNP dated 30 November 2011 concerning Amendment to Bank Indonesia Circular Letter No. 13/8/DPNP dated 28 March 2011 concerning Fit and Proper Test.
29. Bank Indonesia Circular Letter No. 14/4/DPNP dated 25 January 2012 concerning Commercial Banks.

30. Bank Indonesia Circular Letter No.12/13/DPbS dated 30 April 2010 concerning Implementation of Good Corporate Governance for Sharia Banks and Sharia Business Unit.
31. Bank Indonesia Circular Letter No. 14/25/DPbs dated 12 September 2012 concerning Fit and Proper Test for Sharia Banks and Sharia Business Unit.
32. The Financial Service Authority Circular Letter No. 14/SEOJK.03/2015 dated 25 May 2015 concerning the Implementation of the Integrated Risk Management for the Financial Conglomerates.
33. The Financial Service Authority Circular Letter No. 15/SEOJK.03/2015 dated 25 May 2015 concerning the Implementation of the Integrated Governance for the Financial Conglomerates.
34. The Financial Service Authority Circular Letter No.25/SEOJK.03/2016 dated 14 July 2016 concerning Business Plan for Commercial Bank.
35. The Financial Service Authority Circular Letter No.34/SEOJK.03/2016 dated 1 September 2016 concerning Implementation of Risk Management for Commercial Bank.
36. The Financial Service Authority Circular Letter No.39/SEOJK.03/2016 dated 26 September 2016 concerning Fit and Proper Assesment for Shareholder Nominee, Candidate for The Board of Directors Member, and Candidate for BOC Member of the Bank.
37. The Financial Service Authority Circular Letter No. 13/SEOJK.03/2017 dated 17 March 2017 concerning Implementation of Good Corporate Governance for Commercial Bank.
38. Regulation of Minister of Man Power of Republic of Indonesia No. 1 Year 2017 concerning Structure and Wage scale.