

# **INTEGRATED CORPORATE GOVERNANCE IMPLEMENTATION ANNUAL REPORT 2019**

---

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

# Table of Content

**03**

---

Preface

**04**

---

Integrated Governance Implementation  
Self Assessment Report 2019

**07**

---

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

**08**

---

Management Structure in Main Entity and  
Financial Services Institutions

**13**

---

Intra-Group Transaction Policy

**15**

---

Corporate Governance Implementation Report  
PT Bank OCBC NISP Tbk 2019

## PREFACE

To create the financial sector with sustainable and stable growth as well as having high competitiveness, it is necessary to implement good corporate governance in financial services sector. Corporate Governance implementation is needed since the existence of Financial Institutions with ownership and/or control relationship in various financial services sectors has increased the complexity of transactions and interactions between Financial Services (FSIs) in the Financial Conglomerate (FC).

PT Bank OCBC NISP Tbk (hereinafter referred to as “Bank” or “OCBC NISP”), based on the appointment from Oversea-Chinese Banking Corporation Limited (“OCBC Bank”) through OCBC Overseas Investments Pte. Ltd. (“OOI”) as the controlling shareholder, is the Main Entity (“ME”) in the OCBC Financial Conglomerate in Indonesia with members of the Sister Companies namely PT Great Eastern Life Indonesia (“GELI”), PT OCBC Sekuritas Indonesia (“PTOS”), and PT Great Eastern General Insurance (“GEGI”), which are required to implement comprehensive Integrated Governance in accordance with the Financial Services Authority Regulation (“POJK”).

### **INTEGRATED CORPORATE GOVERNANCE IMPLEMENTATION ANNUAL REPORT 2019 CONSISTS OF:**

#### **1. Integrated Governance Implementation Self-Assessment Report in 2019**

OCBC NISP has prepared Self-Assessment Reports on the Integrated Governance Implementation periodically for the period of January-June 2019 and July-December 2019 which have been submitted to OJK timely.

#### **2. Financial Conglomerate Structure and Wider Conglomerate Structure**

Relationship between OCBC NISP with GELI, PTOS, and GEGI in OCBC Financial Conglomerate in Indonesia and wider conglomerate structure if it differs.

#### **3. Share Ownership Structure in OCBC Financial Conglomerate in Indonesia**

The shareholders of FSIs in the OCBC Financial Conglomerate in Indonesia up to the ultimate shareholders.

#### **4. Management Structure in the Main Entity and FSIs**

The Management of OCBC NISP, PTOS, GELI, and GEGI in OCBC Financial Conglomerate in Indonesia.

#### **5. Intra-Group Transaction Policy**

Intra-Group Transaction Policy to identify, manage and mitigate intra-group transactions.

#### **6. Annual Corporate Governance Implementation Report 2019**

In addition to Point 1 to 4, the Annual Integrated Corporate Governance Implementation Report 2019 also contains the scope of Bank’s Corporate Governance Implementation Report as stipulated in the applicable provision concerning the implementation of Corporate Governance for Commercial Bank.

# INTEGRATED GOVERNANCE IMPLEMENTATION SELF ASSESSMENT REPORT 2019

As Main Entity, OCBC NISP carries out a self-assessment of the implementation of Integrated Governance taking into account the significance and/or materiality of an issue regarding the Implementation of Integrated Governance in the Financial Conglomerate (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 the Main Entity (BOD ME).
2. Implementation of duties and responsibilities of the Board of Commissioners of the Main Entity (BOC ME)
3. Duties and responsibilities of the Integrated Governance Committee.
4. Duties and responsibilities of the Integrated Compliance Working Unit.
5. Duties and responsibilities of the Integrated Internal Audit Working Unit.
6. Implementation of Integrated Risk Management; and
7. Preparation and implementation of Integrated Governance Guidelines.

Assessment was done by evaluating the structure, process, and outcome of each assessment factors. Integrated Corporate Governance Self-assessment was conducted periodically (semester). Based on self-assessment result, the Main Entity prepared Integrated Corporate Governance Self-Assessment Report, signed by the President Director and Compliance Director of the Main Entity.

Below are the conclusions of the Integrated Governance Implementation Assessment Report for the period of December 2019:

## Corporate Governance Structure

1. The structure of the Board of Directors and Board of Commissioners of the ME has fulfilled the applicable provisions and is sufficient to carry out its duties and responsibilities. The adequacy of the structure includes number of members, domicile, number of Independent Commissioners, integrity, competence and financial reputation as well as having knowledge and understanding of the Main Entity and the FSIs in FC, including: understanding the main business activities and main risks of the FSIs in the FC, which is obtained from education, both formal and non-formal, and work experience.
2. The existing Integrated Governance Committee structure is in accordance with the applicable provisions and is sufficient to carry out its duties and responsibilities related to the size and complexity of the FC. The adequacy of the structure includes the number, composition, criteria, concurrent position and independence of Committee members.
3. The Integrated Compliance Working Unit ("ICWU") and Integrated Internal Audit Working Unit ("IIAWU") have fulfilled the independence requirements. Human resources in ICWU and IIAWU are qualified to carry out their duties and responsibilities effectively.
4. The ME has an adequate organizational structure to support the Implementation of Integrated Risk Management, namely the Integrated Risk Management Working Unit ("IRMWU").
5. The infrastructure is adequate in accordance with applicable regulations and will be reviewed periodically, including the Integrated Governance Guidelines, Integrated Risk Management Policies, Integrated Risk Profile Policies, Integrated Risk Management Implementation Policies, Integrated Capital Management Policies and Integrated Capital Management Procedures, and the Integrated Group Transaction Policy.

### Corporate Governance Process

1. The BOD 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 following up on the audit findings and recommendations from IIAWU, External Auditors, the supervisory results of OJK and other authorities.
2. The BOC ME oversights on the implementation of BOD ME duties and responsibilities is carried out among others through the BOC ME meeting held on August 27, 2019. The BOC ME oversight on the implementation of Integrated Governance is carried out among others through the Meeting on 27 August 2019. Evaluation of the Integrated Governance Guidelines has been carried out in Semester 2 – 2017. The next evaluation will be done in 2020.
3. The Integrated Governance Committee 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 Integrated Governance Committee Meeting on 8 August 2019.
4. ICWU has monitored and evaluated the implementation of the Compliance Function in the FSIs by holding meetings with each FSIs in the fourth quarter 2019, as well as conducting assurance in the second week of December 2019 until the first week of January 2020.
5. IIAWU has monitored the implementation of internal audits in each FSIs, including through periodic meetings with the Internal Audit Unit of FSIs and Key Management, reviewing summary reports on the audit function implementation of each FSIs and monitoring the followed-up of audit findings periodically.
6. IRMWU has implemented integrated risk management in accordance with the provisions of the regulator in coordination with the working units that carry out the risk management function in each FSIs. IRMWU has recommended the Integrated Capital Adequacy Report as of December 2018 and June 2019, the Integrated Risk Profile Report as of December 2018 and June 2019, Integrated Stress Test Report as of December 2018, review of parameters and threshold of the Integrated Risk Profile, updates related to the application of risk culture, and the application of APU-PPT program on the FC. In relation to the joining of GEGI in the FC, BOD ME has approved the President Director of GEGI as a member of IRMC on October 1, 2019.
7. The BOD and BOC ME have approved the Integrated Governance Charter, Integrated Risk Management Policy, Integrated Risk Management Implementation Policies, Integrated Capital Management Policies and Intra-Group Transaction Policies. This Guidelines and Policies have been implemented well by the ME and each FSIs. In the period of July-December 2019, BOD and BOC ME approved the Integrated Capital Adequacy Ratio Report as of June 2019, Integrated Risk Profile Report as of June 2019, review parameters and threshold of the Integrated Risk Profile, and updates related to the implementation of the AML-CFT program on FC.

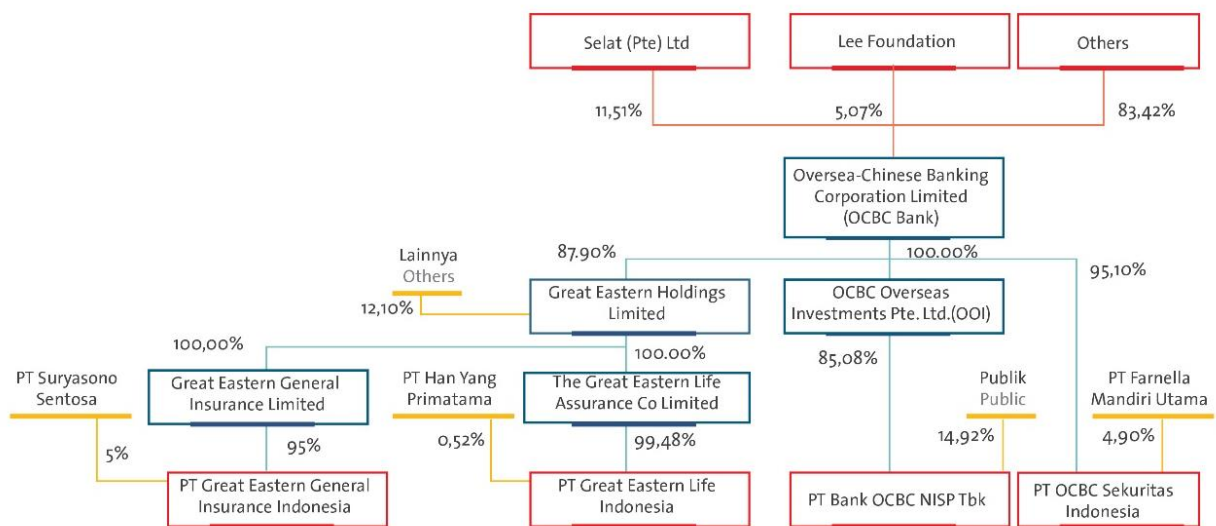
### Corporate Governance Outcome

1. The BOD ME aspect has been met and in accordance with applicable regulations so that there is an effective process supported by adequate structure and infrastructure.
2. The result of BOC ME, BOD 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.
3. Recommendations of the supervision results of the BOC ME have been submitted to the BOD ME, among others through BOC ME meeting.

4. The results of IGC meeting have been outlined in the minutes of meeting and are well documented including clearly disclosing dissenting opinions (if any) that occur in the IGC meeting.
5. ICWU has prepared and submitted the Implementation of Duties and Responsibilities Report to the Director in charge of the Compliance Function in the Main Entity.
6. Assurance Result Report on the implementation of Governance in each FSIs have been presented in the BOD ME Meeting, IGC Meeting, and BOC ME Meeting.
7. IIAWU has prepared a Report on the Implementation of the Integrated Internal Audit Working Unit based on the audit report from each FSIs. Likewise, ICWU has prepared an Implementation Report on the Duties and Responsibilities of Integrated Compliance so that the BOD ME may conduct monitoring from both reports.
8. Integrated Risk Profile Assessment of FC is very good and effective in accordance with characteristic and complexity of the FC's business, where inherent risk can be damaged very well at a low level and supported by a very adequate quality of integrated risk management.
9. Integrated Governance results have reflected that ME and FSIs in the FC always apply the GCG principles in accordance with the Integrated Governance Charter FCP-0001-L2. All aspects have been fulfilled and in accordance with.

Based on Integrated Governance Self-Assessment conducted by ME, the implementation of the Integrated Governance as of December 2019 is 1 (one), meaning that the FC is considered to have implemented the Integrated Governance **Very Good**. This is reflected in the very adequate fulfillment of the implementation of the Integrated Governance Principles. If there are weaknesses in the Integrated Governance Principles, in general those weaknesses are not significant and can be immediately corrected by the Main Entity and/or FSIs.

# FINANCIAL CONGLOMERATE STRUCTURE, WIDER CONGLOMERATE STRUCTURE, AND SHARE OWNERSHIP STRUCTURE IN FINANCIAL CONGLOMERATE OF OCBC IN INDONESIA



## **Description:**

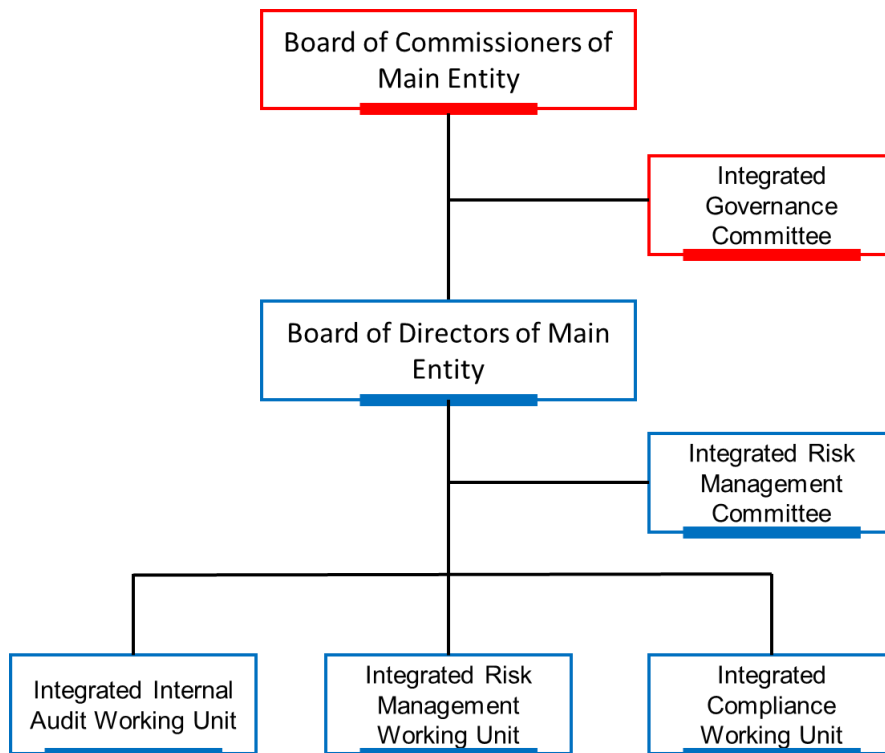
Share ownership on each company are as follows:

1. OCBC NISP (as Main Entity): majority of shares 85.08% owned by OCBC Overseas Investment Pte. Ltd. (OOI) (Singapore) and 14.92% owned by public.
2. PT Great Eastern Life Indonesia as FSI sister company is owned by The Great Eastern Life Assurance Company Limited (Singapore) 99.48% and PT Han Yang Primatama (Indonesia) 0.52%.
3. PT OCBC Sekuritas Indonesia as FSI sister company is owned by OCBC Bank (Singapore) 95.10% and PT Farnella Mandiri Utama (Indonesia) 4.90%.
4. PT Great Eastern General Insurance FSI sister company is owned by Great Eastern General Insurance Limited (Singapore) 95% and PT Suryasono Sentosa (Indonesia) 5%.
5. OCBC is owned by Selat (Pte) Ltd 11.51%, Lee Foundation 5.07%, and others (public) 83.42%.

# MANAGEMENT STRUCTURE IN MAIN ENTITY AND FINANCIAL SERVICES INSTITUTIONS

## MANAGEMENT STRUCTURE OF MAIN ENTITY IN THE FINANCIAL CONGLOMERATE OF OCBC IN INDONESIA

Management Structure in the Financial Conglomerate of OCBC in Indonesia, namely OCBC NISP as Main Entity, with GELI, PTOS, and GEGI as sister companies work together in fulfilling and implementing Integrated Governance well and in accordance with applicable regulations. To fulfill this, the Main Entity in the OCBC FC in Indonesia has a management structure to implement and at the same time ensure Integrated Governance implementation. The Management structure of OCBC FC in Indonesia is as follows:



### THE BOARD OF COMMISSIONERS OF MAIN ENTITY (BOC ME)

The Board of Commissioners of Main Entity (BOC ME) is responsible for supervising the implementation of Integrated Governance in the Financial Conglomerate and ensuring the implementation of integrated risk management is in accordance with the characteristics and complexity of the Financial Conglomerate's business. The structure of BOC ME is as follows:

- |    |                     |   |
|----|---------------------|---|
| 1. | Pramukti Surjaudaja | President Commissioner                                      |
| 2. | Peter Eko Sutioso   | Deputy President Commissioner<br>(Independent Commissioner) |



3.	Samuel Nag Tsien	Commissioner
4.	Lai Teck Poh	Commissioner
5.	Jusuf Halim	Independent Commissioner
6.	Kwan Chiew Choi	Independent Commissioner
7.	Hardi Juganda	Independent Commissioner
8.	Betti S. Alisjahbana	Independent Commissioner
9.	Rama P. Kusumaputra	Independent Commissioner

### THE BOARD OF DIRECTORS OF MAIN ENTITY (BOD ME)

The Board of Directors of Main Entity (BOD ME) is responsible for ensuring the implementation of integrated governance in the Financial Conglomerate and the application of integrated risk management in accordance with the characteristics and complexity of the Financial Conglomerate's business. The structure of BOD ME is as follows:

1.	Parwati Surjaudaja	President Director
2.	Emilya Tjahjadi	Director
3.	Hartati	Director
4.	Martin Widjaja	Director
5.	Andrae Krishnawan W.	Director
6.	Johannes Husin	Director
7.	Low Seh Kiat	Director
8.	Joseph Chan Fook Onn	Director
9.	Mirah Wiryoatmodjo	Director

### INTEGRATED GOVERNANCE COMMITTEE (IGC)

Duties and responsibilities of IGC at least are as follows:

1. Evaluate the implementation of Integrated Governance, at least through an assessment of the adequacy of internal control and the implementation of the integrated compliance function.
2. Provide recommendations to the BOC ME for improving the Integrated Governance Guidelines.

Appintment of IGC members by BOC ME through Decree No. 001/DEKOM-EU/IPC-NK/X/2019 dated 9 Oktober 2019, with the compositon as follows:

Position in the Committee	Designation	Name
Chairman and Member	Independent Commissioner of OCBC NISP	Jusuf Halim
Member	Independent Commissioner of OCBC NISP	Betti S Alisjahbana
Member	Independent Commissioner of PTOS	Nancy Effendy
Member	Independent Commissioner of GELI	Washinton Pandapotan Sihombing

Member	Independent Commissioner of GEGI	Ludovicus Sensi Wondabio
Member	Member of Sharia Supervisory Body OCBC NISP	Mohammad Bagus Teguh Perwira

### **INTEGRATED RISK MANAGEMENT COMMITTEE (IRMC)**

IRMC has the duties and responsibilities to assist the BOD ME in the FC in Indonesia in preparing the Integrated Risk Management Policy, overseeing the implementation of the policy and providing recommendations on matters that need to be done related to Intergrated Risk Management, including Implementation of Tisk Management in each FSI within the framework of the FC. The composition fo IRMC is as follows:

<b>Position in the Committee</b>	<b>Designation</b>
Chairman	Risk Management Director of OCBC NISP
Member	President Director of GELI
Member	President Director of PTOS
Member	President Director of GEGI
Member	Head of Credit Risk OCBC NISP
Member	Corporate Credit Risk Management Division Head OCBC NISP
Member	Market and Liquidity Risk Management Division Head OCBC NISP
Member	Operational Risk Management Division Head OCBC NISP
Member	Enterprise Risk and Policy Management Division Head OCBC NISP (Secretary)

### **INTEGRATED INTERNAL AUDIT WORKING UNIT (IIAWU)**

Internal Audit Divison Bank OCBC NISP is appointed as IIAWU in the OCBC FC in Indonesia. IIAWU is an independent working unit and is directly responsible to the President Director of ME, and indirectly to the BOC ME. The duties and responsibility of IIAWU is to monitor the implementation of integrated audits in each FSI and submit reports on their implementation to the BOD ME, BOD ME, and Compliance Director ME.

### **INTEGRATED COMPLIANCE WORKING UNIT (ICWU)**

As Main Entity, OCBC NISP has an Integrated Compliance Working Unit (ICWU). The implementation of the integrated Compliance duties are carried out by the Compliance Unit at OCBC NISP that has fulfilled the provision related to the Implementation of Compliance Function for Commercial Banks, which are independent from the operational working unit (Risk Taking Unit) that are not directly involved in the Bank's operational activities. The ICWU duties and responsibilities are to monitor and evaluate the implementation of the compliance function at each FSI in the FC.

## MANAGEMENT STRUCTURE OF FSIs IN FINANCIAL CONGLOMERATE OF OCBC IN INDONESIA

### 1. OCBC NISP

As of 31 December 2019, the Management Structure of OCBC NISP are as follows:

#### THE BOARD OF COMMISSIONERS

1.	Pramukti Surjaudaja	President Commissioner
2.	Peter Eko Sutioso	Deputy President Commissioner (Independent Commissioner)
3.	Samuel Nag Tsien	Commissioner
4.	Lai Teck Poh	Commissioner
5.	Jusuf Halim	Independent Commissioner
6.	Kwan Chiew Choi	Independent Commissioner
7.	Hardi Juganda	Independent Commissioner
8.	Betti S. Alisjahbana	Independent Commissioner
9.	Rama P. Kusumaputra	Independent Commissioner

#### THE BOARD OF DIRECTORS

1.	Parwati Surjaudaja	President Director
2.	Emilya Tjahjadi	Director
3.	Hartati	Director
4.	Martin Widjaja	Director
5.	Andrae Krishnawan W.	Director
6.	Johannes Husin	Director
7.	Low Seh Kiat	Director
8.	Joseph Chan Fook Onn	Director
9.	Mirah Wiryatmodjo	Director

#### SHARIA SUPERVISORY BOARD

1.	Muhammad Anwar Ibrahim	Chairman
2.	Mohammad Bagus Teguh Perwira	Member

### 2. PTOS

As of 31 December 2019, the Management Structure of PTOS are as follows

#### THE BOARD OF COMMISSIONERS

1.	Hong Boon Kiat Dennis	President Commissioner
2.	Gan Kok Kim	Commissioner
3.	Nancy Effendy	Independent Commissioner

#### THE BOARD OF DIRECTORS

1.	Yeo Sian Kim	President Director
2.	Livius Nurtanio	Director
3.	Djamdjani	Director
4.	Jermaine Steven Aduana	Director

### 3. GELI

As of 31 December 2019, the Management Structure of GELI are as follows:

#### THE BOARD OF COMMISSIONERS

1. Khor Hock Seng	President Commissioner
2. Tan Tiong Kheng	Commissioner
3. Lilies Handayani	Independent Commissioner
4. Wasinthon Pandapotan Sihombing	Independent Commissioner

#### THE BOARD OF DIRECTORS

1. Lien Cheong Kiat Clement	President Director
2. Fauzi	Director
3. Yungki Aldrin	Director
4. Nina	Director

#### SHARIA SUPERVISORY BOARD

1. Huzaemah T. Yanggo	Chairman
2. Umar Alhaddad	Member

### 4. GEGI

As of 31 December 2019, the Management Structure of GEGI are as follows:

#### THE BOARD OF COMMISSIONERS

1. Khor Hock Seng	President Commissioner
2. Jimmy Tong Teng Wah	Commissioner
3. Iswahyudi Aswar Karim	Independent Commissioner
4. Ludovicus Sensi Wondabio	Independent Commissioner

#### THE BOARD OF DIRECTORS

1. Aziz Adam Sattar	President Director
2. Linggawati Tok	Director
3. Andy Soen	Director

## INTRA-GROUP TRANSACTION POLICY

Intra-Group Transaction Risk is the risk due to the dependency of an entity, directly or indirectly, to other entities in a FC, to other entities in a FC, that is both in the context of fulfilling written and unwritten contractual obligations and whether they are followed by fund transfer or not. To mitigate the risks of intra-group transactions in the FC, ME has prepared an Intra-Group Transaction Policy which stipulates that each FSIs in the FC must be able to identify, manage and mitigate intra-group transaction.

### Identification of Intra-Group Transactions

1. Each FSIs in the FC must identify transactions that can be categorized as intra-group transaction, including:
  - a. Cross ownership between FSIs in FC.
  - b. Guarantees, loans, and commitments given or obtained by a FSIs from other FSIs in the FC.
  - c. Exposure to controlling shareholders, including loan exposures and off-balance sheet such as gurantees and commitments.
  - d. Purchase or sale of assets to other FSIs in the FC.
  - e. Risk transfer through reinsurance to other FSI's in the FC.
  - f. Transaction to divert third party risk exposure between FSIs in the FC.
2. Approval of Intra-Group transactions that have been identified must follow internal procedures that apply in each FSIs.
3. In identifying the risks that may arise from intra-group transactions, the following factors must be considered, including:
  - a. Conflicts of interest originating from intra-group transactions.
  - b. Fulfillment of the Arm's Length Principle (principle of transaction fairness).
  - c. Impact of transactions on financial performance of FSIs in the FC.
  - d. Compliance with applicable laws and regulations.

### Intra-group Transaction Management

1. Each FSI must avoid conflicts of interest and fulfill the Arm's Length Principle in managing intra-group transactions. Disclosure of conflicts of interest must comply with applicable regulations.
2. Each FSI in FC must determine the level of intra-group transaction risk that will be taken in accordance with the strategy and business characteristics of each FSI and the laws and regulations in force in each financial sector. The implementation of intra-group transaction risk levels can be expressed through thresholds or limits on inherent risk levels in the risk profile.
3. In managing intra-group transactions, it must meet four components of risk management implementation, namely (i) risk management; (ii) risk management framework that include 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 Main Entity along with each FSI in the FC prepares an intra-group transaction risk profile report every six months to be informed to the BOC ME and BOD ME and submitted to OJK.
5. Each FSI must record and keep complete an adequate documentation of the intra-group transactions conducted.

### Mitigation of Intra-Group Transactions

1. In each intra-group transaction, each FSI must ensure that the intra-group transaction is still in accordance with the specified risk level. In the event of a conflict of interest and/or increase in risk arising from intra-group transactions, each FSI conducting the transaction must take mitigation actions to minimize the negative impact on the performance of 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.
3. Mitigation of intra-group transactions must be in line with the applicable laws and regulations in each financial sector.

# CORPORATE GOVERNANCE IMPLEMENTATION REPORT PT BANK OCBC NISP TBK 2019

**Supported by sound governance implementation, the Bank is able to continuously expand its service as an integrated financial solution as an effort to provide added value to the stakeholders.**

## GOVERNANCE POLICY

### The Basis of Governance Implementation

The Bank is committed to sustainably implement governance principles at all organizational levels. The governance implementation refers to the applicable Regulations on Corporate Governance for Commercial Banks and Public Companies, ASEAN Corporate Governance (ASEAN CG), in addition to best practices.

### Corporate Governance Principles

<b>Transparency</b>	Clear, accurate and timely disclosure of information.
<b>Accountability</b>	Functions, rights, obligations and authorities as well as clear responsibilities between the Board of Commissioners, Board of Directors and Bank's shareholders.
<b>Responsibility</b>	Compliance with all applicable legal and regulatory provisions and those accountable to shareholders and also to other stakeholders.
<b>Independency</b>	The objectivity of the Board of Commissioners and the Board of Directors members in all matters, including independency assessments related to matters involving potential conflicts of interest.
<b>Fairness</b>	Professionalism and integrity in decision making to ensure a fair and equal treatment in order to protect the interests of all parties.

## COMMITMENT TO GOVERNANCE IMPLEMENTATION

### Governance Guidelines

GCG management and implementation require the commitment of the Top Management and everyone across the organization. The Bank therefore has established fundamental policies, vision, mission, and corporate values that represent the initial step of GCG implementation. Moreover, the Bank has the Code of Conduct in place that expected to be part of daily conduct for all employees. The Bank also develops corporate culture as the cornerstone of GCG implementation.

The GCG Charter contains (i) the governance system, (ii) roles and responsibilities of each of the Company's organs, and (iii) monitoring and reporting.

Subsequently, the Bank's commitment on GCG, among others:

1. Incorporation of GCG principles into the Bank's philosophy, vision, mission, and culture.
2. The Board of Commissioners and Directors Charter, Collective Labor Agreements, as well as Code of Conduct.
3. The ethics of the Board of Commissioners and Directors work relationship to enable checks and balances for the Bank's robust development.

GCG assessment and evaluation are constantly implemented for continuous improvement and therefore safeguard the interests and expectations of all stakeholders.

## **Governance Structure and Infrastructure**

- **Governance Structure**  
The structure consists of the Company Organs and Independent Units. The Company Organs include the General Meeting of Shareholders (GMS), the Board of Commissioners, Board of Directors, and Committee of the Board of Commissioners. The Independent Units consist of Compliance Function, Internal and External Audit Function, Risk Management and Internal Control System Function, and Corporate Secretary Function.
- **Infrastructure**  
The Infrastructure is the Bank policies in conducting business, including (a) Corporate Plan, as well as Work and Budget Plan; (b) Business Policy; (c) Supervisory Policy.

## **GOVERNANCE IMPLEMENTATION ASSESSMENT**

Governance assessment and control are conducted internally (self-assessment) and by external parties. The assessment results are applied for improvement and resolution of issues on the governance implementation.

- **Internal Assessment (Self-Assessment)**  
The Bank performs the Governance Self-Assessment by referring to POJK Regulation No. 55/POJK.03/2016 on the Governance Implementation for Commercial Banks. During 2019, the Bank conducted 2 (two) self-assessments, for the periods of January to June and July to December resulted as 1st Rating, which in general indicated a Very Good implementation of Corporate Governance. In addition, governance self-assessment was also conducted referring to POJK No. 21/POJK.04/2015 on the Governance implementation for Public Companies.
- **Assessment by External Parties**  
The external assessments are performed by, among others, the Domestic Ranking Body ASEAN Corporate Governance appointed by the Financial Services Authority (OJK). Based on the ASEAN CG Scorecard (ACGS), the Bank is listed as one of 10 companies with the highest ACGS scores.

Other awards on governance received in 2019 are as follows:

1. 2<sup>nd</sup> place of Indonesia Good Corporate Governance Award from Business Review Magazine.
2. Top 50 Big Capitalization Public Listed Companies and The Best Responsibility of the Board from Indonesian Institute of Corporate Directorship.
3. The Most Trusted Company in Corporate Governance Perception Index (CGPI) Award from Indonesian Institute for Corporate Governance for 8 (eight) consecutive years.



## FINANCIAL CONGLOMERATION IMPLEMENTATION

The Controlling Shareholders have appointed the Bank as the Main Entity of OCBC Financial Conglomerate in Indonesia, with sister companies PT Great Eastern Life Indonesia (GELI), PT OCBC Sekuritas Indonesia (PTOS), and PT Great Eastern General Insurance Indonesia (GEGI), as members. As the Main Entity, the Bank has established the Integrated Governance Committee (IGC) and the Integrated Risk Management Committee (IRMC). The Bank has also put in place the Integrated Compliance Working Unit (ICWU), the Integrated Internal Audit Working Unit (IIAWU) and the Integrated Risk Management Working Unit (IRMWU). The Integrated Governance Implementation is comprehensively conducted by the Main Entity and each Financial Service Institution (FSI) in coordination to ensure effective implementation of the management function by the Board of Directors of the Main Entity and FSI, as well as for the oversight function by the Board of Commissioners of the Main Entity and FSIs.

More detailed information on the Integrated Governance Implementation Annual Report can be accessed on the website [www.ocbcnisp.com](http://www.ocbcnisp.com).

## GENERAL MEETING OF SHAREHOLDERS

### LEGAL BASIS OF GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders (GMS) is the Bank's highest organ with non-transferrable authority to the Board of Commissioners or Board of Directors within limitations as stated in the Bank's Articles of Association and the prevailing laws and regulations.

### MECHANISM OF THE 2019 ANNUAL GMS (AGMS) IMPLEMENTATION

The 2019 AGMS was conducted in accordance with the stipulations in the Bank's Articles of Association and POJK No.32/POJK.04/2014 on the Planning and Implementation of General Meetings of Shareholders for Public Companies.

The Bank held 1 (one) AGMS on April 9, 2019 at the Bank's Head Office, OCBC NISP Tower, Prof. Dr. Satrio Street Kav. 25, South Jakarta.

Quorum stipulations, Meeting Decision Making and Voting Mechanisms have been stated in the AGSM Code of Conduct accessible at the Bank's website: [www.ocbcnisp.com](http://www.ocbcnisp.com).

### The Implementation of 2019 Annual GMS (AGMS)

Date	Description
February 15, 2019	AGMS notification to the Financial Services Authority (OJK) through an electronic report.
February 22, 2019	Announcement via advertisements in Business Indonesia newspaper, the Indonesia Stock Exchange (IDX) website, and the Bank's website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a>
March 11, 2019	Invitation via advertisements in the Business Indonesia newspaper, the IDX website, and the Bank's website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> .
April 9, 2019	The conducting of AGMS at 10.00 - 11.04 Western Indonesian Time, at OCBC NISP Tower floor 23, Prof. Dr. Satrio Street Kav. 25, South Jakarta.

April 10, 2019	Announcement via advertisements in the Business Indonesia newspaper, OJK and IDX websites, and the Bank's website www.ocbcnisp.com.
----------------	---

### Resolution and Realization of 2019 AGMS

The resolution of AGMS agenda and discussion has been unanimously approved in consensus with legitimate votes of 22,855,021,096, as follows:

1 <sup>st</sup> Agenda: Approval of the Company's Annual Report for the 2018 Financial Year.	
<u>Resolution:</u>	
<ul style="list-style-type: none"> <li>• Approved the Company's Annual Report for the financial year ending December 31, 2018, including the Board of Directors Report and the Board of Commissioners Supervision Report;</li> <li>• Approved and ratified the Company's Financial Report for the financial year ended on December 31, 2018, audited by Tanudiredja, Wibisana, Rintis &amp; Rekan Public Accounting Firm, member firm of Pricewaterhouse Coopers global network with "Unmodified" opinion as set forth in its report dated January 25, 2019; and</li> <li>• Approved to release and discharge all members of the Company's Board of Directors and Board of Commissioners of responsibilities and all liabilities (acquit et de charge) for the management and supervision performed during the financial year 2018, insofar as such actions were reflected in the Company's Annual Report and Financial Statement for the financial year 2018, except for acts of embezzlement, fraud and other crimes.</li> </ul>	
<u>Realization:</u> Has been realized	
2 <sup>nd</sup> Agenda : Appropriation of the Company's Profit earned in the 2018 Financial Year.	
<u>Resolution:</u>	
Approved the determination of the appropriation of the 2018 financial year profit of Rp2,638,064,002,068 after deducting the general reserves in the amount of Rp100,000,000 in accordance with Law No. 40 of 2007 concerning Limited Liability Company, entirely to strengthen the Company's capital position rather than distributed as dividends to shareholders.	
<u>Realization:</u> Has been realized	
3 <sup>rd</sup> Agenda: Accountability for the Actual Use of Public Offering Proceeds.	
As the third agenda for information purposes only, no question and answer or decision-making processes were conducted.	
4 <sup>th</sup> Agenda: Repurchase of Company's Shares for Variable Remuneration Distribution in accordance with POJK No.45/POJK.03/2015.	
<u>Resolution:</u>	
Approved the repurchase of the Company' shares with the maximum number of the Company's Shares to be repurchased being 364,000 (tree hundreds and sixty-four thousands) shares or 0.002% (zero point zero zero two percent) of the entire shares issued and fully paid-up. The repurchase of shares for variable remuneration distribution to the management and employees in accordance with POJK No. 30/POJK.04/2017 and will be conducted with due observance of and subject to the prevailing regulations, while the execution authority upon the repurchase of the Company' shares for Variable Remuneration are granted to the Company's Board of	

Directors.

Realization: The repurchase of Company shares was realized on July 16th, 2019 and was reported to OJK via letter number 015/CPDD-CDU/SS/BB/VII/2019 dated July 16th, 2019.

5<sup>th</sup> Agenda: Approval of Recovery Plan in accordance with POJK No.14/POJK.03/2017.

Resolution:

Approved the Recovery Plan Update, and in the condition that the Company must execute one or several options in the Recovery Plan that requires a GMS approval, and given that the condition requires an immediate action whereas it is impossible of holding a GMS first, gave the power and authority to the Company's Board of Directors to execute the plan with prior approval from the Board of Commissioners.

Realization:

Evaluation and update of Recovery Plan to be conducted annually and submitted to OJK on November 28, 2019. Debt Instruments with capital characteristics were issued on September 27, 2019.

6<sup>th</sup> Agenda: Appointment of a Public Accountant for 2019 and Determination of the Honorarium and other relevant Qualifications to the Appointment.

Resolution:

Approved the granting of authority to the Board of Commissioners upon recommendation from the Audit Committee to appoint a Public Accountant to examine or audit the books and records of the Company for the 2019 financial year in accordance with the criteria of POJK No.13/POJK.03/2017 and to determine the honorarium and other relevant qualifications for the appointed Public Accountant.

Realization:

Based on the Audit Committee Recommendation No. 002/AC-RECO/IPC-WS/V/2019 of May 3rd, 2019, the Board of Commissioners appointed Public Accountant Angelique Daryanto, S.E., CPA and KAP Tanudiredja, Wibisana, Rintis & Partners as the Public Accountant and Public Accounting Firm of the 2019 financial year based on the Board of Commissioners Decree No. 011/DEKOM/IPC-WS/ V/2019 dated May 10th, 2019.

7<sup>th</sup> Agenda: Change in the Company Management Composition and Determination of Their Remuneration.

Resolution:

1. Approved the reappointment of Andrae Krishnawan W, Johannes Husin, and Low Seh Kiat as Directors for the term of office effective from the closing of this Meeting until the closing of the Company's 2022 AGMS.
2. Approved the change of position of Hartati from Independent Director to Director, in relation to the revocation of the Independent Director position as stated in Indonesia Stock Exchange's Director Decision Letter No. Kep-00183/BEI/12-2018 dated December 26th, 2018.
3. Approved the affirmation of the appointment of Mr. Rama P. Kusumaputra as an Independent Commissioner, effective from the closing of this Meeting until the closing of the Company's 2022 AGMS.
4. Approved the determination of the amount of the Board of Commissioners, Sharia Supervisory Board, and Board of Director's remuneration.
  - Re-assign the authority to OCBC Overseas Investment Pte. Ltd, as a majority

<p>shareholder to determine the amount of the Board of Commissioner's remuneration based on the recommendation from the Remuneration and Nomination Committee.</p> <ul style="list-style-type: none"> <li>• Re-assign the authority to the Board of Commissioners to determine the amount of the Sharia Supervisory Board's remuneration based on the recommendation from the Remuneration and Nomination Committee valid for 3 (three) fiscal years, from fiscal year 2020 to fiscal year 2022.</li> </ul> <p>5. Approved the granting of power and authority to the Company's Board of Directors to declare the decision of the meeting in a separate Notarial Deed, and to give power and authority to the Company's Board of Directors, the substitution rights to the public notary to notify the authorized agencies, to register and conduct all necessary actions according to the articles of association and the prevailing regulations in relation to those decisions.</p>
<p><b>Realization:</b></p> <ul style="list-style-type: none"> <li>• The reappointment of the Board of Directors' members, and the affirmation of Independent Commissioner have been stated in a separate Notarial Deed and have been registered in the company register number AHU-0065002.AH.01.11 year 2019 dated April 22nd, 2019.</li> <li>• The complete composition of the Board of Commissioners and the Board of Directors are available at the Bank's website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a>.</li> </ul>

### Statement Concerning Unrealized 2019 GMS Resolutions

The Bank hereby declares that in 2019, all GMS resolutions have been realized. There were no GMS resolutions that had not been realized or delayed.

### THE IMPLEMENTATION OF 2018 GMS

The resolutions of the AGMS dated April 3rd, 2018, have been fully delivered in the 2018 Annual Report, and in the summary of the 2018 AGMS available at the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### The realization of AGMS April 3rd, 2018 are as follows:

<p>1<sup>st</sup> Agenda: Approval of the Company's Annual Report Fiscal Year 2017  <u>Realization:</u> Has been realized.</p>
<p>2<sup>nd</sup> Agenda: The determination of the Use of the Company's profit during the 2017 fiscal year.  <u>Realization:</u> Has been realized</p>
<p>3<sup>rd</sup> Agenda: Accountability for the Actual Use of Public Offering Proceeds  <u>Realization:</u> Has been realized. The third agenda of this meeting is a report in nature.</p>
<p>4<sup>th</sup> Agenda: Bonus Share Distribution  <u>Realization:</u> The bonus share distribution was realized on May 4th, 2018 and the report of the Bank OCBC NISP share ownership change was reported to the OJK via the letter number 033/CorpSecr/KS.01/KN/V/2018 dated May 17th, 2018.</p>
<p>5<sup>th</sup> Agenda: Repurchase of Company's Shares for Variable Remuneration Distribution in accordance with POJK No.45/POJK.03/2015</p>

Realization: The repurchase of Company shares was realized on October 5, 2018 and was reported to OJK via letter number 004/CPDD-CDU/SS/BB/X/2018 of October 9, 2018.

6<sup>th</sup> Agenda: Increase of Authorized Capital

Realization: Increase of Authorized Capital has been realized and declared in the Deed of Amendment to the Articles of Association that was approved by the Minister of Law and Human Rights of the Republic of Indonesia number AHU-0011028.AH.01.02 of 2018.

7<sup>th</sup> Agenda: Approval of Recovery Plan including Approval to have Debt Instrument with Capital Characteristic in accordance with POJK No.14/POJK.03/2017.

Realization:

Evaluation and update of Action Plan to be conducted annually and submitted to OJK on November 23rd, 2018. Debt Instruments with capital characteristics were issued on September 27th, 2018.

8<sup>th</sup> Agenda: Appointment of a Public Accountant for 2018 and Determination of the Honorarium and other relevant Qualifications to the Appointment.

Realization: Based on the Audit Committee Recommendation No. 003/AC-RECO/IPC-WS/V/2018 of May 2, 2018, the Board of Commissioners appointed Public Accountant Angelique Daryanto, S.E., CPA and KAP Tanudiredja, Wibisana, Rintis & Partners as the Public Accountant and Public Accounting Firm of the 2018 financial year based on the Board of Commissioners Decision Letter No. 023/DEKOM/IPCWS/V/2018 dated May 7, 2018.

9<sup>th</sup> Agenda: Change in the Composition of the Company's Board of Commissioners and Board of Directors, and Determination of Their Salaries/Honoraria and Allowances.

Realization:

- The reappointment and the composition of the Board of Commissioner and the Board of Director was stated in a separate Notarial Deed and was registered in the Company Registry number AHU-0055746.AH.01.11 year 2018 dated April 19th, 2018.
- The appointment of Mirah Wiryoatmodjo as a Director was approved by OJK effective on June 5th, 2018, and stated in a separate Notarial Deed and was registered in Company Registry number AHU-0078742.AH.01.11 year 2018 dated June 7th, 2018.
- The appointment of Rama Pranata Kusumaputra as an Independent Commissioner, after the completion of a 6 (six) month of cooling period and the Bank has obtained the OJK approval on February 11th, 2019. The affirmation of his appointment and his terms of service was submitter and approved at AGMS on April 9th, 2019.

### **Statement Concerning Unrealized GMS Resolutions**

The Bank hereby declares that in 2018, all GMS resolutions have been realized. There were no GMS resolutions that had not been realized or delayed.

## THE BOARD OF COMMISSIONER

### BOARD OF COMMISSIONER'S CHARTER

The Bank has in place the Board of Commissioners Charter as a Guideline in performing duties.

The Board of Commissioners Charter covers the following:

1. Criteria and composition
2. Duties and responsibilities
3. Meeting procedures
4. Remuneration procedures
5. Distribution of authority

The complete guidelines can accessed at the Bank website [www.ocbcnisp.com](http://www.ocbcnisp.com)

### DUTIES AND RESPONSIBILITIES

The Board of Commissioners carries out the oversight function and advisory to the Board of Directors regarding the Bank management according to the Bank's Articles of Association.

### MEMBERS CRITERIA

The Bank puts in place several criteria for the selection of the Board of Commissioners members:

- a. Having good character, morals and integrity.
- b. Capable in carrying out legal actions.
- c. Having a good track record in the 5 (five) years prior to appointment and during tenure.
- d. Having a commitment to comply with laws and regulations.
- e. Having the knowledge and/or expertise in the required fields.

### Board of Commisioners Composition



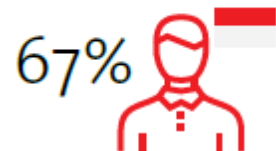
Composition of Independent Commissioners



Total Commissioners



Total Female Commissioner



Commissioners with Indonesian Citizenship

### DIVERSITY POLICY OF THE BOARD OF COMMISSIONERS

Carrying out the supervisory duties for the Bank's operations, the Board of Commissioners' composition reflects the diversity of its members in terms of nationality, age, education, work experience, and gender.



## **BOARD OF COMMISSIONERS MEETINGS**

### **Board of Commissioners Meeting Policy**

The Board of Commissioners Charter regulates the Board of Commissioners Meetings, as follows:

1. Meetings are held at least once every 2 (two) months, and joint meetings with the Board of Directors at least once every 4 (four) months.
2. The Board of Commissioners shall attend at least 2 (two) meetings, either physically or via video/call conference.
3. The meeting results shall be stated in the meeting minutes and signed by the Board of Commissioners' members and the Board of Directors' members present and delivered to all members of the Board of Commissioners and Board of Directors.
4. At the scheduled meeting, the material shall be conveyed to the meeting participants no later than five (5) days before the meeting is held.

### **Total Meetings and Attendance Levels**

6 (six) Board of Commissioners meetings were conducted during 2019, consisting of 3 (three) physical meetings and 3 (three) video conferences. The attendance level of each member was 100%.

### **Board of Commissioners and Board of Directors Joint Meetings**

3 (three) joint meetings were held during 2019 with attendance levels of 100%.

### **Board of Commissioners Recommendations**

Carrying out its duties and responsibilities, the Board of Commissioners provided recommendations on the following matters to the Board of Directors:

1. Bank Business Plan and Financial Sustainability Action Plan 2020
2. Good Corporate Governance implementation
3. Risk Appetite Statement
4. Outsourcing Policy
5. Policies in Risk Management areas
6. 2018 Annual Report
7. Application of Anti-Fraud Strategy
8. Threshold of Liquidity Risk and Market Risk 2019

## **BOARD OF COMMISSIONERS PERFORMANCE ASSESSMENT**

### **Assessment Procedures**

The performance assessment for the Board of Commissioners is carried out by the following:

- Self-assessment by questionnaires, which includes:
  1. Composition.
  2. Quality of the Board of Commissioners meetings.
  3. Board of Commissioners' oversight performance on Bank performance.
  4. Implementation of the Board of Directors' succession.
  5. Ensuring the implementation of risk management and internal controls.
- Assessment through Governance Self-Assessment.  
The Board of Commissioners' performance assessment is also carried out through corporate governance self-assessment as stipulated in OJK Circular Letter No.13/SEOJK.03/2017 on the Governance Implementation for Commercial Banks.

The objective of self-assessment is to evaluate the contribution and effectiveness of the Board of Commissioners.

### Assessment Criteria

1. Governance structure assesses the adequacy of the Bank's governance structure and infrastructure, hence to meet the Bank's stakeholders' expectation on the outcomes of GCG principles implementation process.
2. Assessment of the effectiveness on the governance principles implementation process, supported by the Bank's governance structure and infrastructure adequacy.
3. Assessment of the governance results on the outcome quality that fulfilled the Bank's Stakeholders expectations.

### Assessors

1. The Board of Commissioners through Self-Assessment.
2. The Board of Directors through questionnaires that provide assessment and input to the Board of Commissioners.

## ORIENTATION PROGRAM

The Bank has in place the orientation and introduction program for new members of the Board of Commissioners and its Independent Committee members, aimed at providing knowledge and understanding of the Bank, as well as the scope of work. The orientation program in 2019 was conducted for 1 (one) new member of the Board of Commissioners and 2 (two) new independent members of the Risk Monitoring Committee.

### Training Programs for Board of Commissioners' Members

In 2019, the Board of Commissioners attended various training sessions for competency enhancement and to conform with business development, specifically in supporting their duties and responsibilities. The training sessions were as follows:

Name	Training / Workshop / Seminar	Date	Organizer	Venue
Pramukti Surjaudaja	UBS Wealth Insights 2019 Conference: Global Outlook, APAC Outlook, US-China Trade War and China Economy	January 14, 2019	UBS Wealth Management Singapore	Singapore
	Spokesperson Training	January 31, 2019	Bank OCBC NISP	Jakarta
	70th ICP Semi-Annual Forecast	April 24, 2019	Castle Asia Indonesia Country Program	Jakarta
	Quality Leader 4.0	May 10, 2019	Bank OCBC NISP	Jakarta
	Presentation on Open Banking Framework and API Marketplace / Financial Planning Digital Service	1 August 2019	OCBC Bank	Singapore
	Indonesia Update	1 August 2019	OCBC Bank	Singapore



Name	Training / Workshop / Seminar	Date	Organizer	Venue
	Directors visit to companies in Shenzhen to explore and discuss their innovations and extensive use of technology relevant to OCBC	August 8-9, 2019	OCBC Bank	Singapore
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
	SID Directors Conference 2019 – Transformation from Ordinary to Extraordinary	September 11, 2019	Singapore Institute of Directors	Singapore
	ON Value Project	September 19, 2019	Bank OCBC NISP	Jakarta
Peter Eko Sutioso	Quality Leader	May 10, 2019	Bank OCBC NISP	Jakarta
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
Samuel Nag Tsien	Economic Outlook 2019	February 19, 2019	Great Eastern Holdings	Singapore
	Looking Ahead - What's in store for Singapore and China businesses in 2019 and beyond	Mach 14, 2019	Allen & Gledhill LLP	Singapore
	13th Singapore Maritime Lecture	April 8, 2019	Maritime and Port Authority of Singapore	Singapore
	1st Singapore-Shanghai Comprehensive Cooperation Council Meeting	May 24, 2019	Enterprise Singapore	Singapore
	The International Monetary Conference	June 3-4, 2019	International Monetary Conference	Singapore
	ABS Dialogue - General Keith Alexandra (retired), A member of MAS Cyber Security Panel, Founder of Ironnet Cyber Security	June 24, 19	The Association of Banks in Singapore	Singapore
	Skills Future Festival Forum – Innovating for The Future of Work	June 28, 19	Skills Future Singapore	Singapore
	OCBC Culture & Conduct Programmed	July 12, 2019	Ernst & Young	Singapore
	Technology Risk Update	July 16, 2019	OCBC Bank	Singapore

Name	Training / Workshop / Seminar	Date	Organizer	Venue
	<ul style="list-style-type: none"> <li>Open Banking Framework</li> <li>API Marketplace / Financial Planning Digital Service</li> </ul>	August 1, 2019	OCBC Bank	Singapore
	<ul style="list-style-type: none"> <li>Market Development and Emerging Trends on New Technologies</li> <li>Digital Advancement in Banking</li> </ul>	August 8-9, 2019	OCBC Bank	Singapore
	PIMCO's Investment Strategy in a World of Low Rates, Low Volatility and High Uncertainty, High Disruption	September 18, 2019	Great Eastern Holdings	Singapore
	MAS Lecture 2019	September 19, 2019	Monetary Authority of Singapore	Singapore
	GIC Insights 2019	September 18, 2019	GIC	Singapore
	Singapore Summit 2019	September 20-21, 2019	EDB, GIC, MAS and Temasek	Singapore
	Temasek International Panel Lunch	September 23, 2019	Temasek	Singapore
	Technology Risk Update	October 1, 2019	OCBC Bank	Singapore
	Annual AML/CFT Training for Directors	October 21, 2019	OCBC Bank	Singapore
	Annual AML/CFT Training for Directors	November 4, 2019	OCBC Bank	Singapore
	Update on Technology Risk	November 26, 2019	OCBC Bank	Singapore
Lai Teck Poh	Looking Ahead - What's in store for Singapore and China businesses in 2019 and beyond	March 14, 2019	Allen & Gledhill	Singapore
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
Kwan Chiew Choi	Board Leadership for Cyber Resilience	April 4, 2019	Singapore Institute of Directors	Singapore
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
Jusuf Halim	Regular Tax Discussion “Direction and Strategy of Tax Law Implementation”	April 2, 2019	Ikatan Akuntan Indonesia	Jakarta
	Quality Leader 4.0	May 10, 2019	Bank OCBC NISP	Jakarta

Name	Training / Workshop / Seminar	Date	Organizer	Venue
	Panel Discussion: "The Audit Committee's Professional Journey in Indonesia: Challenges and Future Prospects"	June 18, 2019	Ikatan Komite Audit Indonesia	Jakarta
	Sharing and Discussion: "Emerging Financial Crime Threats in Digital Age"	June 18, 2019	CPA Australia	Jakarta
	Sharing and Discussion: "Big Data Practices in Organizations"	June 24, 2019	Indonesia Strategic Management Society	Jakarta
	Seminar "Dialogue on State Financial Management 2019: Improvement of State Financial Management Efficiency in the Digital Era 4.0 Towards Golden Indonesia"	June 25-26, 2019	Ikatan Akuntan Indonesia	Jakarta
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
	Panel Discussion: "Welcoming the Application of Auditing Standard 701-Communication Key Audit Matters"	August 28, 2019	Ikatan Komite Audit Indonesia	Jakarta
	International Tax Conference 2019: "The Current Issues of International Taxation and Digital Economy Era"	September 17, 2019	Ikatan Akuntan Indonesia	Jakarta
	IBEX Seminar	November 6, 2019	Perbanas	Jakarta
	Excellence Professional Accountant, Indonesia Forward: Supporting Human Resource Development and Economic Transformation Towards Gold 2045.	December 5-6, 2019	Ikatan Akuntan Indonesia	Jakarta
Hardi Juganda	Quality Leader	May 10, 2019	Bank OCBC NISP	Jakarta
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
	Skills for The Future	September 26, 2019	Bank OCBC NI SP	Jakarta
Betti S. Alisjahbana	Processing Based Coaching	January 25, 2019	ICF Jakarta	Jakarta
	Spokesperson Training	January 31, 2019	Bank OCBC NISP	Jakarta
	Business Cycle in Developing Countries: Role of Economic Policy for Economic Development"	March 6, 2019	Institut Teknologi Bandung	Jakarta

Name	Training / Workshop / Seminar	Date	Organizer	Venue
	Fitch on Indonesia - Election, Macro-Economy and Credit Market	March 20, 2019	PT Fitch Rating Indonesia	Jakarta
	Quality Leader 4.0	May 10, 2019	Bank OCBC NISP	Jakarta
	Fintech in the Indonesian Digital Economy	June 21, 2019		Jakarta
	Coaching Mastery through Mentor Coaching & Coaching Supervision	June 25, 2019	ICF Jakarta	Jakarta
	“Character and Mindset as Determinants of Nation’s Success and Sustainability”	July 27, 2019	ITB	Jakarta
	General Insurance Industry and Product - Great Eastern General Insurance Indonesia	August 27, 2019	Bank OCBC NISP	Jakarta
	Indonesia Banking Expo “Consolidate to Elevate”	November 6, 2019	Perbanas	Jakarta
Rama P. Kusumaputra	Quality Leader 4.0	May 10, 2019	Bank OCBC NISP	Jakarta
	General Insurance Industry and Product – Great Eastern General Insurance Indonesia	27 August 2019	Bank OCBC NISP	Jakarta

## INDEPENDENT COMMISSIONER

### Independence of Board of Commissioners’ Members

All Board of Commissioners’ Members performed their duties and responsibilities independently.

### Independent Statement Of Independent Commissioners

There are no Independent Commissioners who served more than 2 (two) consecutive terms.

### Affiliations

Pramukti Surjaudaja has a family relationship with a member of the Board of Directors, Parwati Surjaudaja.

Pramukti Surjaudaja, Samuel Nag Tsien, and Lai Teck Poh are the Commissioners who have financial relationships with the Bank’s Controlling Shareholders. The other Commissioners have neither familial nor financial relationships with members of the Board of Directors, Board of Commissioners, or the Bank’s Controlling Shareholders.

## Board of Commissioners' Remuneration Policy

Disclosure for Proposal Procedure for Determining the Board of Commissioners' Remuneration

REMUNERATION AND NOMINATION COMMITTEE	BOARD OF COMMISSIONERS	GENERAL MEETING OF SHAREHOLDERS (GMS)	MAJORITY SHAREHOLDERS	BOARD OF COMMISSIONERS' REMUNERATION
Prepare recommendations for the Board of Commissioners.	Propose that the GMS determine the Board of Commissioners' remuneration based on the Remuneration and Nomination Committee's recommendations.	Provide power and authority to the Bank's majority shareholders to determine the Board of Commissioners' remuneration based on the Remuneration and Nomination Committee's recommendations.	Upon the power and authority granted by the GMS, determine the remuneration for the Board of Commissioners based on the Remuneration and Nomination.	

### Disclosure of Performance Bonuses, Non-Performance Bonuses, and/or stock options received by each Board of Commissioners' member

To maintain independence in carrying out its duties, since 2008 the Bank's Board of Commissioners has declined any remuneration in the form of bonuses for achieving Bank performance.

### BOARD OF COMMISSIONERS' COMMITTEE

For effectiveness of duties and responsibilities, the Board of Commissioners established the Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and Ethic and Conduct Committee. The Board of Directors appoints the Committees' members following a decree of the Board of Commissioners based on the Remuneration and Nomination Committee's recommendations. Each Committee is chaired by an Independent Commissioner and has a periodically updated Charter.

### AUDIT COMMITTEE

#### Legal Basis

The Audit Committee was established based on OJK regulations and circulars concerning Governance Implementation for Commercial Banks, Audit Committees, Compliance Functions, Public Accountants, and the Board of Commissioners' decree on the establishment of the Bank NISP's Audit Committee in 2001 and its Amendment in 2006.

### Audit Committee Profile

<b>Kwan Chiew Choi</b> Chairman	Singapore citizen, 70 years old. Domicile: Singapore. Independent Commissioner of Bank OCBC NI SP since January 1, 2011.
------------------------------------	--

**Work Experience:**

- 1973-1982: Loans Department Manager in Sumitomo Bank Ltd, Singapore Branch.
- 1983: General Manager in Hock Seng Hardware Pte Ltd.
- 1984-1987: Vice President of Corporate Banking in First National Bank of Chicago, Singapore Branch.
- 1987-2007: Last position as Senior Vice President & Head Credit Control and Approval in OCBC Bank.
- 2008-2010: Independent Commissioner in PT Bank OCBC Indonesia.

**Concurrent Positions:** None

**Organization:** None

**Education:**

Bachelor of Social Science (Honours) from University of Singapore (1971).

**Appointment History :**

Initial appointment as an Independent Commissioner at the EGMS on November 9, 2010, effective on January 1, 2011, reappointment in 2013, restatement of Independent Commissioner's terms of office at the AGMS on April 7, 2014 and reappointment at the AGMS on March 30, 2017.

**Hardi Juganda**  
Member

Indonesian citizen, 61 years old.

Domicile: Bandung, Indonesia.

Independent Commissioner of Bank OCBC NI SP on November 27, 2017.

**Work Experience:**

- 1985: Joined Bank NI SP and served in various positions.
- 1991-1997: Head of Asia Afrika Bandung Branch, Bank NI SP.
- 1997-2012: Director of Bank OCBC NI SP.
- July 17, 2012 – March 30, 2017: Commissioner of Bank OCBC NISP.

**Concurrent Positions:** None

**Organization:** None

**Education:**

- Bachelor's degree in Law from Padjadjaran University, Bandung (1985).
- SESPIBANK (LPPI Banking Management Institute (1989).

**Appointment History :**

Initial appointment as an Independent Commissioner at the AGMS on March 30, 2017, effective on November 27, 2017.

**Kurnia Irwansyah**  
Member  
(Independent Party)

Indonesian Citizen, 61 years old.  
Audit Committee Member of Bank OCBC NISP since July 2014.

**Work Experience:**

- 1979-1983: Assistant to Audit Manager KAP Hadi Sutanto & Rekan/Pricewaterhouse.
- 1983-1985: Accounting Manager PT Coca Cola Indonesia.
- 1985-present: Senior Lecturer of Accounting, Faculty of Economics, Universitas Indonesia
- 1985–1988: Finance Manager PT Djaya Beverage Bottling Company.
- 1988-1993: Financial Controller IFF PT Essence Indonesia.
- 1993-1998: Finance Director IFF PT Essence Indonesia.
- 1998–2008: Managing Director IFF PT Essence Indonesia.

**Concurrent Position:** None

**Education:**

- Certified Lecturer from Ministry of Education, Chartered Accountant from Institute of Indonesian Chartered Accountants (2014).
- Master Degree in Accounting from MAKSI, Faculty of Economics, University of Indonesia (2010).
- Bachelor's degree in Economics majoring in Accounting, Faculty of Economics, University of Indonesia (1982).

**Rufina Tinawati**  
**Mariato**  
Member  
(Independent Party)

Indonesian Citizen, 60 years old.  
Audit Committee Member of Bank OCBC NISP since March 2017.

**Work Experience:**

- (1987-2003): Served in various positions at Bank Bali with last positions as General Manager of Large Commercial Banking – Jakarta Business Unit
- (2003-2006): General Manager of Commercial Jababeka at Bank Permata
- (2007-2014): Commercial Business Division Head, Executive VP, Commercial Business Unit, Member of the Commercial Credit Committee and Commercial Sales & Marketing Support Head at Bank OCBC NISP.

**Concurrent Position:**

2016-present: Independent Commissioner of PT Bank Mayora.

**Education:**

Bachelor's degree in Economics majoring in Management (1986) and Architecture (1985) from Parahyangan Catholic University, Bandung.

**Audit Committee Members' Period and Term of Office**

Name	Position in the Committee	Position in Bank OCBC NISP	Legal Basis of Appointment - Board of Directors Decree	Period and Term of Office	
				Effective Date	End of Term
Kwan Chiew Choi	Chairman	Independent Commissioner	KPTS/DIR/HK.02.02/CORPSEC R/020/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Hardi Juganda	Member	Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/0 04G/2018 dated April 4th, 2018	April 3rd, 2018	AGMS 2021
Kurnia	Member	Independent	KPTS/DIR/HK.02.02/CORPSEC	March 30th,	AGMS



Irwansyah		Party	R/022/2017 dated March 17th, 2017	2017	2020
Rufina Tinawati Marianto	Member	Independent Party	KPTS/DIR/HK.02.02/CORPSECR/021/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020

### Structure, Membership and Expertise

The Audit Committee consists of 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, 1 (one) Independent Party as member who has expertise in finance or accounting, and 1 (one) Independent Party as member who has expertise in law or banking.

### Audit Committee Charter

In carrying out its duties, the Audit Committee has the Audit Committee Charter which can be accessed at the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### Audit Committee Independence Declaration

The Audit Committee acts independently in carrying out its duties and responsibilities, including in providing recommendations in the event of dissenting opinions between the management and independent auditors.

### Audit Committee Duties and Responsibilities

The Audit Committee assists the Board of Commissioners in overseeing the quality and integrity of the financial reporting, internal control system, internal and external audit processes, and governance, as well as in monitoring compliance with prevailing laws and regulations.

### Audit Committee Meetings

The Audit Committee may hold a meeting any time, at least four times in a year. A meeting may be conducted when at least 51% of members are in attendance.

The meeting resolutions shall be based on discussion and consensus. In the event of disagreement, the decision is made legitimate by the approval of a majority of the members of the Audit Committee attending the meeting.

During 2019, the Audit Committee held 20 (twenty) meetings, with:

1. Public Accountant: 4 (four) meetings, including 1 (one) meeting without management
2. Director of Finance: 4 (four) meetings
3. Internal Audit: 6 (six) meetings, including 1 (one) meeting without management
4. Compliance Director: 4 (four) meetings
5. Board of Commissioners: 2 (two) meetings

### Attendance of Audit Committee Meetings

Name	Position in the Committee	Number of Meetings	Attendance	% Attendance
Kwan Chiew Choi	Chairman	20	20	100%
Hardi Juganda	Member	20	20	100%
Kurnia Irwansyah	Member (Independent Party)	20	17	85%
Rufina Tinawati Marianto	Member (Independent Party)	20	20	100%



## **Audit Committee Activities**

During 2019, the Audit Committee has conducted reviews, evaluations and monitoring based on its scope of duties and responsibilities, as follows:

With the Compliance Director, to discuss among others:

- Implementation of prudential banking principles and compliance with applicable regulations and efforts to enhance compliance culture.
- Follow-up on recommendations from internal audit, external auditor, and regulators on the findings of non-compliance and corrective measures that have and will be performed by the management.
- Current development of banking regulations and other relevant regulations and analysis of its impact on the Bank, as well as implementation by the management.
- Effectiveness of compliance monitoring system on regulations, policies, systems, procedures, and code of conduct, as well as management's follow-up on non-compliance.
- Implementation of AML-CFT (Anti-Money Laundering and Combating the Financing of Terrorism) policies, procedures and program as well as follow-up on internal audit recommendations.

With the Finance Director, among others:

- Reviewing the accounting and financial reporting systems to ensure a sound and transparent financial reporting process.
- Reviewing to ensure the follow-up by the Management on key findings and recommendations from internal audit, public accountant, and regulators regarding financial reporting. In addition, reviewing to ensure that Management keeps abreast of current issues and changes to accounting standards that had a direct impact on the Bank's financial statements and conducts immediate preparations for its accurate implementation.
- Reviewing to ensure appropriate contents and disclosures of financial statements, accounting principles application, the use of significant estimates and judgements and the treatment of accounting changes, including the application of new accounting standards effective in the current year that are in accordance with the applicable Financial Accounting Standards in Indonesia.

With Internal Audit, among others:

- Reviewing the adequacy and effectiveness of internal audit functions and ensuring an independent and objective internal audit process to assess the adequacy and effectiveness of governance processes, risk management and internal control.
- Reviewing the results of risk assessments by internal audit, risk based audit plans, audit scope and focus to ensure they are prioritized and directed according to the identified key risks and functions. In addition, reviewing the proposed improvement of audit methodology, and utilization of current technology development in the audit process to enhance audit effectiveness and efficiency, as well as the role of Internal Audit in strengthening and empowering the Three Lines of Defense.
- Reviewing periodic audit reports submitted by Internal Audit, including key audit findings on internal control, risk management and governance process, as well as audit findings on fraud and other significant audit findings, recommendations by internal audit, and timely follow-up by Management.
- Reviewing to ensure effective coordination and communication between Internal Audit and the External Auditor, the Financial Services Authority and other Regulators. Monitoring proper and timely follow-up by the management on the recommendations issued by External Auditor, the Financial Services Authority and other Regulators.
- Ensuring the adequacy of resources and competencies, as well as sustainable development and training of internal auditors.

- Conducting meeting with Internal Audit without the management to discuss any important matters raised by Internal Audit.

With the Public Accountant, among others:

- Obtaining confirmation on the independence of the public accountant and the public accounting firm, and ensuring that necessary steps were undertaken to maintain its independence and objectivity during the audit. In addition, reviewing the audit plan, risk assessment results, audit strategy, audit scope and focus, auditor's response to identify key risks so as to ensure the proper address and response of audit to the identified key risks.
- Reviewing the results of auditor's evaluation on the adequacy and effectiveness of internal control system, significant audit findings, including results of accounting principles and policies application review, the quality of management's assumptions, significant estimates and judgements including the adequacy of the allowance for impairment losses, other significant financial reporting issues, the adequacy of disclosures and transparency of the Bank's financial condition, management's support during the audit, including in the event of dissenting opinions with the management. Moreover, reviewing the current development of financial accounting standards in order to understand the impact of newly and soon-to-be issued accounting standards, including the results of auditor's review on the adequacy of management's preparatory steps to implement PSAK 71 (IFRS 9) in 2020.
- Monitoring the effectiveness of an independent and objective external audit process in accordance with the applicable auditing standards.
- Conducting meeting with the Public Accountant in a separate session without the management to discuss any matters that may be privately raised by the Public Accountant.

With the Board of Commissioners, among others:

- Reporting the quarterly activities of the Audit Committee, key issues for the Board of Commissioners' attention and recommendations by the Audit Committee for the Board of Commissioners on governance, accounting, audits, compliance and internal controls, and the Audit Committee's evaluation results on the audit performance of the public accountant for the previous year's financial statements, as well as the Audit Committee's recommendation on the appointment of Public Accountant for the current year.

The Audit Committee also performed self-assessment on the performance of the Audit Committee.

### Audit Committee Training Programs in 2019

Name	Training/Workshop/Seminar	Date	Organizer	Location
Kwan Chiew Choi	Can be seen in the Board of Commissioners training table.			
Hardi Juganda	Can be seen in the Board of Commissioners training table.			
Kurnia Irwansyah	IAI-AFA-IAESB International Conference 2019: Competence of the Future: Professionalism of Accountants in Disruption Era	April 11-12, 2019	Ikatan Akuntan Indonesia	Bali
Rufina Tinawati Marianto	Audit Committee Guidelines	June 18, 2019	Price Waterhouse Coopers	Jakarta

## NOMINATION AND REMUNERATION COMMITTEE

### Legal Basis

The Remuneration and Nomination Committee was established based on OJK regulations and circulars on the Governance Implementation for Commercial Banks, Nomination and Remuneration

Committees, and Remuneration Governance, and the Board of Commissioners decree on the establishment of the Remuneration and Nomination Committee in 2006.

### Remuneration and Nomination Committee Profiles

<p><b>Jusuf Halim</b> Chairman</p>	<p>Indonesian citizen, 63 years old. Domicile: Jakarta, Indonesia. Independent Commissioner of Bank OCBC NI SP on October 11, 2006.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1982-1990: Last position as Senior Audit Manager at Drs. Utomo &amp; Co, Arthur Andersen, Jakarta.</li> <li>• 1990-2003: Partner in Accounting Firm Jusuf Halim &amp; Co.</li> <li>• 2003-2004: Partner in Deloitte Tax Solution.</li> </ul> <p><b>Concurrent Positions:</b> 1990–present: Lecturer at the Faculty of Economics and Business, University of Indonesia.</p> <p><b>Organization:</b></p> <ul style="list-style-type: none"> <li>• 1994-1998: Chairman of Financial Accounting Standards Committee, the Indonesian Institute of Chartered Accountants (IAI).</li> <li>• 2003-2006: Chairman of CPA Examination Board, IAI.</li> <li>• 2004-2010: Board Member, the Indonesian Institute of Audit Committee (IKAI).</li> <li>• 2010-2014: Member of National Council, IAI.</li> <li>• 2010-2016: Member of Honorary Board, IKAI.</li> <li>• 2014-present: Member of Advisory Board, IAI.</li> <li>• 2016-2019: Member of Certification Board, IKAI.</li> <li>• 2017-present: Member of Disciplinary Board – as external party representing the accounting profession – State Audit Agency.</li> </ul> <p><b>Education:</b></p> <ul style="list-style-type: none"> <li>• PhD in Strategic Management from University of Indonesia (2009).</li> <li>• Master of Business Law from Pelita Harapan University (2003).</li> <li>• Bachelor of Accounting from University of Indonesia (1982).</li> </ul>
<p><b>Pramukti Surjaudaja</b> Member</p>	<p>Indonesian citizen, 57 years old. Domicile: Jakarta, Indonesia. President Commissioner of Bank OCBC NI SP since December 16, 2008.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1987-1989: Executive Trainee, Daiwa Bank in New York, London and Tokyo.</li> <li>• 1989-1997: Managing Director, Bank NI SP.</li> <li>• 1997 – 2000: Commissioner, Bank OCBC Indonesia.</li> <li>• 1997-2008: President Director, Bank NI SP.</li> <li>• 2005 – Present: Non-executive Director, OCBC Bank, Singapore.</li> </ul> <p><b>Concurrent Positions:</b> 2014-present: Commissioner of PT Biolaborindo Makmur Sejahtera.</p> <p><b>Organization :</b></p> <ul style="list-style-type: none"> <li>• 2002-present: ASEAN Council Member, IN SEAD.</li> <li>• 2011- present: Member of Board Trustee, Karya Salemba Empat Foundation.</li> <li>• 2015- present: Advisory Board Member, Parahyangan Catholic University.</li> <li>• 2018- present: Deputy Chairman of Supervisory Board, IOA.</li> </ul> <p><b>Education:</b></p> <ul style="list-style-type: none"> <li>• Bank Indonesia-SESPIBI XVI; Scholarship program - International Relations, International University of Japan, Japan.</li> <li>• MBA Banking, Golden Gate University, USA (1986).</li> </ul>

	<ul style="list-style-type: none"> <li>• BSc Banking and Finance, San Francisco State University, USA (1985).</li> </ul> <p><b>Awarded the following:</b></p> <ul style="list-style-type: none"> <li>• Best CEO Award 2004 - SWA Magazine.</li> <li>• Best CEO Award 2006 - Business Review Magazine.</li> <li>• Most Prominent Banker Award 2006 - Investor Magazine.</li> <li>• Outstanding Entrepreneur Award 2008 - Asia Pacific Entrepreneurship.</li> </ul> <p><b>Appointment History :</b> Initial appointment as a President Commissioner at the EGMS on October 16, 2008, effective on December 16, 2008, reappointment at AGMS 2011, 2014 and March 30, 2017.</p>
<p><b>Peter Eko Sutioso</b> Member</p>	<p>Indonesian citizen, 79 years old. Domicile: Bandung, Indonesia. Deputy President Commissioner of Bank OCBC NI SP since November 24, 1998.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1965: Started his career in Bank NI SP.</li> <li>• 1972-1997: Director of Bank NI SP.</li> <li>• 1997-1998: Commissioner of Bank NI SP.</li> </ul> <p><b>Concurrent Positions:</b> None</p> <p><b>Organization:</b></p> <ul style="list-style-type: none"> <li>• 1983-1988: Chairman of Perbanas West Java</li> <li>• 1977-1990: Board member of BMPD West Java.</li> </ul> <p><b>Education:</b> Bachelor's degree in Law from Padjadjaran University, Bandung (1965).</p> <p><b>Appointment History :</b> Appointment as Deputy President Commissioner at the EGMS on June 29, 1998, effective on November 24, 1998, reappointment in 2001 and 2004. Initial appointment as an Independent Commissioner at the AGMS on June 1, 2006, reappointment as Deputy President Commissioner (Independent Commissioner) in 2010 and 2013, restatement as Deputy President Commissioner (Independent Commissioner)'s terms of office at the AGMS on April 7, 2014 and reappointment at the AGMS on March 30, 2017.</p>
<p><b>Samuel Nag Tsien</b> Member</p>	<p>British citizen, 65 years old. Domicile: Singapore. Commissioner of Bank OCBC NI SP since December 12, 2012.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1995-2006: President and Chief Executive Officer of Bank of America (Asia).</li> <li>• 2006-2007: Director of the Board, President and Chief Executive Officer of China Construction Bank (Asia).</li> <li>• 2007-present: Group Chief Executive Officer and Executive Director of Oversea-Chinese Banking Corporation Limited (OCBC) since April 2012. Joined OCBC Bank in July 2007 as Senior Executive Vice President and Global Head, Global Corporate Bank.</li> <li>• 2012-present: Served on the boards of major OCBC Group companies including Great Eastern Holdings, OCBC Bank (Malaysia) Bhd, OCBC Wing Hang Bank Ltd., OCBC Wing Hang (China) Ltd., and Bank of Singapore.</li> </ul> <p><b>Concurrent Positions:</b> 2014–present: Director of Mapletree Investment Pte Ltd.</p> <p><b>Organization:</b></p>

	<ul style="list-style-type: none"> <li>Chairman of the Association of Banks in Singapore and Vice Chairman of the Institute of Banking and Finance.</li> <li>Member of the Monetary Authority of Singapore (MAS) Financial Centre Advisory Panel.</li> <li>Member of the MAS Payments Council.</li> <li>Director of International Monetary Conference.</li> <li>Director of ASEAN Bankers Association.</li> </ul> <p><b>Education:</b> Bachelor of Arts with Honours in Economics from University of California, Los Angeles (UCLA) (1977).</p> <p><b>Awarded as:</b> IBF Distinguished Fellow (2010)</p> <p><b>Appointment History :</b> Initial appointment as a Commissioner at the AGMS on May 22, 2012, effective on December 12, 2012, reappointment in 2015 and at the AGMS on April 3, 2018.</p>
<b>Julie Anwar</b> <i>Member</i>	<p>Indonesian citizen, 45 years old. Bank OCBC NISP Remuneration and Nomination Committee member since the AGMS on March 30th, 2017.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>1998-2001: Analyst at HSBC Securities Indonesia, Jakarta</li> <li>2001–2004: Associate at Mercer Human Resources Consulting, Jakarta</li> <li>2004–2013: Served in various positions at Citibank N.A. Jakarta.</li> <li>2013–2014: Head of Human Resources of PT Bank QNB Kesawan Tbk.</li> <li>July 2014–present: Head of Human Capital at Bank OCBC NISP Bank.</li> </ul> <p><b>Concurrent Position:</b> None</p> <p><b>Education:</b> Bachelor’s degree in Business from Deakin University, Victoria, Australia (1998).</p>

### Remuneration and Nomination Committee Members’ Term of Office

Name	Position in the Committee	Position in Bank OCBC NISP	Legal Basis of Appointment - Board of Directors Decree	Period and Term of Office	
				Effective Date	End of Term
Jusuf Halim	Chairman	Independent Commissioner	KPTS/DIR/HK.02.02/CO RP.SECR/027/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Pramukti Surjaudaja	Member	Independent Commissioner	KPTS/DIR/HK.02.02/CO RP.SECR/028/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Peter Eko Sutioso	Member	Independent Commissioner	KPTS/DIR/HK.02.02/CO RP.SECR/029/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Samuel Nag Tsien	Member	Commissioner	KPTS/DIR/KB.01/CORP SECR/004H/2018 dated April 4th, 2018	April 3rd, 2018	AGMS 2021
Julie Anwar	Member	Executive Officer in charge of Human Resource	KPTS/DIR/HK.02.02/CO RP.SECR/030/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020

### Structure, Membership, and Expertise

The Remuneration and Nomination Committee comprises 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, 2 (two) Commissioners as members, and 1 (one) executive officer with expertise in human capital.

### Remuneration and Nomination Committee Charter

In performing its duties and responsibilities, the Remuneration and Nomination Committee has in place the Charter which can be accessed on the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### Remuneration and Nomination Committee Independence Declaration

In performing its duties and responsibilities, the Remuneration and Nomination Committee acts independently, professionally and self-sufficiently, free from influence by other parties.

### Remuneration and Nomination Committee Duties and Responsibilities

The duties and responsibilities of the Remuneration and Nomination Committee include:

1. On Remuneration, the Committee performs an evaluation of remuneration policies and reports the evaluation results and recommendations to the Board of Commissioners, ensuring that the remuneration policies are in line with the applicable regulations, and regularly evaluates the implementation of remuneration policies.
2. On Nomination, the Committee provides recommendations to the Board of Commissioners on the composition, nomination, performance evaluation, and capability development program for the members of the Board of Directors, Board of Commissioners, and Sharia Supervisory Board, as well as Committee members.

### Remuneration and Nomination Committee Meetings

Meetings are held periodically at least once every 4 (four) months. Meetings can take place if they are attended by at least 51% (fifty-one percent) of all members, including an Independent Commissioner and an Executive Officer who oversees human capital or an employee representative, with one of the members being the Committee Chairman, and the meeting resolutions being decided based on deliberations for a consensus.

Further information on the Meeting Policy of the Remuneration and Nomination Committee is available in the Remuneration and Nomination Committee Charter on the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

During 2019, the Remuneration and Nomination Committee held 3 (three) meetings with the following attendance:

Name	Position in the Committee	Number of Meetings	Attendance	%Attendance
Jusuf Halim	Chairman	3	3	100%
Pramukti Surjaudaja	Member	3	3	100%
Peter Eko Sutioso	Member	3	3	100%
Samuel Nag Tsien	Member	3	3	100%
Julie Anwar	Member	3	3	100%



### Remuneration and Nomination Committee Activities

During 2019, the Remuneration and Nomination Committee performed its duties and responsibilities which included conducting evaluations and providing recommendations to the Board of Commissioners concerning the following matters:

#### Remuneration Function

1. Remuneration for the Board of Commissioners, Board of Directors, Sharia Supervisory Board, and Committees of the Board of Commissioners.
2. Remuneration for all executive officers and employees to be reported to the Board of Directors.
3. Variable remuneration for Material Risk Takers (MRT).
4. Deferred payment policy on variable remuneration for MRT and malus provisions.

#### Nomination Function

1. Proposing the appointment and reappointment of Commissioners and Directors, to be submitted to the AGMS for approval.
2. Proposing the appointment and re-appointment of members of the Committees under the Board of Commissioners.

### Remuneration and Nomination Committee Training Program in

Name	Training/Workshop/ Seminar	Date	Organizer	Location
Jusuf Halim	Can be seen at the Board of Commissioners' training table.			
Pramukti Surjaudaja	Can be seen at the Board of Commissioners' training table.			
Peter Eko Sutioso	Can be seen at the Board of Commissioners' training table.			
Samuel Nag Tsien	Can be seen at the Board of Commissioners' training table.			
Julie Anwar	Spokesperson Training	31 January 2019	Bank OCBC NISP	Jakarta
	Quality Leader 4.0	10 May 2019	Bank OCBC NISP	Jakarta
	Talent Leaders Forum	21 August 2019	Bank OCBC NISP	Jakarta
	ON Challenge Talk show - Sustainability	25 October 2019	Bank OCBC NISP	Jakarta
	Future Readiness	15 November 2019	Bank OCBC NISP	Jakarta

### Succession Policy for Directors

Pursuant to the Remuneration and Nomination Committee Charter, amongst the Remuneration and Nomination Committee's duties is to provide recommendations to the Board of Commissioners on the criteria for qualified candidates as prospective Directors to be submitted to the GMS for approval.

The Committee is responsible for establishing the criteria and identifying the candidates, reviewing and approving the nominations in accordance with the established criteria. In its review, the Committee takes into account the track record, age, and capabilities of the candidates, and other relevant factors.

### Remuneration for the Remuneration and Nomination Committee's Members in 1 (one) year

No remuneration is given by the Bank to the Chairman and Members of the Remuneration and Nomination Committee.

## RISK MONITORING COMMITTEE

### Legal Basis

The Risk Monitoring Committee was established based on OJK regulations and circulars on the Governance Implementation for Commercial Banks and the Board of Commissioners decree on the establishment of the Risk Monitoring Committee in 2006.

### Risk Monitoring Committee Profiles

<b>Jusuf Halim</b> Chairman	His complete profile can be seen in the Remuneration and Nomination Committee Profiles.
<b>Pramukti Surjaudaja</b> Member	His complete profile can be seen in the Remuneration and Nomination Committee Profiles.
<b>Samuel Nag Tsien</b> Member	His complete profile can be seen in the Remuneration and Nomination Committee Profiles.
<b>Lai Teck Poh</b> Member	<p>Singapore citizen, 75 years old. Domicile: Singapore. Commissioner of Bank OCBC NI SP since September 4, 2008.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1968-1986: Corporate relationship management with last position as Head of Corporate Account Management at Citibank N.A.</li> <li>• 1986-1987: Managing Director/CEO at Citicorp Investment Bank (Singapore).</li> <li>• 1988-2010: Head of Corporate Banking, Head of Information Technology &amp; Central Operations and Head of Risk Management with last position as Head of Group Audit at OCBC Bank.</li> <li>• 2010-2019: Non-Executive Director of OCBC Bank</li> <li>• 2011-2019: Non-Executive Director OCBC Bank (Malaysia) Bhd.</li> </ul> <p><b>Concurrent Positions:</b> 2011-present: Non-Executive Independent Director of AV Jennings Ltd.</p> <p><b>Organization:</b> None</p> <p><b>Education:</b></p> <ul style="list-style-type: none"> <li>• Bachelor of Arts (Honors) from University of Singapore (1968).</li> <li>• Executive Development Program in Cornell University, USA (1977).</li> <li>• Participated in the Risk Management Training at IN SEAD (2003).</li> <li>• Participated in various training programs in the areas of Risk Management, Accounting, GCG and Management.</li> </ul> <p><b>Appointment History :</b> Initial appointment as a Commissioner at the AGMS on April 30, 2008, effective on August September 4, 2008, and reappointment at AGMS 2011, 2014 and March 30, 2017.</p>
<b>Kwan Chiew Choi</b> Member	His complete profile can be seen in the Audit Committee Profiles
<b>Betti S. Alisjahbana</b> Member	<p>Indonesian Citizen, 59 years old. Domicile: Jakarta, Indonesia. Independent Commissioner of Bank OCBC NI SP on December 7, 2017.</p>



	<p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1984-2008: IBM ASEAN &amp; South Asia with the last position as President Director of PT IBM Indonesia.</li> <li>• 2008-present: Leadership &amp; Executive Coach at QB Leadership Center.</li> <li>• 2010-July 2017: Independent Commissioner of PT Sigma Cipta Caraka (Telkom Sigma).</li> <li>• 2012-Desember 2014: Independent Commissioner of PT Garuda Indonesia Tbk.</li> <li>• 2015-September 2017: Independent Commissioner of PT Bhinneka Mentari Dimensi.</li> </ul> <p><b>Concurrent Positions:</b> 2015-present: Independent Commissioner of PT Anabatic Technologies Tbk.</p> <p><b>Organization:</b></p> <ul style="list-style-type: none"> <li>• 2014-May 2019: Chairperson of the Board of Trustees of Bandung Institute of Technology.</li> <li>• 2018-present: Chairperson of the Professional &amp; Association Board, Telematics Society.</li> </ul> <p><b>Education:</b> Bachelor's degree in Architecture from Bandung Institute of Technology (1984).</p> <p><b>Awarded the following:</b></p> <ul style="list-style-type: none"> <li>• IBM Country General Manager Excellence Award – IBM (2000)</li> <li>• Ganesha Wira Adi Utama (2013) - Bandung Institute of Technology.</li> <li>• Satyalancana Wira Karya (2013) - Presiden Republik Indonesia.</li> </ul> <p><b>Appointment History:</b> Initial appointment as an Independent Commissioner at the EGMS on November 1, 2017, effective on December 7, 2017.</p>
<p><b>Paulus Agus Tjarman</b> <i>Member (Independent Party)</i></p>	<p>Indonesian Citizen, age 57. Domicile: Bandung, Indonesia. Member of Risk Monitoring Committee Bank OCBC NISP since 9 April 2019</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1987 - 2000: Worked at Bank Bali with last position as Credit Approval Officer.</li> <li>• 2000 - 2017: Joined Bank OCBC NISP with last position as Staff for Board of Directors. During his assignment in Bank OCBC NISP hold various position as Branch Manager, Regional Coordinator, Assistant Director, Senior Corporate Executive, and Human Capital.</li> </ul> <p><b>Work Experience:</b> Bachelor Degree of Commerce Administration from the Faculty of Social and Political Science of Catholic University of Parahyangan, Bandung (1986).</p>
<p><b>Angeline Nangoi</b> <i>Member (Independent Party)</i></p>	<p>Indonesian Citizen, age 63. Domicile: Jakarta, Indonesia. Member of Risk Monitoring Committee Bank OCBC NISP since 9 April 2019.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 1980-1982: PT Desigras (Engineering Consultant).</li> <li>• 1982–1993: PT Indonesian Investment International with last position as Manager and Head of Corporate Finance Division.</li> <li>• 1993-1995: PT Indovest Bank with last position as General Manager.</li> <li>• 1995–1997: PT Bank Bumiraya Utama as General Manager for Marketing and Credit Division and hold as Credit Committee member.</li> </ul>

	<ul style="list-style-type: none"> <li>• 1997–2001: Credit Director of PT Bank Global Internasional Tbk.</li> <li>• 2001–2003: Compliance Director of PT Bank Societe Generale Indonesia.</li> <li>• 2003–2010: Compliance Director of PT Bank OCBC Indonesia.</li> <li>• 2011–2014: PT Bank OCBC NISP Tbk Compliance Division Head and last position as Corporate Secretary.</li> <li>• 2014–2017: Compliance Director of PT Bank Commonwealth.</li> <li>• 2018–present: Independent Commissioner of PT Bank OKE Indonesia.</li> </ul> <p><b>Education:</b> Bachelor Degree in Industrial Engineering from Bandung Institute of Technology (ITB), Bandung (1980).</p>
--	--

### Risk Monitoring Committee Term of Office

Name	Position in the Committee	Position in Bank OCBC NISP	Legal Basis of Appointment - Board of Directors Decree	Period and Term of Office	
				Effective Date	End of Term
Jusuf Halim	Chairman	Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/04B/2018 dated April 4th, 2018	April 3rd, 2018	AGMS 2020
Pramukti Surjaudaja	Member	Commissioner	KPTS/DIR/HK.02.02/CORPSEC R/024/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Samuel Nag Tsien	Member	Commissioner	KPTS/DIR/KB.01/CORPSECR/04D/2018 dated April 4th, 2018	April 3rd, 2018	AGMS 2021
Lai Teck Poh	Member	Commissioner	KPTS/DIR/HK.02.02/CORPSEC R/025/2017 dated March 17th, 2017	March 30th, 2017	AGMS 2020
Kwan Chiew Choi	Member	Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/04C/2018 dated April 4, 2018	April 3rd, 2018	AGMS 2020
Betti S. Alisjahbana	Member	Independent Commissioner	KPTS/DIR/KB.01/CORPSECR/04E/2018 dated April 4th, 2018	April 3rd, 2018	AGMS 2020
Paulus Agus Tjarman	Member	Independent Party	KPTS/DIR/KB.01/CORPSECR/015/2019 dated March 26th, 2019	April 9th, 2018	AGMS 2022
Angeline Nangoi	Member	Independent Party	KPTS/DIR/KB.01/CORPSECR/015/2019 dated March 26th, 2019	April 9th, 2019	AGMS 2022

### Structure, Membership, and Expertise

The Risk Monitoring Committee consists of 1 (one) Independent Commissioner as Chairman and member, 2 (two) Independent Commissioners, 3 (three) Commissioners, 1 (one) Independent Party with expertise in finance, and 1 (one) Independent Party with expertise in risk management as member.

### Risk Monitoring Committee Charter

The Risk Monitoring Committee has in place the Charter covering its duties performance, which can be accessed on the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### Risk Monitoring Committee Independence

The Risk Monitoring Committee acts independently in performing its duties and responsibilities.

### Risk Monitoring Committee Duties and Responsibilities

The Risk Monitoring Committee's duties and responsibilities include reviewing major risk policies and providing recommendations to the Board of Commissioners on the results of conformity evaluations of risk management policies and their implementation and the results of evaluations of the execution of the duties of the risk management committee and risk management unit.

### Risk Monitoring Committee Meetings

The Committee meetings can take place any time at least 4 (four) times a year. The meetings can only be held if attended by at least 51% (fifty-one percent) of all members, including an Independent Commissioner and an Independent Party. Meeting decisions are made based on deliberations for consensus. In the event of disagreement, decisions are made by a majority vote, with the principle of one (1) person, one (1) vote. Further information on the Committee Meeting Policy is available in the Risk Monitoring Committee Charter on the Bank's website: [www.ocbcnisp.com](http://www.ocbcnisp.com).

During 2019, the Risk Monitoring Committee held 6 (six) meetings with the following attendance:

Name	Attendance of Audit Committee Meetings	Number of Meetings	Attendance	%Attendance
Jusuf Halim	Chairman	6	6	100%
Pramukti Surjaudaja	Member	6	6	100%
Samuel Nag Tsien	Member	6	6	100%
Lai Teck Poh	Member	6	6	100%
Kwan Chiew Choi	Member	6	6	100%
Betti S. Alisjahbana	Member	6	6	100%
Paulus Agus Tjarman *)	Member	5	5	100%
Angeline Nangoi *)	Member	5	4	80%

\*) Effectively served as a Risk Monitoring Committee member at the AGMS April 9, 2019

### Risk Monitoring Committee Activities

During 2019, the Risk Monitoring Committee has conducted evaluations and provided recommendations to the Board of Commissioners, involving among others:

- The Risk Appetite Statement as a key principle guideline for a risk management framework, risk limits, and policies related to risk management.
- The Bank's risk profile based on the Risk-Based Bank Rating approach, and the feedback provided on the Bank's risk strategies and management.
- Risk management policies that include an Strategic Risk Management Policy, Fund Transfer Pricing Policy, Fraud Management, Internal Control System Policy, Counterparty Credit Risk Policy, Integrated Risk Management Policy, Bank Credit Policy, Product Management Policy, Market Risk Policy, Interest Rate Risk at the Banking Book Policy, Sustainable Financing Policy, Market Risk Model Policy.
- Risk limit determination, such as Market and Liquidity Risk Limit, Credit Portfolio Concentration and Limit, Recovery Plan Review and Authority Grid Review for Legal Landing Limit.
- Implementation of the risk management policies and strategies related to IT Risk Management, Internal Capital Adequacy Assessment Process (ICAAP), anti-fraud strategy, and Outsourcing.

## Risk Monitoring Committee Training Programs in 2019

Name	Training/Workshop/ Seminar	Date	Organizer	Location
Jusuf Halim	Can be seen at the Board of Commissioners training table.			
Samuel Nag Tsien	Can be seen at the Board of Commissioners training table.			
Lai Teck Poh	Can be seen at the Board of Commissioners training table.			
Kwan Chiew Choi	Can be seen at the Board of Commissioners training table.			
Betti S. Alisjahbana	Can be seen at the Board of Commissioners training table.			
Paulus Agus Tjarman	Orientation of new committee member	May 16th, 2019	Bank OCBC NISP	Jakarta
Angeline Nangoi	Orientation of new committee member	May 16th, 2019	Bank OCBC NISP	Jakarta

## ETHICS AND CONDUCT COMMITTEE

### Legal Basis

The Ethics and Conduct Committee was established based on the Decree of the Board of Commissioners regarding the Ethics and Conduct Committee on July 15, 2019.

### Ethics and Conduct Committee Profile

<b>Betti S. Alisjahbana</b> Chairman	Her complete profile can be seen in the Risk Monitoring Committee Profile.
<b>Pramukti Surjaudaja</b> Member	Her complete profile can be seen in the Remuneration and Nomination Committee Profile
<b>Peter Eko Sutioso</b> Member	Her complete profile can be seen in the Remuneration and Nomination Committee Profile
<b>Lai Teck Poh</b> Member	Her complete profile can be seen in the Risk Monitoring Committee Profile.

### Ethics and Conduct Committee Members' Period and Term of Office

Name	Position in the Committee	Position in Bank OCBC NISP	Legal Basis of Appointment Board of Directors Decree	Period and Tenure	
				Effective Date	End of Tenure
Betti S. Alisjahbana	Chairman	Independent Commissioner	KPTS/DIR/KB-01/CORP-SECR/021B/2019 dated July 23, 2019	July 23, 2019	AGMS 2020
Pramukti Surjaudaja	Member	President Commissioner	KPTS/DIR/KB-01/CORP-SECR/021C/2019 dated July 23, 2019	July 23, 2019	AGMS 2020
Peter Eko Sutioso	Member	Vice President Commissioner (Independent Commissioner)	KPTS/DIR/KB-01/CORP-SECR/021D/2019 dated July 23, 2019	July 23, 2019	AGMS 2020
Lai Teck Poh	Member	Commissioner	KPTS/DIR/KB-01/CORP-SECR/021E/2019 dated July 23, 2019	July 23, 2019	AGMS 2020

### Structure, Membership and Expertise

The Ethics and Conduct Committee comprises 1 (one) Independent Commissioner as Chairman, 1 (one) Independent Commissioner as member, and 2 (two) Commissioners as members.

### Ethics and Conduct Committee Charter

In performing its duties and responsibilities, the Ethics and Conduct Committee has in place the Charter which can be accessed on the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### Ethics and Conduct Committee Duties and Responsibilities

The Ethic and Conduct Committee ("Committee") is a voluntarily established committee under the Board of Commissioners with purpose to advise and oversee Management's effort to develop and nurture the culture of ethical business conduct within the organization and in working with external stakeholders.

The establishment of the Committee is guided by the principle of good corporate governance and international best practices. Committee is empowered to assist the Board of Commissioners in reviewing ethics initiatives and policies, overseeing the implementation and providing recommendations to the Board of Commissioners.

### Ethics and Conduct Committee Independence

The Ethics and Conduct Committee acts independently in carrying out its duties and responsibilities.

### Ethics and Conduct Committee Meeting Policy, Convention and Attendance

The Ethics and Conduct Committee shall convene the meeting anytime, at least 4 (four) times a year, with attendance quorum of minimum 51% of total members including the Chairman.

The meeting resolutions shall be based on discussion and consensus. In the event of disagreement, the decision is made legitimate by the approval of a majority of the members with a principle of 1 (one) member 1 (one) vote.

During 2019, the Ethics and Conduct Committee has convened 2 (two) meeting, with the following attendance:

Name	Position in the Committee	Total Meetings	Attendance	% Attendance
Betti S. Alisjahbana	Chairman	2	2	100%
Pramukti Surjaudaja	Member	2	2	100%
Peter Eko Sutioso	Member	2	2	100%
Lai Teck Poh	Member	2	2	100%

### Ethics and Conduct Committee Activities in 2019

Following the above meetings, the Ethics and Conduct Committee has conducted review, evaluation and monitoring in accordance with its duties and responsibilities, as follows:

1. The Ethics and Conduct Committee Charter as the guidelines of duties and responsibilities, including work ethics and procedures that bind each member of the Committee.
2. Policies related to Ethics and Conduct, such as values, brand promise, code of conduct, whistleblowing and fraud, as well as internal trading.
3. A dashboard as a reporting media on ethics and conduct, hence the Committee is aware of the Bank's current conditions, and the Management's consistency in implementing ethics and conduct.

## Ethics and Conduct Committee Training Programs 2019

Name	Trainings/Workshops/Seminar	Date	Organizers	Venue
Betti S. Alisjahbana	Can be seen in the Board of Commissioners training table.			
Pramukti Surjaudaja	Can be seen in the Board of Commissioners training table.			
Peter Eko Sutioso	Can be seen in the Board of Commissioners training table.			
Lai Teck Poh	Can be seen in the Board of Commissioners training table.			

### Performance Assessment for Committees of the Board of Commissioners

The Board of Commissioners conducts the performance assessment of its committees, namely the Audit Committee, Remuneration and Nomination Committee, and Risk Monitoring Committee. The assessments covered the fulfillment of duties and responsibilities, frequency and quality of meetings, and recommendations, diversity of capabilities, experience as well as the expertise of Committee members to effectively support the Board of Commissioners' duties and responsibilities.

## BOARD OF DIRECTORS

### Legal Basis

The Board of Directors was appointed through a General Meeting of Shareholders, and is responsible for GCG implementation and development within the Bank.

### Board of Directors Charter

The Board of Directors Charter serves as a guideline in carrying out duties and responsibilities that can be accessed on the Bank's website [www.ocbcnisp.com](http://www.ocbcnisp.com).

The Board of Directors Charter includes the following elaborations:

1. Criteria and compositions
2. Duties and responsibilities
3. Meeting procedures
4. Remuneration procedures
5. Distribution of authority

### Board of Directors Duties and Responsibilities

The duties and responsibilities of each member of the Board of Directors are updated and regulated in Directors Decree No. KPTS/DIR/KB.01/HC/021/2019 dated June 21st, 2019, as follows:

Name	Position	Duties and Responsibilities
Parwati Surjaudaja	President Director	Coordinating the Bank's management implementation through all Board of Directors' members and directly responsible among others: <ul style="list-style-type: none"> <li>• Human Capital</li> <li>• Internal Audit</li> <li>• Operations and IT</li> <li>• Strategy and Innovation</li> </ul>
Hartati	Director	Finance
Emilya Tjahjadi	Director	Commercial and Enterprise Banking



Name	Position	Duties and Responsibilities
Martin Widjaja	Director	Wholesale Banking Transaction Banking Business Management & Analytics Financial Institution
Andrae Krishnawan W.	Director	Network Unit Usaha Syariah
Johannes Husin	Director	Treasury
Low Seh Kiat	Director	Retail Banking
Joseph Chan Fook Onn	Director	Risk Management
Mirah Wiryatmodjo	Director	Compliance AML-CFT Corporate Communication Corporate Secretary

### **Board of Directors Authority**

The Board of Directors has the authority to manage the Bank according to the policies deemed to be appropriate, aligned with the purpose and objectives in the Articles of Association.

### **Board of Directors Criteria**

The Bank puts in place several criteria for the selection of members of the Board of Directors, among others:

1. Having good character, morals and integrity.
2. Capable in carrying out legal actions.
3. Having a good track record in the 5 (five) years prior to appointment and during tenure.
4. Having a commitment to comply with laws and regulations.
5. Having the knowledge and/or expertise in the required fields.

### **Board of Directors Composition**

The Board of Directors comprises 9 (nine) members, including 1 (one) President Director and 1 (one) Director in charge of compliance. The majority of members of the Board of Directors are Indonesian citizens and are all domiciled in Jakarta, Indonesia.

### **Board of Directors Independence**

The majority of the Board of Directors' members have no family relationships up to the second degree with fellow Directors and/or the Board of Commissioners. In addition, there is no concurrent positions as members of the Board of Directors, Board of Commissioners or Executive Officers in the banks, companies, and/or institutions that may create a conflict of interest for the Board of Directors in managing the Bank. As such, the Board of Directors maintains its independence and professionalism in the Bank operations.

### **Board of Directors Concurrent Positions**

Pursuant to the Board of Directors Charter, members of the Board are prohibited from having concurrent positions as members of the Board of Commissioners, Board of Directors, or Executive Officers in other banks, companies, and/or other institutions, except members of the Board of Directors in charge of supervising the equity in the Bank's subsidiaries, conducting the functional duty of becoming a member of the Board of Commissioners at a non-bank subsidiary controlled by the Bank.



Hartati and Martin Widjaja perform the functional task as Commissioners at OCBC NISP Ventura, the Bank's subsidiary.

### Board of Directors Remuneration Procedures

Remuneration and Nomination Committee	Board of Commissioners	General Meeting of Shareholders (GMS)	Board of Commissioners	Board of Directors' Remuneration
Prepare recommendations for the Board of Commissioners.	Propose that the GMS determine the Board of Directors' remuneration based on the Remuneration and Nomination Committee's recommendations.	Provide power and authority to the Board of Commissioners to determine the Board of Directors' remuneration based on the Remuneration and Nomination Committee's recommendations.	Upon the power and authority granted by the GMS, determine the remuneration for the Board of Directors based on the Remuneration and Nomination.	

### BOARD OF DIRECTORS MEETINGS

#### Board of Directors Meeting Policy

The Board of Directors Charter regulates the Board of Directors Meeting, as follows:

1. Meetings are held periodically at least once a month, and joint meetings with Board of Commissioners at least once every 4 (four) months.
2. The meetings can be held when attended or represented by majority of members of the Board of Directors.
3. The meeting schedule for the following year is determined prior to the end of financial year and must be received by all members of the Board of Directors no later than the beginning of January.
4. All policies and strategic decisions must be decided through the Board of Directors' meeting.
5. The meeting results must be stated in the minutes of meeting, signed by present members of the Board of Directors and members of the Board of Commissioners, and circulated to all members of the Board of Directors and members of the Board of Commissioners.

#### Board of Directors Meetings and Attendance

The following were the Board of Directors meetings and attendance in 2019:

Name	Number of Meetings	Attendance	%Attendance
Parwati Surjaudaja	24	24	100%
Hartati	24	24	100%
Emilya Tjahjadi	24	23	96%
Martin Widjaja	24	24	100%
Andrae Krishnawan W.	24	23	96%
Low Seh Kiat	24	23	96%

Johannes Husin	24	23	96%
Joseph Chan Fook Onn	24	24	100%
Mirah Wiryoatmodjo	24	21	88%

### Board of Directors Meeting Agenda

In 2019, the Board of Directors meetings discussed the Bank's key issues, including:

- discussions on operations
- financial performance
- business performance
- internal audit reports
- compliance/AML-CFT reports
- ONV establishment
- transformation update (business, strategy & innovation, human capital)
- Risk Culture
- Three lines of Defense
- The Bank Business Plan.

### BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS JOINT MEETING

The following were the meetings and attendance thereof of the Board of Commissioners and the Board of Directors Joint Meetings in 2019:

Name	Number of Meetings	Attendance	% Attendance
Parwati Surjaudaja	3	3	100%
Hartati	3	3	100%
Emilya Tjahjadi	3	3	100%
Martin Widjaja	3	3	100%
Andrae Krishnawan W.	3	2	67%
Low Seh Kiat	3	3	100%
Johannes Husin	3	3	100%
Joseph Chan Fook Onn	3	3	100%
Mirah Wiryoatmodjo	3	3	100%

### Joint Meeting Agenda

In 2019, the Joint Meetings agenda included discussions on operational performance, 2019's strategies, and financial performance reports.

## BOARD OF DIRECTORS PERFORMANCE ASSESSMENT

### Board of Directors Performance Assessment Procedures

The Bank carries out the performance evaluations on the Directors individually and collegially based on the Bank's predetermined plans and strategies.

Board of Directors performance assessment Criteria

#### 1. Individual Director Assessment

The Bank applies a Balance Score Card (BSC) by assessing the goal setting and the more detailed and mutually agreed Key Performance Indicators (KPI), which refer to the Bank's strategy. The individual directors' assessments are conducted by President Director.

The KPI assessment criteria for the Board of Directors' members refers to 5 (five) assessment criteria aspects, namely:

- Financial
- Customers
- Product and services
- Process
- People

#### 2. Group or collegial performance assessments

- Assessment of the Board of Directors' duties and responsibilities as a group is carried out by the Board of Commissioners and assisted by the Remuneration and Nomination Committee.
- The Board of Directors' self-assessment method is based on GCG Structure, Process and Outcome in accordance with OJK Circular Letter No. 13/SEOJK.3/2017 on the Implementation of Corporate Governance for Commercial Banks.

### Orientation Program for New Director

The Bank has an orientation and introduction program for new Directors aimed at providing knowledge and understanding of the Bank. In 2019 there is no new member of the Board of Directors.

### Training Programs for Board of Directors' Members

In 2019, the Board of Directors attended various training sessions for competency enhancement and to conform with business development, specifically in supporting their duties and responsibilities. The training sessions were as follows:

#### Competency Improvement Programs for the Board of Directors in 2019

Name	Training/Workshop/ Seminar	Date	Organizer	Venue
Parwati Surjaudaja	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Seminar Bloomberg Emerging &amp; Frontier Forum</i>	June 25-26, 2019	Bloomberg	London
	<i>OCBC Culture &amp; Conduct Programmed Board &amp; Senior Management Workshop</i>	July 12, 2020	OCBC Bank	Singapura
	<i>Diagnostic Workshop by McKinsey</i>	August 25-26, 2019	Bank OCBC NISP	Jakarta

<b>Name</b>	<b>Training/Workshop/ Seminar</b>	<b>Date</b>	<b>Organizer</b>	<b>Venue</b>
	<i>Study Visit for Digital Learning</i>	August 22, 2019	McKinsey	Bangkok
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>OCBC NISP Value</i>	September 19, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
	<i>CEO Forum 100Th Kompas</i>	November 28, 2019	Kompas	Jakarta
Hartati	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>GF Leaders Forum 2019</i>	March 10-12, 2019	OCBC Bank	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Andrae Krishnawan W	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Treasury Advance</i>	September 26, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Emilya Tjahjadi	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	10 Mei 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Smart</i>	September 30, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Johannes Husin	<i>Moving in Harmony</i>	January 12, 2019		Jakarta
	<i>Refreshment Treasury Certification</i>	January 18-19, 2019		Jakarta
	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta

Name	Training/Workshop/ Seminar	Date	Organizer	Venue
	<i>Future Smart</i>	September 30, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Martin Widjaja	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Low Seh Kiat	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Joseph Chan Fook Onn	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta
Mirah Wiryatmodjo	<i>Spokesperson Training</i>	January 31, 2019	Bank OCBC NISP	Jakarta
	<i>Quality Leader 4.0</i>	May 10, 2019	Bank OCBC NISP	Jakarta
	<i>Seminar and RUA FKDKP</i>	June 27, 2019	Forum Komunikasi Direktur Kepatuhan Perbankan (FKDKP)	Jakarta
	<i>General Insurance Industry and Product – Great Eastern General Insurance Indonesia</i>	August 27, 2019	Bank OCBC NISP	Jakarta
	<i>Future Readiness</i>	November 15, 2019	Bank OCBC NISP	Jakarta

### Affiliations

The majority of the Board of Directors' members do not have affiliate relationships, either financial or family, with the Board of Commissioners, and other Directors and/or the Bank's Controlling Shareholders.

Parwati Surjajudaja has a family relationship with a member of the Board of Commissioners, Pramukti Surjajudaja, while Low She Kiat and Joseph Chan Fook Onn have financial relationships with the Controlling Shareholders, OCBC Bank.

## COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has in place the following Committees to assist in its duties, as follows:

Committee	Scope and Responsibilities	Composition
Board Risk Committee (BRC)	Preparing and supervising the implementation of risk management policies, presenting recommendations to the Board of Directors on risk management, including risk management in the Sharia Business Unit (SBU)	Chairman : President Director Vice-Chairman: Risk Management Director Member: All Directors
Credit Risk Management Committee (CRMC)	Monitoring and evaluating the development of the loan portfolio, formulating and supervising the implementation of the loan policies, and providing suggestions for required improvements and measures.	Chairman: President Director Vice-Chairman: Risk Management Director Member: All Directors
Market Risk Management Committee (MRMC)	Supporting the Board Risk Committee (BRC) and the President Director in controlling the Bank's market risk management. The MRMC's functions are to supervise the implementation of the Bank's market risk management, and to ensure that the Bank's market risk management policies and practice are conducted accurately, effectively, and support the Bank's business strategy.	Chairman: Risk Management Director Member: - Finance Director (Substitute) - Treasury Director - Treasury Trading Division Head - Asset Liability Management Division Head - Market & Liquidity Risk Management Division Head Secretary: Market Risk Management Head
Asset Liability Management Committee (ALCO)	Supervising the Bank's balance sheet management and taking a role in ensuring that the balance sheet has the appropriate and consistent structure to maximize net interest income and shareholders value with tolerant limit approved by the Board of Commissioners. ALCO also establishes policies regarding balance sheet exposure management, structural rate risk management, liquidity and financing risk management, as well as the Bank's FTP internal mechanisms.	Chairman: President Director Vice-Chairman: Finance Director Member with Voting Rights: All Director Member without Voting Rights: Compliance Director Secretary: Market & Liquidity Risk Management Division Head
Asset Liability Management Committee (ALCO) UUS	Determining the Asset and Liability Management strategy and ensuring the SBU balance has the appropriate and consistent structure to maximize investments and benefits both the Bank and the community.  ALCO SBU also determined the balance sheet exposure management, including liquidity and financing risk management, yield risk and investment risk management, and the Bank's FTP internal mechanism.	Chairman: Sharia Business Unit Director Vice-Chairman: - Finance Director - Risk Management Director Member: - Sharia Business Unit Head - Market & Liquidity Risk Management Division Head - Management Reporting & Methodologies Division Head

Committee	Scope and Responsibilities	Composition
		Secretary: Asset Liability Risk Management Head
IT Striating Committee	Providing IT policy recommendations including IT and information safety budget review and approval, Business and Information Technology strategy alignment, risk management, and Information Technology performance assessment and evaluation.	Chairman: President Director Member: - Risk Management Director - Finance Director - Head of the Operations and Information Technology

### Committees of the Board of Directors Performance Assessment

The executive committees have performed optimum and proper duties and responsibilities during 2019. The Board of Directors' assessment was generated from regular submitted reports, input and recommendations on matters included in the Board of Directors' duties, as well as the Committees' duties implementation.

### SHAREHOLDING OF THE BOARD OF DIRECTORS AND COMMISSIONERS

No members of the Board of Commissioners have 5% of shares or more of the paid-in capital of the Bank, other banks, non-bank financial institutions, or other companies.

As of December 31, 2019, only Low Seh Kiat held 15% of shares in a non-bank financial institution, Yolland Investment Pte. Ltd. No other members of the Board of Directors have 5% of shares or more of the paid-in capital of the Bank, other banks, non-bank financial institutions, or other companies.

### IMPLEMENTATION OF REMUNERATION

#### Remuneration Policy Preparation

##### Background

With the fierce competition, particularly in banking industry, the Bank is required to be competitive and one of the tools for this is through the remuneration program to attract, retain and motivate competent employees to improve the Bank's performance.

The Bank published the Remuneration Policy on February 27, 2019 that effective as at April 1, 2019, which was made based on the OJK Regulation No. 45/POJK.03/2015 and OJK Circular Letter No. 40/SEOJK.03/2016 concerning the Implementation of Governance in Providing Remuneration for Commercial Banks. The remuneration policy covers the general remuneration for the Board of Commissioners, Board of Directors and Employees. The remuneration policy is supported by other Human Capital policies related to the benefits for employee.

##### Purpose

1. Provide clear guidance and awareness on the Bank's remuneration programs.
2. Maintain harmonious industrial relations in which the remuneration and benefits/facilities will consider the employee's equal roles and contribution, while keeping the Bank's risk, taking into consideration the Bank's ability and practices in banking industry.



## Analysis of Remuneration Policy

The Bank has renewed the previous remuneration policy as part of the Human Capital Policy which was established on February 27, 2019. The changes included the remuneration governance for the Board of Commissioners, the Sharia Supervisory Board, the Committees of the Board of Commissioners, Board of Directors and Employees.

### Mechanism

The Bank implements the remuneration strategy by taking into account the Bank's performance, the units' performances, and employees' performances. The Bank also shall ensure that the mechanism allows employees in control units to function their independence to maintain the Bank's good governance.

### Remuneration Policy Scopes and Implementation per Business Units, Regions and Branch Offices

The remuneration policy regulates the remuneration amount for the Board of Commissioners, Sharia Supervisory Board, Committees under the Board of Commissioners, Board of Directors and employees. The remuneration was granted with due observance of the annual performances of the Bank, work units, and individuals.

### Remuneration associated with Risks

The remuneration policy is correlated to the main risk types, criteria, impact and changes of risk types, as illustrated in the following table:

Main Risk Type	Criteria	Impact on Remuneration	Changes of Main Risk and Criteria Compared to the previous Year
Loans	NPL	Providing variable pay in the form of bonuses, and not as incentives, for employees who provide loans to nonretail customers, and for employees of certain position.	No change
Treasury	<i>Liquidity Risk</i>	Providing variable pay in the form of bonuses, and not as incentives, for employees in the Treasury.	No change

### Remuneration is Linked To Performance Measurement

The Bank has a Performance Management policy by which the Bank applies the principle of meritocracy to create the expected strategic harmony to support the Bank in achieving its goals.

### Method

To determine the share of the annual performance bonus, the Bank takes into account the Bank's performance, operating unit performance and individual performance.

### Description

The amount of the performance bonus is stipulated based on the achievements of the operating unit and individual.

The Bank also stipulated the amount of salary increases based on individual achievements.

Remuneration adjustment linked with performance and risk

1. Policy regarding deferred variable remuneration, amount, and the criteria for determining the amount.
2. The Bank policy regarding deferred variable remuneration by deferring the payment (Malus) or implementation of claw back.

Remuneration adjustments linked with Performance and Risk as referred to in point E.1

1. A vesting policy for deferrals, including payment terms.
2. Disclosure of factors that determine the difference in variable remuneration that is deferred between employees or groups of employees, if any.

Deferred Variable Remuneration	Bank Policy	Magnitude	Criteria	Time period
Bonus	Deferral in the form of cash and shares	80% cash and 20% deferred	Qualitative	Deferred (malus) 3 years

Deferred Variable Remuneration	Bank Policy
Payment is deferred (Malus)	20% of the bonus
Clawback	-

#### **Names of external consultants and their assignments regarding the Remuneration policy, in case the Bank uses external consultant services**

To ensure that the Bank's remuneration is in line with the remuneration practices in the banking industry and maintains the Bank's competitiveness, the Bank participated in a remuneration survey with Willis Towers Watson in 2019.

#### **Board of Directors and Board of Commissioners remuneration packages and facilities received, including the remuneration structure and nominal amount shown in the table below:**

Type of Remuneration and Facilities	Total Amount Received in 1 (one) Year			
	Board of Directors		Board of Commissioners	
	Persons	Million Rp	Persons	Million Rp
Salaries, bonuses, routine allowances, tantiem and other non-natura facilities	9	102,843	9	31,089
Other facilities (housing, health insurance, etc.) that: a. Could be owned b. Could not be owned	-	-	-	-
Total	9	102,843	9	31,089

**Board of Directors and Board of Commissioners annual remuneration packages, by level of income group, as shown in the table below:**

Annual Remuneration per Person	Number of Directors	Number of Commissioners
Above Rp2,000,000,000	9	9
Above Rp1,000,000,000, up to Rp2,000,000,000	-	-
Above Rp500,000,000 up to Rp1,000,000,000	-	-
Rp500,000,000 and below	-	-

Notes:

- Remunerations received in cash
- Board of Commissioners does not accept performance bonus

**Variable Remuneration**

The following table illustrates the variable remuneration and reasons for the provision:

Type of Variable Remuneration	Reason
Bonus	Type of Bank reward to employees, taking into account bank performance, work unit performance and individual performance.
Incentive	Type of Bank reward to front office employees (seller) based on achievement of targets.
LTCI (Long term cash incentive)	Type of Bank reward to employees who have shown good performance and have potential in accordance with the Bank's ambitions. This award is given in an effort for the Bank to retain talent.
Shares	Type of Bank reward to employees who are Material Risk Takers. This is a fulfilment of POJK No.45/POJK.03/2015.

The number of Directors, Commissioners, and Employees receiving Variable Remuneration in 1 (one) year and total amounts, as shown in the table below.

Variable Remuneration	Amount Received in 1 (one) Year					
	Board of Directors		Board of Commissioners		Employees	
	Total	Amount (IDR Million)	Total	Amount (IDR Million)	Total	Amount (IDR Million)
Total	9	51,405	-	-	5,681	263,582

**Material Risk Takers (MRT) Positions And Numbers**

Position	Amount
President Director	1
Director	7
Asset Liability Management Division Head	1
Treasury Trading Division Head	1
Head of Credit Risk	1

### Share options held by the Board of Directors, Board of Commissioners and Executive Officers

The Banks does not provide share options, but provides variable bonuses in the form of shares as stipulated in POJK No.45/POJK.03/2015.

### Ratio of the highest and lowest salaries

Salary ratios include salaries received by the Board of Directors, Board of Commissioners and employees per month.

Definition of “employees” is the Bank’s permanent employees.

Description	Salary Ratios
Employees	1 : 84.7
Board of Directors	1 : 2.1
Board of Commissioners	1 : 3.9

Description	Salary Ratios
	Highest Employee and Director
Ratio	1 : 2.5

The number of recipients, and the total amount of variable remuneration, guaranteed without conditions, given by the Bank to prospective Directors, Commissioners, and/or Employees during the first 1 (one) year of work: None.

### Number of employees whose employment terminated and the total nominal severance paid.

Total severance pay amount paid per person in 1 (one) year	Number of Employees
Above Rp1,000,000,000	14
Above Rp. 500,000,000 up to Rp1,000,000,000	26
Rp500,000,000 and below	53

Notes: - Including normal pension.

### Total deferred variable remuneration, comprising cash and/or shares or stock-based instruments issued by the Bank and Total deferred variable remuneration paid for 1 (one) year

Deferred Variable Remuneration Type	Amount paid in 1 (one) year	Total
Cash	4,276	12,829
Shares	121,333 shares	364,000 shares

Notes: Only for MRT and expressed in million rupiah

**Details of the amount of remuneration given in 1 (one) year)**

A. Fixed Remuneration		
	<i>Not Deferred</i>	<i>Deferred</i>
Cash		56,919
Shares		-
B. Variable Remuneration		
	<i>Not Deferred</i>	<i>Deferred</i>
Cash	52,779	12,829
Shares		364,000 shares

Notes: Only for MRT and expressed in million rupiah

**Quantitative information**

The total remaining variable remuneration for MRT being deferred is Rp9,038 million in cash and 266,667 shares. There are no reductions in remuneration because of explicit and implicit adjustments during the reporting period.

**CORPORATE SECRETARY**
**Legal Basis of Establishment**

The appointment of Corporate Secretary was based on the Decree of the Bank OCBC NISP's Board of Directors No. KPTS/DIR/HCM/HK.02.02/180/2014 dated February 28, 2014, in compliance with OJK Regulation No. 35/POJK.04/2014 dated December 8, 2014.

**Corporate Secretary Profile**

<b>Ivonne P. Chandra</b> <i>Corporate Secretary</i>	<p>Indonesian citizen, 56 years old.  Domicile: Jakarta, Indonesia.  Corporate Secretary since February 28, 2014.</p> <p><b>Work Experience</b></p> <ul style="list-style-type: none"> <li>• 1989-1994: Management Associate, last position as Citigold Service Head at Citibank, N.A.</li> <li>• 1994-2003: Branch Manager, latest position as Consumer Distribution Head at Bank Universal (Permata Bank).</li> <li>• 2003-2006: Sales &amp; Marketing Director at Astra CMG Life (Commonwealth Life).</li> <li>• 2006-2008: Privilege Banking Head at Bank Danamon.</li> <li>• 2009-2011: Metropolitan Consumer Distribution Head at Bank OCBC NISP.</li> <li>• 2011-2013: Metropolitan Liabilities &amp; Wealth Distribution Head at Bank OCBC NISP.</li> <li>• 2013-2014: Consumer Quality Assurance Division Head at Bank OCBC NISP.</li> </ul> <p><b>Concurrent Position:</b> None</p> <p><b>Organization:</b></p>
--	---

	<ul style="list-style-type: none"> <li>• 2017-2020: Indonesia Corporate Secretary Association (ICSA).</li> <li>• 2006-present: Deputy Chairman - Education, IOA.</li> </ul> <p><b>Education:</b></p> <ul style="list-style-type: none"> <li>• MBA in Marketing from Golden Gate University, San Francisco, USA (1988)</li> <li>• 1986: Sarjana Hubungan Masyarakat, Fakultas Ilmu Komunikasi, Universitas Padjadjaran, Bandung (1986)</li> </ul>
--	--

### Corporate Secretary Activities Report

In carrying out its duties, the Corporate Secretary and its units have carried out the following activities in 2019, among others:

- Following the Capital Market developments in particular the prevailing laws and regulations of the Capital Market.
- Providing recommendations to the Board of Directors and Board of Commissioners on the compliance with the prevailing laws and regulations of the Capital Market.
- Providing assistance to the Board of Directors and Board of Commissioners on the implementation of corporate governance.
- As a liaison of the Bank with shareholders, OJK and other stakeholders.

### Training Programs

The table below describes the training programs aimed at developing the competence of the Corporate Secretary Unit.

The Corporate Secretary also attended the publicity sessions and seminars on the new regulations issued by OJK and BEI.

No.	Training/Workshop/Seminar	Date	Organizer	Venue
1	Seminar PO JK No. 36/PO JK.04/2018 concerning Procedures for Examination in the Capital Market Sector	February 12, 2019	Bursa Efek Indonesia (BEI)	Jakarta
2	Spokesperson Training	February 18, 2019	Mayang Schreiber & Associates	Jakarta
3.	"Business Reporting on the Sustainable Development Goals"	April 25, 2019	Bursa Efek Indonesia (BEI) and Global Reporting Initiative (GRI)	Jakarta
4	Value Based Leadership	April 26, 2019	Bank OCBC NISP	Jakarta
5.	Quality Leader 4.0	May 10, 2019	Bank OCBC NISP	Jakarta
6.	FGD – Presentation and Discussion of Research Results on Integrated Reporting in Indonesia: Perspective of the Preparer, User, Regulator, and Standard Setter.	September 25, 2019	OJK	Jakarta
7.	<i>CG Officer Workshop Series Intermediate Competency 2 - Investor Relations</i>	October 23-24, 2019	Indonesia Corporate Secretary Association (ICSA)	Jakarta
8.	Seminar "Indonesia's preparation in facing the Global Economic Turbulence: Awaiting	November 12 , 2019	BEI dan ICSA	Jakarta

No.	Training/Workshop/Seminar	Date	Organizer	Venue
	Breakthrough from the Economy Team of the Onward Indonesia Cabinet.			

## INVESTOR RELATIONS

The Bank continued to foster communication and maintained relationships with investors, including through official groups and individual meetings, conference calls, publications of quarterly and annual financial statements, disclosure of information and significant events, press conferences, and periodic updates of the Bank's website. In 2019, the Investor Relations Unit conducted 12 meetings with investors/analysts.

## INTERNAL AUDIT DIVISION

The Bank has in place the Internal Audit Division as required by and in accordance with OJK Regulation No. 1/PO JK.03/2019 regarding the Implementation of Internal Audit Function for Commercial Banks.

Internal Audit Division has two main functions:

1. Providing reasonable assurance to the Board of Directors and Board of Commissioners (through the Audit Committee) that the Bank's governance, risk management and internal control processes are designed and implemented adequately and effectively;
2. Carrying out consulting functions for internal purposes within the scope of Internal Audit, as per the Management's request.

### Internal Audit Division Head Profile

<b>Sani Effendy</b> <i>Internal Audit Division Head</i>	<p>Indonesian Citizen, 54 years old.  Domicile: Jakarta, Indonesia</p> <p>Internal Audit Division Head since 1 December 2015 based on Appointment Letter No. 4752/HCS-JKT/OR.08.03/NA/XII/2015.</p> <p><b>Work Experience:</b></p> <ul style="list-style-type: none"> <li>• 2008 – 2015: Head of Wholesale Banking Bank OCBC NISP.</li> <li>• 1998 – 2008: Head of Corporate Finance at Rabobank International Indonesia.</li> </ul> <p><b>Concurrent Position:</b> None</p> <p><b>Education:</b></p> <ul style="list-style-type: none"> <li>• 1988: Bachelor Degree in Accounting from University of Indonesia</li> <li>• 2008: Master in Business Administration from Institute of Technology ITB, Bandung.</li> <li>• 2016: Certified Internal Auditor (CIA).</li> </ul>
--	---

### Internal Audit Staff

As of December 31, 2019, the number of Internal Audit Division staff, including the Internal Audit Division Head, was 52. All staff has qualifications, knowledge and experience in audit techniques, laws and regulations, as well as other relevant knowledge.



### **Auditor Training Program**

The Internal Audit Division participated in various training programs during 2019 that included the Agile and Scrum Framework, Cyber Security Audit, Sharia Banking, Treasury Product, and IFRS 9.

### **Internal Audit Profession Certification**

As of December 31, 2019, some of the Bank's Internal Auditors has obtained profession certifications among others: Certified Internal Auditors, Certified Information Systems Auditors, Qualified Internal Auditors.

### **Internal Audit Charter**

The Internal Audit Charter and Internal Audit Manual serve as the guidelines for Internal Audit Division activities. The Internal Audit Charter was developed based on OJK Regulation No. 1/POJK.03/2019 concerning the Implementation of Internal Audit Function for Commercial Banks and is annually reviewed, or as required. The Bank conducted its last review on April 23, 2019. As a reference to global best practices, the Internal Audit Division also adapts the standards and code of ethics issued by the Institute of Internal Auditors (IIA).

### **Internal Audit Structure and Position**

The Internal Audit Division Head reports directly to and is responsible to the President Director, and functionally to the Board of Commissioners through the Audit Committee. The Internal Audit Division Head regularly meets with the President Director, Audit Committee, and the Board of Commissioners.

The Internal Audit Division Head oversees several audit departments according to the audit area: among others the Corporate Banking Audit, Network and Retail Banking Audit, Treasury Audit, Corporate Function Audit, Operations Audit, and IT Audit. The Internal Audit Division Head also oversees the Audit Methodology and Standards and Main Entity Audit functions.

### **Internal Audit Key Duties and Responsibilities**

Pursuant to the Internal Audit Charter, the Internal Audit Division's main duties and responsibilities are:

- Developing and executing the Annual Audit Plan and monitoring audit results.
- Communicating the summary result of audit activities and status of audit issues follow up to the Board of Directors, Board of Commissioners, Audit Committee and Sharia Supervisory Board.
- Communicating with the External Auditor, Risk Management, and Regulators for the purpose of providing optimal audit coverage.
- Providing objective information and recommendations on audited activities.

Details of Internal Audit duties and responsibilities can be accessed on the website [www.ocbcnisp.com](http://www.ocbcnisp.com).

### **Internal Audit Activities and Effectiveness**

During 2019, Internal Audit Division has done audit in line with its Annual Audit Plan, including (1) 47 audit assignments covering branch office business and operations, lending and funding, treasury, technology and information systems activities, and Head Office support and operational functions, and (2) developing the initiative to increase the Internal Audit's strategic roles through the development of data analytics, continuous auditing implementation, and strategic risk auditing.

The effectiveness of the Internal Audit function and its compliance with the Professional Standard of Internal Audit was reviewed once a year by the Internal Audit, and at least once every 3 (three) years by external parties. The latest review by an external party was in 2017.

## COMPLIANCE FUNCTION

The Bank's compliance function is designed for preventive (ex-ante) and curative (ex-post) efforts to mitigate business activity risks.

The activities conducted during 2019 were as follows:

1. Enhanced the Bank's compliance awareness and culture through compliance activities.
2. Ensured the Bank's policies, regulations, systems, procedures, and business activities have met the prevailing banking laws and regulations, including the Sharia Principles for the Sharia Business Units (SBU), as well as monitored the prudential principles implemented by the Bank.
3. Distributed the incoming letters from the Regulators to the relevant divisions/functions for follow-up, and acted as liaison with the regulators.
4. Prepared the regulation summaries, analyzed their impact on the Bank, and publicized the banking regulations to the Board of Directors and related Divisions/Function Heads, as well as facilitated the Compliance Function including the Anti-Money Laundering and Combating of Terrorism Financing Programs (AML-CTF).
5. Monitored the AML-CTF program implementation for all Bank activities, including monitored the related reports in accordance with applicable regulations.

### **The Bank's Compliance to the Laws and Regulations and Commitments to the Regulators**

To encourage compliance culture implementation in order to create compliance towards the Regulators' regulations and the prevailing laws in line with the Bank's business and organization growth, the Compliance Division has applied monitoring methodology and process on the regulations for the prevention of compliance risk, as well as to support and improve the Bank's performance in implementing the prudential banking principle.

This was implemented with assurance based on the Regulatory Requirement Self-Assessment.

As a highly regulated industry, the Bank needs to build an effective relationship with the Regulators in managing its business activities. As such, the Compliance Division strives to effectively communicate with the Regulators to bridge the gap between the Bank's business requirements and the suitability to Regulators rules and to ensure commitment to the authority.

## PUBLIC ACCOUNTANT

### **Appointment of Public Accounting Firm**

The AGMS held on April 9, 2019 approved granting authority to the Board of Commissioners to appoint a Public Accountant, based on the Audit Committee recommendation, to examine or audit the Bank's books and records for the 2019 fiscal year, pursuant to POJK Criteria No. 13/POJK.03/2017, and to determine the honorarium and other requirements related to the designated Public Accountant.

Based on Audit Committee Recommendation No. 002/AC-Reco/IPC-WS/V/2019 dated May 3, 2019, the Board of Commissioners appointed Angelique Daryanto, SE, CPA, and Tanudiredja, Wibisana, Rintis & Rekan as the Public Accountant and Public Accounting Firm for the 2019 fiscal

year based on the Board of Commissioners' Decree No. 011/DEKOM/IPC-WS/V/2019 dated May 10, 2019 and granted the power of attorney to the Board of Directors for its implementation.

### **Public Accountant Firms and Public Accountants that Conducted the Annual Audited Financial Statements during 5 Years**

Year	Public Accounting Firms	Public Accountants
2015-2017	KAP Tanudiredja, Wibisana, Rintis & Rekan	Lucy Luciana Suhenda, SE, AK, CPA
2018-2019	KAP Tanudiredja, Wibisana, Rintis & Rekan	Angelique Daryanto, SE, CPA

### **Audit and Non-Audit Services Fees**

The total fees paid to Tanudiredja, Wibisana, Rintis & Rekan (a member firm of the PricewaterhouseCoopers Global Network) for audit services of the annual and interim financial statements and non-audit services in 2019 was Rp3.7 billion.

### **External Audit Effectiveness**

To fulfill the External Audit function application in accordance with POJK No.55/POJK.03/2016 concerning the Corporate Governance for Commercial Banks, the effective implementation of the External Audit and the Bank's compliance to the rules were as follows:

1. The Public Accountant and Public Accounting Firm appointed by the Bank were registered with the OJK in accordance with applicable regulations. The appointment has been approved by the GMS based on the recommendations of the Audit Committee.
2. The Public Accountant and Public Accounting Firm worked independently and professionally according to the Generally Accepted Auditing Standards (GAAP) and work agreement and the set audit scope.
3. The Public Accountant acted objectively in carrying out its audits in accordance with the stipulated audit scope. The audit results and management letters were submitted to the OJK in a timely manner.

## **INTERNAL CONTROL SYSTEM**

The Bank established an effective and efficient Internal Control System (ICS) as a continuous supervision mechanism for all head office and branch office levels. The Bank's Internal Control System consists of 5 (five) main components, including:

1. Management supervision and environmental support controls.
2. Risk identification and measurement.
3. Control activities and separation of duties and responsibilities.
4. Reliable and effective accounting, information and communication systems.
5. Monitoring and shortfall improvements.

The Bank's ICS implementation covers 3 (three) main control aspects, including:

1. Operational Control
  - a. Comprehensive policies and procedures that support daily operations are routinely evaluated to ensure their continuous alignment with the applicable regulations and work environment faced by the Bank.
  - b. The Bank conducts risk assessments on products and activities and implements Key Risk Indicators (KRI) and Risk and Control Self-Assessments (RCSA). Any significant control shortfalls or risk exposures will be referred to the Operational Risk Council and the Control Assurance Council.
  - c. The Bank implements the preparation, review and testing of the Business Continuity Plan (BCP) and reports to the Director through the Operational Risk Council (ORC) and the

Board Risk Committee (BRC) meetings and reports to the Board of Commissioners through the Risk Monitoring Committee (RMC).

2. Laws and Regulations Compliance Control
  - a. The Bank has the divisions that function to maintain and support the Bank's compliance with prevailing regulations.
  - b. The Bank embedded Regulatory Requirement Self-Assessments (RRSA) within the RCSA process. The Compliance Division conducted assurance on the RRSA results. The Bank also conducted control through Quality Assurance, Operation Monitoring, and Internal Audit units.
  
3. Financial Control
  - a. The Bank has a Business Plan containing short and long-term achievements that align with Bank Capital Capability.
  - b. Emphasis on effective control implementation, such as:
    - A Control Unit or Quality Assurance to supervise each related unit's processes.
    - An Independent Risk Management Unit, Compliance Division, and Internal Audit.
    - Information system and communication channels equipped with encryption system security. The Bank also disseminates to employees information related to the use of data and information security, such as email awareness and e-learning, through publication on media.

### **Compliance with Regulatory and International System Requirements**

The Bank's ICS design and implementation referred to the Standard Internal Control System Guidelines for Commercial Banks, and the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

### **Internal Control System Effectiveness Evaluation**

The management has submitted a statement on the adequacy of internal controls to the Board of Commissioners, stating that the execution of internal controls and risk management had been satisfactorily and effectively conducted throughout 2019.

## **LITIGATION OF THE COMPANY/ SUBSIDIARIES/ MEMBERS OF BOARD OF DIRECTORS/MEMBERS OF BOARD OF COMMISSIONERS**

The following are the Bank's litigation actions in 2019:

Legal Case	Civil	Criminal
Resolved (final and binding)	33	4
Ongoing Process	50	4
<b>Total</b>	<b>88</b>	<b>8</b>

The Bank's civil cases in 2019 were, among other reasons, instigated because of the following:

1. Objection to the auction of a collateral.
2. Dispute between the debtor and third party claiming to be the original owner of the item held as collateral in the Bank.
3. Objection to the Bank's calculation of the outstanding value of debtor's liabilities.

### **Cases/Lawsuits Facts and Settlement Status**

The following are the 3 (three) civil cases with the largest case values faced by the Bank up to December 31, 2019:

No.	Cases	Parties	Case Value	Settlement Status
1	Lawsuit for the cancellation of the Debtor's certificate issued by the Indonesian National Land Office. The certificate was collateral for Debtor's loan from Bank OCBC NISP.	Plaintiff: S Bank as Defendant in Intervention	Rp54,500,000,000	The bank has won at the District Court, High Court, Supreme Court, currently in the PK process
2	Objection of the implementation process Auction Execution of Guarantees in District Court	Plaintiff: RKS Bank as Defendant	Rp7,500,000,000	The case was won by the Bank at the PK stage
3	Debtor filed another counter claim for the Execution of Mortgage Auction proposed by the Bank.	Plaintiff: AUHM Bank as Defendant	Rp3,890,000,000	The case was won by the Bank at the High Court stage

### **Risks Faced by the Bank related to Claims/Lawsuits**

Relevant to the significant cases faced by the Bank in 2019, no cases were found to have had a negative impact on the Bank's future financial conditions and business continuity.

### **Significant Cases Faced by Members of the Board of Directors and/or the Board of Commissioners**

In 2019, there were no significant cases faced by the Bank that involved the members of the Board of Commissioners and the Board of Directors.

### **Impact on the Bank's condition**

Relevant to the significant cases faced by the Bank in 2019, no cases were found to have had a negative impact on the Bank's future financial conditions and business continuity.

## **CONFLICT OF INTEREST TRANSACTIONS**

In 2019, there were no transactions that contained conflicts of interest that could potentially harm the Bank or its profitability.

## **ADMINISTRATIVE SANCTION**

Several sanctions were imposed in 2019 by Bank Indonesia and the OJK for violations of the stipulations. Most of the violations were due to administrative errors caused by system and human errors with minor impacts and had been immediately followed up.

## **INFORMATION DISCLOSURE**

The Bank is committed to provide convenience for the stakeholders to access various information, such as on the Bank's performance, corporate actions, product information and promotion, customer service, and other information through the website, [www.ocbcnisp.co.com](http://www.ocbcnisp.co.com), both in Bahasa Indonesia and English.

The stakeholders can also utilize the following information channels:



[callcenter@ocbcnisp.com](mailto:callcenter@ocbcnisp.com)



**Call OCBC NISP**  
**1500 – 999**

Pemegang Saham dan Investor  
Shareholders and Investors:

[ir@ocbcnisp.com](mailto:ir@ocbcnisp.com)

Regulator  
Regulators

[corporate.secretary@ocbcnisp.com](mailto:corporate.secretary@ocbcnisp.com)

Publik  
Public

[corporate.communication@ocbcnisp.com](mailto:corporate.communication@ocbcnisp.com)

The Bank's information may also be accessed through the Bank OCBC NISP digital communication platforms, among others:



Bank OCBC NISP



@bankocbcnisp  
@tanyaocbcnisp



ocbc\_nisp



Bank OCBC NISP

To realize the Bank's commitment to provide access and information convenience for the stakeholders, the Bank maintains good relations and builds close collaboration with media for regularly delivering corporate information. This was carried out through:

36

News releases

21

Media Events

2,549

Positive articles about the Bank through online, print and TV Media

## CODE OF CONDUCT

As part of the Bank's effort to implement quality governance principles, the Bank has in place the Code of Conduct as the basic rules and shall be obeyed by all employees, Board of Directors and Board of Commissioners.

### Code of Conduct Key Principals

1. Comply with the laws and regulations;
2. Avoid of conflicts of interests;
3. Protect customers and Bank data confidentially;
4. Record and report correctly;
5. Against of money-laundering and terrorism-financing;
6. Prohibition of "Insider Trading";
7. Protect the Bank's assets and reputation;
8. No affiliations with political parties;
9. Develop healthy work environment;
10. Commit to social and environmental responsibility.

### Dissemination/ Socialization and Enforcement of Code of Conduct

The Bank conducts regular socialization of the Code of Conduct through compulsory e-learning and every employee is required to make a statement that he/she has read, understood and



promised to comply with the Bank's Code of Conduct. Employees can also access the Code of Conduct at the Bank's internal site at all times.

The Bank enforces the Code of Conduct by integrating it into the Collective Labor Agreement (CLA), and establishes a mechanism for imposing sanctions on violations of the Code of Conduct in the Sanctioning Policy.

### Sanctions for Each Type of Violation

In the event of a violation of the Code of Conduct, the Bank may render a minimum sanction of a Second Warning Letter by taking into account the conduct and the impact of the conduct. Sanctions for violators of the Code of Conduct, as well as those who are responsible, will be imposed based on the decision of the Disciplinary Council or the Human Capital Council.

### Total Code of Conduct Violations and Sanctions

During 2019, the Bank recorded three cases of violations of the Code of Conduct. Of these, all have been handled and each sanction was given with a warning letter.

### SHARES BUYBACK AND/OR BONDS BUYBACK

The Bank did not conduct any Bonds Buyback in 2019, however enacted a Shares Buyback transaction.

Pursuant to the AGMS resolution dated April 9, 2019, the shares buyback was conducted on July 12-16, 2019 amounted to 364,000 shares of the total issued and fully paid shares. The shares buyback was intended to provide variable remuneration to management and employees to fulfill POJK No.45/POJK.03/2015. The Bank has reported the shares buyback to OJK through letter No. 015/CPDD-CDU/SS/BB/VII/2019 dated July 16, 2019.

Report on the Results of the Shares Buyback by PT Bank OCBC NISP Tbk July 1 - 16, 2019

No.	Transaction Date	Number of shares Purchased	Average Purchase Price (Rp)	Share Nominal Amount Purchased to GMS Resolution (%)	Residual Cost of Shares Buyback
1.	-	-	-	-	Rp 500,000,000
2.	July 12, 2019	9,100 Shares	897.2	2.5%	Rp 491,835,800
3.	July 15, 2019	8,800 Shares	897.2	2.4%	Rp 483,940,102
4.	July 16, 2019	20,000 Shares	896.8	5.5%	Rp 466,004,812
5.	July 16, 2019	56,100 Shares	901.8	15.4%	Rp 415,415,273
6.	July 16, 2019	270,000 Shares	906.8	74.2%	Rp 170,583,549
<b>Total</b>		<b>364,000 Shares</b>	<b>905.0</b>	<b>100.0%</b>	-

### FUNDING FOR SOCIAL AND/OR POLITICAL ACTIVITIES

The Bank has never been involved in political activities nor provided assistance for political activities. Conversely, in line with the Bank's vision and mission to be recognized for its care and trustworthiness, the Bank continuously endeavors to provide optimal contributions to social activities as part of its corporate social responsibility.



For the 2019 fiscal year, the Bank allocated Rp3.2 billion for Corporate Social Responsibility (CSR) to support the education, environment, and other social sectors.

## PROVISION OF FUNDS TO RELATED PARTIES AND LARGE EXPOSURE

The Bank has formulated policies for funding to related parties in the form of rules and procedures as part of its prudential banking principal. The policies are continuously updated to align with the prevailing laws and regulations.

The Board of Commissioners undertakes a monitoring role to ensure that funding to related parties are aligned with the prevailing laws and regulations.

In 2019, funding to related parties and large exposures were implemented according to the applicable laws and regulations, and there were no exceeds and/or violations of the funds, both to unrelated and related parties.

Funding	Total	
	Debtors	Nominal (in Rp Million)
Related Parties	193	862,591
To Core Debtors:		
a. Individual	1	2,008,350
b. Group	24	64,584,758

## THE BANK STRATEGIC PLAN

The Bank strives to continue its transformation agenda to support business growth and increase productivity, while constantly referring to the prudential principle, as well as maintaining GCG in every business activity.

The Bank continues improving its digital strategies to anticipate the rapidity of information technology advancement in the financial service industry sector. To address the financial transaction digitalization, the Bank is consistently enhancing its human capital (HC) capacity and capability. The Bank also develops banking products and features that correspond to the needs of financial transaction digitalization innovation. Through various media, the Bank publicizes and informs customers on banking product digitalization.

The sustainable and responsible financing development is currently essential to investors and stakeholders, making the environmental, social, and governance (ESG) aspects more important in harmony with the Bank's business development. The Bank has already established its Financial Sustainability Action Plan (RAKB) to support the sustainable and responsible financing development.

### Short-Term Plan

The Bank has formulated the necessary strategic steps to achieve its vision and mission, including:

1. Strengthening the business model by:
  - Strengthening the Bank funding structure.
  - Accelerating retail business growth.
  - Increasing the number of productive customers.

- Reinforcing the target market in specific industry targets and customer segments, in accordance with increasingly dynamic market development, as well as anticipating potential "disruptive drivers"
  - Continue fostering financial sustainability business growth.
2. Continuing the transformation of network and channels, operations and IT, data driven business, and human capital sectors, as well as leveraging digital initiatives.
  3. Optimizing synergy with the OCBC Group through strategic collaboration and sharing best practices.
  4. Bolstering brand presence by harmonizing corporate communication and marketing communication (retail campaign) through integrated digital and non-digital communication channels.
  5. Continue improving effective implementation of three lines of defense.

### **Long- and Medium-Term Plan**

The Bank has established the following medium- and long-term (3 to 5 years) strategic steps:

1. Increasing lending with due observance to loan growth direction and maintaining the non-performing loan ratio in compliance with regulations.
2. Providing lending support to strategic economy sectors, in line with the Government development program focus, such as maritime, food, business and tourism, as well as infrastructure sectors.
3. Increasing funds collection by focusing on products with low interest rates, hence to improve the financing structure and enhance cost efficiency.
4. Increasing fee-based income contributions, as well as intensifying product bundling and cross selling. The Bank will also launch several products and services with modern features that meet customer needs.
5. Intensifying efficiency and productivity through the ongoing transformation process, as well as increasing productivity through end-to-end process improvement and optimizing the office and ATM network.

### **Transparency of The Bank's Financial and Non-Financial Conditions**

The Bank's financial condition has been clearly and transparently informed in several reports, including:

#### **Financial Condition Transparency**

1. Annual Report, which includes:
  - a. Financial Highlights, Board of Commissioners' Report, Board of Directors' Report, Company Profile, Business Review, Business Function Review, Financial Review, Corporate Governance, Risk Management, and Corporate Social Responsibility.
  - b. Audited Annual Financial Statements by a Public Accountant and Public Accounting Firm registered at OJK.
  - c. The Board of Commissioners' and Board of Directors' Statements on the accuracy of the Annual Report's contents, signed by all members of the Board of Commissioners and Board of Directors.
2. Quarterly Financial Statements  
The Bank routinely announces the quarterly Financial Statements in the nation-wide Indonesian language newspapers and presents it on the Bank's website, [www.ocbcnisp.com](http://www.ocbcnisp.com).
3. Monthly Financial Statements  
The Bank publishes the Monthly Financial Statements on the Bank's website, [www.ocbcnisp.com](http://www.ocbcnisp.com), in compliance with the OJK's format.

### **Non-Financial Condition Transparency**

The Bank has provided clear, accurate and updated product information. Such information is easily accessible by the Customers, among other brochures that may be easily attained in every Branch Office by the customers, and/or electronic information through the Bank's Call Center or website [www.ocbcnisp.com](http://www.ocbcnisp.com).

For Customers complaint and/or recommendations, the Bank has provided several communication channels, such as Call Center, online Contact Us menu at the Bank's website, and through social media.

For other stakeholders such as shareholders and regulators, the Bank's website presents various other non-financial condition information such as GCG Implementation Report, Shareholders Structure, Corporate Actions through Press Releases, Awards, and so forth.

### **ANTY CORRUPTION POLICY**

The Bank is implementing various policies to prevent the occurrence of act of corruption and reduce the space and opportunity for anyone to commit acts of corruption and gratification.

### **GRATUITY POLICY**

The Gratuity Policy stipulates the prohibition on receiving gifts from any external parties by the Commissioners, Directors, members of the Sharia Supervisory Board, committee members of the Board of Commissioners, Bank employees and/or their direct dependents.

The Bank's Gratuity Policy regulates the following:

1. Prohibition on receiving or requesting gifts in any form from external parties.
2. Obligation to refuse and return gifts from external parties.
3. Obligation to declare and handover of gifts receipt of gifts by force.

### **WHISTLEBLOWING SYSTEM**

The Bank has in place the whistleblowing program as a confidential communication tool to provide ease or prevent reluctance by employees and/or external parties to report acts of abuse of authority, acts of fraud, or violations of the company's code of ethics, whether carried out by employees from the lowest to the highest levels.

### **Violation Report Submission**

The violation reports can be submitted via verbal or written report channel as follows:

- Via e-mail [whistleblowing@ocbcnisp.com](mailto:whistleblowing@ocbcnisp.com)
- Directed to the Internal Audit Division Head, Operational Risk Management Division Head, Human Capital Services Division Head, or Fraud Management Team (TPF).
- Directed to the President Director or President Commissioner if uncomfortable reporting to the appointed officials.
- Through the website, <https://whistleblowing.ocbcnisp.com>

### **Reporting Protection Program**

To protect whistleblowers from unfair actions, the Human Capital Services Division Head appoints a whistleblowing protection officer to provide protection to the whistleblowers.

### Complaint Handling

- a. Investigation  
All complaints received will be investigated by an independent unit, the Fraud Handling Team.
- b. Reporting  
The whistleblowing statistical report is presented to the Fraud Council, the Board Risk Committee and the Risk Monitoring Committee. Whistleblowing reports that have a significant impact will also be reported to the President Director.
- c. Sanctions  
If based on the results of the investigation there are violations committed by employees with a level of office below the VP, the sanctions will be decided by the Disciplinary Council. If the violation is committed by an employee with a VP level or higher, then the sanction will be decided by Fraud Council.

### Parties Managing Complaints

Four parties handle fraud complaints as a follow up a report:

- a. Fraud Handling Team: to investigate all complaint reports
- b. Human Capital Services Division Head: to provide protection to reporters
- c. The Disciplinary Council or the Fraud Council: to impose sanctions on guilty offenders
- d. Operational Risk Management: to administer the investigation report and coordinating with work related units to prepare steps improvement and mitigation.

### Number of Complaints Received

During 2019, nine whistleblowing reports have been received regarding actions that indicated fraud, as shown in the table below.

Status of whistleblowing (WB) report	2019
Number of WB reports received	9
Number of WB reports from internal sources	5
Number of WB reports from external source	4
Number of WB reports investigated	7
Number of WB reports still under investigation	2
Number of WB reports including complaints	0
Number of WB reports including violations	9

### Sanctions/Follow-Up on Completed Complaints in 2019

Of seven whistleblowing reports being investigated, six report have been proven guilty and have been sanctioned through warning letters with respective involvements. Moreover, there was perpetrator that has been proceeded by law enforcement, and one report was founded not proven.

### INTERNAL FRAUD

Internal fraud is an act of deviation or omission intentionally carried out to deceive, or manipulate the Bank, customers, or other parties that occur within the Bank and / or use Bank facilities to cause the Bank, customers, other parties to suffer losses and / or fraud perpetrators obtain direct or indirect profits made by Bank employees.

The Bank has implemented an anti-fraud strategy consisting of four main pillars:

1. Prevention

Preventive actions for minimizing the chance of fraud, including:

- a. Conducting dissemination of risk and fraud awareness to staffs and customers.
- b. Conducting improvements to identified control weaknesses.
- c. Implementing Know Your Employee (KYE).

2. Detection

Detection is conducted to minimize the impact of possible fraud as early as possible, including:

- a. A whistleblowing system that can be accessed not only by employees, but also by external parties to report suspicious events and indications of fraud.
- b. Continuous and regular reconciliation and audit processes.
- c. Monitoring suspicious transactions or surveillance.
- d. Monitoring work processes for employees who take block leave.

3. Investigation, reporting & sanctions

Investigation, reporting & sanctions, including:

- a. Fraud investigations conducted by Independent officers.
- b. Reporting fraud to Fraud Council, Board Risk Committee and Risk Monitoring Committee (with Board of Commissioners as members).
- c. Reporting to Regulators.
- d. Imposing sanctions on the perpetrators or the involved parties.

4. Monitoring, Evaluation & Follow-Up

Monitoring follow-up of fraud handling and improvement development is monitored by Fraud Council and tracked by Internal Audit.

During 2019, the Bank conducted communication, training or refreshment of policy or procedure to reduce fraud incidents and increase employee awareness of fraud actions, as follows:

Communication and Training of Anti-Corruption Policy and Procedures*	2019	
	Total Participants	Percentage of Total
Communication on Anti-Corruption Policies and Procedures to the highest bodies of the company**	18	100%
Communication on Anti-Corruption Policies and Procedures to Employees***	5,949	100%
Anti-Corruption Training for the Board of Directors and Board of Commissioners	18	100%
Anti-Corruption Training for the employees****	5,857	98%

\* Anti-Corruption including: AML-CFT and Anti-Fraud Campaign

\*\* Communication of fraud policies and procedures conducted through Committees meeting related to risk

\*\*\* Communication of fraud policies and procedures to employees made through the Bank's internal web publication that can be accessed by all employees.

\*\*\*\* Training on Fraud Awareness and Risk both through classroom or e-Learning

Throughout 2019 there were one internal fraud incidents committed by employees with loss exposure of more than IDR 100,000,000 (one hundred million rupiah).

Internal Fraud in 1 year*	Total cases by		
	Management	Permanent Employee	Non-Permanent Employee
<i>Total Fraud</i>	-	1	-
Settled	-	1	-
Internal Settlement process	-	1	-
Not yet resolved	-	0	-
Followed-up through legal process	-	1	-

\*Total fraud with loss exposure of more than IDR 100,000,000 (one hundred million rupiah)

## GCG GUIDELINES IMPLEMENTATION FOR PUBLIC COMPANIES

The Bank disclosed the information as referred in the OJK Regulation No. 21/POJK.04/ 2015 dated November 16, 2015 and OJK Circular Letter No.32/SEOJK.04/2015 dated November 17, 2015 on the Corporate Governance Guidelines for Public Companies. As such, the Bank has conducted various activities to meet the recommendation as described in the table below:

### Fulfillment of Corporate Governance Guidelines for Public Companies

No.	Recommendation	Description
Aspect 1. Relationship Between Public Company and Shareholders in Ensuring the Rights of the Shareholders		
Principle 1. Improving the Value of GMS Convention		
1.1	Public Company has voting procedures either publicly or confidentially, which promotes independency and shareholder interest	Complied. The Bank has an open voting system conducted through the raising of hands following the selected options being offered by the GMS chairman that prioritizes the shareholders' independence and interests as stated in the GMS Rules, which have been read out in the GMS and made available on the website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> before the GMS.
1.2	All Board of Directors and Board of Commissioners members attended the Annual General Meeting of Shareholders.	All members of the Board of Directors and 5 (five) of the total 8 (eight) members of the Board of Commissioners attended the 2019 Annual GMS to observe, explain and answer directly the issues/questions raised by the shareholders related to the GMS agenda.
1.3	The GMS Summary is available on the company's website for at least 1 (one) year.	Complied. GMS summaries for the pas 5 (five) years are available on the website at <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> .
Principle 2. Improving the quality of Public Companies Communication with Shareholders or Investors		
2.1	Public Company has a communication policy with shareholders or investors.	Complied. The Bank has a Policy on Information Disclosure and Performance Reports for the Investors and Analysts since 2015. Communication with shareholders and investors is conducted through the GMS, Public Expose, Analyst Meetings, and distribution of financial performance on a regular basis.



No.	Recommendation	Description
2.2	Company discloses its communication policy with shareholders or investors on website.	Complied. The Policy on Information Disclosure and Performance Reports for the Investors can be obtained at the website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> .
<b>Aspect 2: Board of Commissioners Functions and Roles</b>		
<b>Principle 3: Strengthening the Board of Commissioners Membership and Composition</b>		
3.1	Determining the number of Board of Commissioners members considering the company's condition.	Complied. Considering the Company's need, condition, and capability, in 2019, the Bank added 1 (one) new member of the Board of Commissioner thus the total of the Board of Commissioners is 9 (nine) members.
3.2	Determining the Board of Commissioners membership composition by considering various skills, knowledge, and experiences.	Complied. The Bank's Board of Commissioners members have the skills, knowledge and experience to support company development as shown in the Board of Commissioners Profiles on page xxx.
<b>Principle 4: Improving the Quality of the Board of Commissioners Duties and Responsibilities</b>		
4.1	The Board of Commissioners has a self assessment policy for its performance.	Complied. The Bank has a self-assessment policy to assess the Board of Commissioners' performance.
4.2	The self-assessment policy to be disclosed in the Annual Report.	Complied. The self-assessment policy has been disclosed in the Section of Board of Commissioner Performance Assessment.
4.3	The Board of Commissioners has a policy with respect to the resignation of Board of Commissioners member if such member involved in financial crime.	Complied. The Board of Commissioners Charter requires that Board member should never have been convicted of a crime, or sentenced under criminal law, that harmed public finance and/or was related to the financial sector within a period of 5 (five) years prior to their appointment and while serving in office. Thus, if any Board of Commissioners member is involved in a financial crime, then it is deemed a failure in criteria and the member must resign.
4.4.	The Board of Commissioners or Committee that carries out the Nomination and Remuneration function develops succession policies for the Board of Directors members' nomination.	Complied. The Remuneration and Nomination Committee has the Nomination Policy that includes the succession policy for the nomination process of the Board of Directors.
<b>Aspect 3: Board of Directors Functions and Roles</b>		
<b>Principle 5: Strengthening the Board of Directors Membership and Composition</b>		
5.1.	Determining the number of Board of Directors members considering the company's condition and effectiveness in decision making.	Complied. Currently the Bank has 9 (nine) Board of Directors members which suit the needs and complexity of the Bank.
5.2	Determining the Board of Directors membership composition by considering various skills, knowledge, and experiences.	Complied. The Bank's Board of Directors members have the various skills, knowledge and experience as shown in the Board of Directors Profiles on page xxx.



No.	Recommendation	Description
5.3.	The Board of Directors members who are in charge of accounting or financial have expertise and/or knowledge in accounting.	Complied. Refer to the Finance Directors' Profile on page xxx in this Annual Report.
<b>Principle 6: Improving the Quality of the Board of Directors Duties and Responsibilities</b>		
6.1	The Board of Directors has a self-assessment policy for its members performance.	Complied. The Bank has GCG guidelines that regulate the Board of Directors performance assessment through the completion of GCG Self-Assessment factors related to the Board of Directors duties and responsibilities. In addition, the Bank also assesses the Board of Directors performance based on a Balance Score Card collegially and individually.
6.2	The self-assessment policy to be disclosed in the Annual Report.	Complied. The self-assessment policy has been disclosed in the Section of Board of Director Assessment.
6.3	The Board of Directors has policies relating to the resignation of Board of Directors members if they are involved in financial crimes.	Complied. The Board of Directors' Charter requires that all Board members should never have been convicted of a crime, or sentenced under criminal law, that harmed public finance and/or was related to the financial sector within a period of 5 (five) years prior to their appointment and while serving in office. Thus, if any Board of Directors member is involved in a financial crime, then it is deemed a failure in criteria and the member must resign.
<b>Aspect 4: Stakeholder Participation</b>		
<b>Principle 7: Increasing Good Corporate Governance Aspects through Stakeholder Participation</b>		
7.1	Public Company has policies to prevent insider trading.	Complied. The Bank has a Code of Conduct prohibiting insider trading. The Bank also has an Information Wall policy that regulates confidential/for-limited audience-only information flow (also referred to as "inside information") and to avoid any conflict of interest that might arise, information obtained from the inside and known only by one party or more does not have to be disclosed to all parties in the organization (public).
7.2.	Public Company has anti-corruption and anti-fraud policies.	Complied. The Bank has a Code of Conduct prohibiting insider trading. The Bank also has an Information Wall policy that regulates confidential/for-limited audience-only information flows (also referred to as "inside information") and to avoid any conflict of interest that might arise, information obtained from the inside and known only by one party or more does not have to be disclosed to all parties in the organization (public).
7.3.	Public Company has policies regarding the selection and increase in the abilities of suppliers or vendors.	Complied. The Bank has a vendor selection process Policy that follows the principles of transparency and fairness. The Policy also regulates vendor performance evaluations that can be used in assisting vendor improvements
7.4.	Public Company has policies regarding the fulfilment of creditor rights.	Complied. The Bank has GCG Policies/Guidelines that regulate the Bank's liabilities in protecting and fulfilling creditors' rights. In addition,

No.	Recommendation	Description
		creditors' rights are also included in the creditors' loan agreement.
7.5.	Public Company has whistleblowing system policies.	Complied. The Bank has a whistleblowing system policy that can be obtained on the website at <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> .
7.6.	Public Company has policies for providing long-term incentives to the Board of Directors and employees.	Complied. The Bank has a remuneration policy that includes the provision of long-term incentives for the Board of Directors and employees.
Aspect 5: Information Disclosure		
Principle 8: Improving Information Disclosure		
8.1.	Public Companies utilize information technology widely outside its website in the form of information disclosure media.	Complied. The Bank utilize information technology for information disclosure as seen on the Bank's website <a href="http://www.ocbcnisp.com">www.ocbcnisp.com</a> , and on several social media accounts such as Facebook, twitter, Instagram and YouTube.
8.2	Public Companies Annual Reports disclose the final beneficial owners of their shares holding at least five percent, in addition to the disclosure of the final beneficial owners in the Public Companies through the majority and controlling shareholder.	Complied. The Bank has disclosed this information in this Annual Report on page xxx.

## SHARIA BUSINESS UNIT (SBU) GCG REPORT

The implementation of GCG on the Bank's Sharia Business Unit refers to the Sharia Principles issued by the National Sharia Board of the Indonesian Ulama Council (DSN-MUI) Fatwa and to stipulations from the regulator, the PBI No. 11/33/PBI/2009 concerning Implementation of Good Corporate Governance in Sharia Commercial Banks and Sharia Business Units, as well as the 2007 Law No. 40 concerning Limited Liability Companies.

### Vision, Mission, And GCG Principles

<b>Vision</b>	Together in Harmony making a more accessible and profitable Sharia.
<b>Mission</b>	The Bank's SBU is committed to being a reliable partner with always being open and sincere in providing the right solutions for customers development. SBU Bank presents easy access to products and services at Sharia Branch Offices and Sharia Service Offices as well as other modern networks,
<b>GCG Principles</b>	Transparency, Accountability, Responsibility, Professional, Fairness..

### SBU Director

The Bank has appointed Andrae Krishnawan W. as SBU Director, effective since July 29, 2013.

### The SBU Director's Duties and Responsibilities

The SBU Director is responsible for managing all SBU activities, and for ensuring the management of business activities in accordance with prevailing sharia principles and regulations. Detailed information on the SBU Directors' duties and responsibilities can be accessed on the website, [www.ocbcnisp.com](http://www.ocbcnisp.com), in the Board of Directors Charter section.

### Sharia Supervisory Board

Chairman of the Sharia Supervisory Board	Muhammad Anwar Ibrahim
Member of the Sharia Supervisory Board	Mohammad Bagus Teguh Perwira

### SSB Duties and Responsibilities

The SSB's duties and responsibilities include providing advice and suggestions to the SBU Director, as well as supervising the Bank's SBU activities based on Sharia principles, including the following:

- Assessing and ensuring the fulfillment of Sharia Principles in the operational and product guidelines issued by the Bank's SBU.
- Supervising new product development processes by the Bank SBU from the start to the launch of the products.
- Providing sharia opinions on new products of the Bank SBU and/or restructured financing.
- Requesting fatwa from the DSN-MUI for new products for which no fatwa has been issued.
- Performing periodic reviews of Sharia Principles compliance for funds collection and disbursement mechanisms, as well as the Bank SBU services.
- Requesting data and information related to sharia aspects from the SBU task force in support of its duties.

- Reporting the sharia supervision results to the Board of Directors, Board of Commissioners, DSN-MUI, and the OJK in accordance with the applicable laws and regulations.
- Conducting evaluations on the SBU Risk profile, which is then to be reported to the OJK quarterly).

### SSB Criteria and Independence

In 2019, the SSB composition, criteria and independence was aligned with Bank Indonesia regulations and included the following:

- SSB members must have integrity, which at least includes:
  1. Good character and morals.
  2. Committed to complying with sharia banking regulations and the applicable laws and regulations.
  3. Committed to the development of sound and sustainable sharia banking.
  4. Not included in the fit and proper test unqualified list, as stated in the OJK regulation concerning the fit and proper test.
- SSB members must be competent professionals, who at least have knowledge and experience in sharia mu'amalah and banking and/or finance in general.
- SSB members must have good financial reputations, which at least includes:
  1. Not included on Non-Performing Loan lists.
  2. Having never been declared bankrupt or been a shareholder, a member of Board of Commissioners, or Board of Directors of a company and/or an executive member of a company that has been found guilty, causing the company and/or institution to become bankrupt in the last 5 (five) years before being nominated.
  - SSB members are allowed to hold concurrent positions as SSB members in no more than 4 (four) other Sharia financial institutions.

### SSB Meetings

The Sharia Supervisory Board Meetings are mandatory and must be held at least 1 (one) time in every 1 (one) month.

Sharia Supervisory Board	Meeting Frequency	Total Attendance	Percentage (%)
Muhammad Anwar Ibrahim	13	13	100%
Mohammad Bagus Teguh Perwira	13	13	100%

### Sharia Supervisory Board Supervision Report

For 2019, the SSB submitted supervision reports to the FSA in the form of an Implementation report on the suitability of the Bank's products and services with the DSN – MUI fatwa, which are:

1. New Products: There was new product in Semester II -2019 namely Musyarakah iB.
2. Financing: KPR iB Financing and investment (corporation) with Musyarakah Mutanaqisah and Musyarakah agreement.
3. Third Party Funds: Tanda iB, Taka iB, Time Deposit iB, Mudharabah Saving Account, Hajj Saving Account, and Community Saving Account.
4. Treasury Activities: Government Sukuk and Fasbis.
5. Banking Services: National Clearing System (SKN) and Real Time Gross Settlement (RTGS).

### Sharia Supervisory Board Remuneration

Type of Remuneration and Other Facilities	Sharia Supervisory Board	
	Person	Total (Rp.Million)
Remuneration	2	1,006
Other facilities such as housing, transport, insurance, healthcare, etc.		
a. Can be owned	-	-
b. Can not be owned	-	-
<b>Total</b>	<b>2</b>	<b>1,006</b>

Total Annual Remuneration per Person	Number of Sharia Supervisory Board (DPS)
Above Rp. 2,000,000,000,-	-
Above Rp. 1,000,000,000,- up to Rp. 2,000,000,000,-	-
Above Rp. 500,000,000,- up to Rp. 1,000,000,000,-	2
Rp. 500,000,000,- and below	-
<b>Total</b>	<b>2</b>

#### List of SBU Consultants

In 2019, the SBU did not use consulting services.

#### Internal Fraud

Up to December 2019, there was no internal fraud committed by the Bank's employees.

#### Legal Cases

Up to December 2019, there was 1 (one) case or civil lawsuit in Bank SBU related to the execution of an auction.

Case	Civil	Criminal
Has received full legal power	-	-
In the settlement Process	1	-
<b>Total</b>	<b>1</b>	<b>-</b>

#### Non-Halal Income and Its Use

Up to December 2019, there was no Non-Halal income.

#### Distribution of Interest-Free Loans from the Bank SBU for Social Activities

Throughout 2019, Bank SBU distributed charitable funds amounting to Rp 289 million originating from Bank SBU, and interest free loans were distributed through social activities, such as religious celebrations, improvement of education facilities, and infrastructure, as well as disaster relief.

## Self-Assessment of the Bank's SBU

Up to December 2019, Bank SBU performed a GCG Self-Assessment that referred to Bank Indonesia stipulations concerning the Implementation of Good Corporate Governance by Islamic Commercial Banks and Islamic Business Units, as regulated in Bank Indonesia Regulation No. 11/33/ PBI/2009 and Bank Indonesia Circular Letter No. 12/13/ DPbS.

The Bank SBU GCG implementation assessment was conducted and focused on 5 (five) factors, including:

1. Implementation of the SBU Director's duties and responsibilities.
2. Implementation of the Sharia Supervisory Board's duties and responsibilities.
3. Implementation of Sharia Principles in fund accumulation and funds distribution as well as service activities.
4. Funds distribution to key financing customers and funds deposits by key depositors.
5. Transparency of the SBU's financial and non-financial conditions, GCG implementation report, and internal reporting.

## General Conclusion for the Sharia Business UNIT'S GCG Self-Assessment Results

Based on the GCG Self-Assessment, the following results were obtained:

<b>Composite Score and Rating</b>	The Bank SBU Good Corporate Governance Implementation achieved a rating of 1 or Very Good Category.
<b>Weakness and Factors of Self-Assessment Results</b>	There were no significant weaknesses in the Bank SBU Good Corporate Governance Implementation
<b>Strength in Good Corporate Governance Implementation</b>	The SBU Director's and the SSB active role ensured the fulfilment of Sharia principles in the business activities, as well as the commitment of all parties in the SBU Organization and relevant units.
<b>Follow Up</b>	The Bank SBU remains committed to Good Corporate Governance Implementation, and performs continuous Improvements on every aspect of Good Corporate Governance Implementation.

## PROFILE OF SHARIA SUPERVISORY BOARD

### Muhammad Anwar Ibrahim Chairman of Sharia Supervisory Board

Indonesian citizen, aged 78 years old.  
Domicile: Jakarta, Indonesia.  
Bank OCBC NISP Sharia Supervisory Board Chairman since 2009.

### Work Experience

Currently, he also serves as Vice Chairman at National Sharia Board (Islamic Banking and Islamic Financial Institution) at Indonesian Ulama Council Headquarter. The founder of International Shari'ah Research Academy for Islamic Finance Malaysia (ISRA), and Lecturer of Introduction to Islamic Economy at the Faculty of Economics, University of Trisakti.

### Concurrent Positions:

- Chairman of Sharia Supervisory Board at PT Maybank Indonesia, (2003 - present)
- Chairman of Sharia Supervisory Board at PT Prudential Life Assurance, (2008 – present)

**Educational Background:**

Master's degree and a PhD degree in Ushulfiqh Comparative (Source and Philosophy of Islamic Law) from the Faculty of Sharia and Jurisprudence, Al Azhar University, Cairo, Egypt in 1969 and 1978 respectively.

**Appointment History:**

First appointed as Sharia Supervisory Board Chairman at the AGMS 2009, effective as at September 14th, 2009, and has been reappointed several times with the latest appointment at [the 2014 and 2017 AGMS](#).

**Mohammad Bagus Teguh Perwira  
Member of Sharia Supervisory Board**

Indonesian citizen, aged 41 years old.

Domicile: Jakarta, Indonesia.

Bank OCBC NISP Sharia Supervisory Board Member since 2009

**Work Experience**

Currently, he also serves on the Executive Board of the National Sharia Board – Indonesian Ulema Council as an Islamic Capital Market Task Force Member.

**Concurrent Positions:**

- Member of Sharia Supervisory Board at PT Schroder Investment Management Indonesia, (2009 – present)
- Chairman of Sharia Supervisory Board at PT Aberdeen Asset Management (2015 – present)
- Member of Sharia Supervisory Board at the Sharia Advisory Fund Services at Citibank.

**Educational Background:**

Bachelor's degree in Islamic Studies and Arabic Language from Al Azhar University, Cairo (1999), and a Master's degree in Islamic Economics from Universitas Islam Negeri Syarif Hidayatullah, Jakarta (2007).

**Appointment History:**

First appointed as Sharia Supervisory Board Member at the AGMS 2009, effective as at September 14th, 2009 and has been reappointed several times with the latest appointment at the 2014 and 2017 AGMS.



# INFORMASI PERUSAHAAN

## ALAMAT PERUSAHAAN

### **PT Bank OCBC NISP, Tbk. – Head Office**

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](http://www.ocbcnisp.com)

### **PT OCBC Sekuritas Indonesia – Head Office**

Indonesia Stock Exchange Building  
Tower 2, 29<sup>th</sup> 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](http://www.ocbcsekuritas.com)

### **PT. Great Eastern Life Indonesia – Head Office**

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](http://www.greateasternlife.com/id)

### **PT GREAT EASTERN GENERAL INSURANCE INDONESIA – Head Office**

Mid Plaza 2, Lt. 23  
Jl. Jend. Sudirman Kav. 10-11, Jakarta 10220  
Tel. (62-21) 572 3737  
Fax. (62-21) 571 0547