
BANK DANAMON

PIAGAM KOMITE TATA KELOLA TERINTEGRASI
INTEGRATED CORPORATE GOVERNANCE COMMITTEE CHARTER

No.B.006 - DIR

2022

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Ringkasan Perubahan *Summary of Changes*

No	Bagian <i>Sections</i>	Versi 2021 <i>Old Version</i>	Versi 2022 <i>New Version</i>	Keterangan <i>Remarks</i>
1	Bab 1 Referensi Hal 5	Kebijakan Tata Kelola Terintegrasi PT Bank Danamon Indonesia Tbk.	Kebijakan Tata Kelola Terintegrasi Konglomerasi Keuangan Grup MUFG.	Penyesuaian penyebutan nama kebijakan sesuai dengan kebijakan terkini.
	Chapter 1 Reference Page 5	<i>Integrated Corporate Governance Policy of PT Bank Danamon Indonesia, Tbk.</i>	<i>Integrated Corporate Governance Policy MUFG Group Financial Conglomeration.</i>	<i>Adjustment of the name of the policy in accordance with the latest policy.</i>
2	Bab 2 Tujuan Hal 6	Entitas Utama adalah PT Bank Danamon Indonesia, Tbk (Bank Danamon) yang telah dicatat dalam administrasi pengawasan Otoritas Jasa Keuangan melalui surat No. SR-63/PB.32/2020 tanggal 30 Maret 2020. Entitas Anggota (LJK dalam Konglomerasi Keuangan) adalah sebagai berikut. 1. MUFG Bank cabang Jakarta; 2. PT Adira Dinamika Multi Finance, Tbk; 3. PT U Finance Indonesia; dan 4. PT Adira Quantum Multi Finance (dalam proses likuidasi).	PT Bank Danamon Indonesia, Tbk ("Bank Danamon") ditunjuk menjadi Entitas Utama pada Konglomerasi Keuangan Grup MUFG. Penunjukan Bank Danamon sebagai Entitas Utama telah dicatat dalam administrasi pengawasan Otoritas Jasa Keuangan melalui surat No.SR-63/PB.32/2020 tanggal 30 Maret 2020. Terdapat perubahan kepemilikan saham PT U Finance Indonesia (UFI) dari sebelumnya kepemilikan saham oleh MUFG Bank, Ltd. dan Mitsubishi-UFI Nicos Co. Ltd. menjadi kepemilikan oleh Chailease International Co. (Hong Kong), Ltd. dan PT Artha Sekawan Asia. Sehubungan dengan adanya perubahan kepemilikan saham tersebut dan mengacu	Penyesuaian anggota konglomerasi keuangan sesuai dengan perubahan struktur Konglomerasi Keuangan Grup MUFG.

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No	Bagian Sections	Versi 2021 Old Version	Versi 2022 New Version	Keterangan Remarks															
			kepada Pasal 4 POJK No.45/POJK.03/2020 tentang Konglomerasi Keuangan, Bank Danamon telah melaporkan adanya perubahan anggota Konglomerasi Keuangan MUFG Grup tersebut kepada OJK melalui sistem pelaporan SIPENA dengan nomer surat No.B.790-DIR tanggal 3 Desember 2021. Dengan demikian Struktur Konglomerasi Keuangan Grup MUFG adalah sebagai berikut: <table><tr><th>Struktur</th><th>Nama Entitas</th><th>Muhammad, for Danamon</th></tr><tr><td>Entitas Utama</td><td>PT Bank Danamon Indonesia Tbk ("Danamon")</td><td></td></tr><tr><td>Entitas Anggota</td><td>PT Adira Dinamika Multi Finance Tbk ("ADMFT")</td><td>Perusahaan Anak (Subsidiary Vertical)</td></tr><tr><td>Entitas Anggota</td><td>MUFG Bank, Ltd. Cabang Jakarta ("MUFG Jakarta")</td><td>Perusahaan (Subsidiary Horizontal)</td></tr><tr><td>Entitas Anggota</td><td>PT Adira Quantum Finance Tbk ("AQFT")</td><td>Perusahaan Anak (Subsidiary Vertical)</td></tr></table> Keterangan: - Sedang dalam proses penyelesaian hukum	Struktur	Nama Entitas	Muhammad, for Danamon	Entitas Utama	PT Bank Danamon Indonesia Tbk ("Danamon")		Entitas Anggota	PT Adira Dinamika Multi Finance Tbk ("ADMFT")	Perusahaan Anak (Subsidiary Vertical)	Entitas Anggota	MUFG Bank, Ltd. Cabang Jakarta ("MUFG Jakarta")	Perusahaan (Subsidiary Horizontal)	Entitas Anggota	PT Adira Quantum Finance Tbk ("AQFT")	Perusahaan Anak (Subsidiary Vertical)	
Struktur	Nama Entitas	Muhammad, for Danamon																	
Entitas Utama	PT Bank Danamon Indonesia Tbk ("Danamon")																		
Entitas Anggota	PT Adira Dinamika Multi Finance Tbk ("ADMFT")	Perusahaan Anak (Subsidiary Vertical)																	
Entitas Anggota	MUFG Bank, Ltd. Cabang Jakarta ("MUFG Jakarta")	Perusahaan (Subsidiary Horizontal)																	
Entitas Anggota	PT Adira Quantum Finance Tbk ("AQFT")	Perusahaan Anak (Subsidiary Vertical)																	
	Chapter 2 Purpose Page 6	The Main Entity is PT Bank Danamon Indonesia, Tbk (Bank Danamon) which has been recorded in the administrative supervision of the Financial Services Authority through letter No. SR-63/PB.32/2020 dated March 30, 2020. Member Entities (LJK in Financial Conglomerate) are as follows. - MUFG Bank Jakarta branch; - PT Adira Dinamika Multi Finance, Tbk;	PT Bank Danamon Indonesia, Tbk ("Bank Danamon") was appointed as the Main Entity of the MUFG Group Financial Conglomerate. The appointment of Bank Danamon as the Main Entity has been recorded in the administrative supervision of the Financial Services Authority through letter No. SR-63/PB.32/2020 dated March 30, 2020. There is a change in the share ownership of PT U	Adjustment of members of the financial conglomeration in accordance with changes in the structure of the MUFG Group Financial Conglomeration.															

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		3. PT U Finance Indonesia; and 4. PT Adira Quantum Multi Finance (in liquidation process).	Finance Indonesia (UFI) from the previous share ownership by MUFG Bank, Ltd. and Mitsubishi-UFJ Nicos Co. Ltd. become ownership by Chailease International Co. (Hong Kong), Ltd. and PT Artha Sekawan Asia. In connection with the change in share ownership and referring to Article 4 of POJK No.45/POJK.03/2020 concerning Financial Conglomerates, Bank Danamon has reported a change in the members of the MUFG Group Financial Conglomerate to OJK through the SIPENA reporting system with letter number No.B.790-DIR dated December 3, 2021. Thus, the structure of the MUFG Group Financial Conglomerate is as follows: <table><tr><th>Structure</th><th>Entity's Name</th><th>Relationship to Danamon</th></tr><tr><td>Main Entity</td><td>PT Bank Danamon Indonesia ("Danamon")</td><td></td></tr><tr><td>Entity Member</td><td>PT Adira Quantum Multi Finance ("ADM")</td><td>Subsidiary (vertical relationship)</td></tr><tr><td>Entity Member</td><td>MUFG Bank, Ltd Cabang Jakarta ("MUFG Jakarta")</td><td>Sister Company (horizontal relationship)</td></tr><tr><td>Entity Member</td><td>PT Adira Quantum Multi Finance ("AQM")</td><td>Subsidiary (vertical relationship)</td></tr></table> Description: * In the process of liquidation settlement.	Structure	Entity's Name	Relationship to Danamon	Main Entity	PT Bank Danamon Indonesia ("Danamon")		Entity Member	PT Adira Quantum Multi Finance ("ADM")	Subsidiary (vertical relationship)	Entity Member	MUFG Bank, Ltd Cabang Jakarta ("MUFG Jakarta")	Sister Company (horizontal relationship)	Entity Member	PT Adira Quantum Multi Finance ("AQM")	Subsidiary (vertical relationship)	
Structure	Entity's Name	Relationship to Danamon																	
Main Entity	PT Bank Danamon Indonesia ("Danamon")																		
Entity Member	PT Adira Quantum Multi Finance ("ADM")	Subsidiary (vertical relationship)																	
Entity Member	MUFG Bank, Ltd Cabang Jakarta ("MUFG Jakarta")	Sister Company (horizontal relationship)																	
Entity Member	PT Adira Quantum Multi Finance ("AQM")	Subsidiary (vertical relationship)																	

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1. REFERENSI

Piagam ini disusun dengan merujuk kepada peraturan dan perundang-undangan terkait dengan Komite Tata Kelola Terintegrasi antara lain, namun tidak terbatas pada:

- Undang-Undang No. 7 Tahun 1992 tanggal 25 Maret 1992 tentang Perbankan.
- Undang-Undang No. 10 Tahun 1998 tanggal 10 November 1998 tentang Perubahan atas Undang-Undang No. 7 Tahun 1992 tentang Perbankan.
- Undang-Undang No. 21 Tahun 2011 tanggal 22 November 2011 tentang Otoritas Jasa Keuangan.
- POJK No. 18/POJK.03/2014 tanggal 18 November 2014 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan.
- POJK No. 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
- SEOJK No. 15/SEOJK.03/2015 tanggal 25 Mei 2015 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan.
- POJK No. 55/POJK.03/2016 tanggal 7 Desember 2016 tentang Penerapan Tata Kelola Bagi Bank Umum.
- Surat Edaran Otoritas Jasa Keuangan (SEOJK) No. 13/SEOJK.03/2017 tanggal 17 Maret 2017 tentang Penerapan Tata Kelola Bagi Bank Umum.
- Peraturan Otoritas Jasa Keuangan (POJK) No. 45/POJK.03/2020 tanggal 14 Oktober 2020 tentang Konglomerasi Keuangan.
- Anggaran Dasar PT Bank Danamon Indonesia, Tbk.
- Kebijakan Tata Kelola Terintegrasi Konglomerasi Keuangan Grup MUFG.

1. REFERENCE

This charter was prepared by referring to the regulations and laws related to the Integrated Corporate Governance Committee, including but not limited to:

- *Law No. 7 of 1992 dated March 25, 1992 concerning Banking.*
- *Law No. 10 of 1998 dated November 10, 1998 concerning Amendment of Law No. 7 of 1992 concerning Banking.*
- *Law No. 21 of 2011 dated November 22, 2011 concerning Financial Services Authority.*
- *POJK No. 18/POJK.03/2014 dated November 18, 2014 concerning Implementation of Integrated Good Corporate Governance for Financial Conglomeration.*
- *POJK No. 33/POJK.04/2014 dated December 8, 2014 concerning The Board of Directors and The Board of Commissioners of Issuers or Public Companies.*
- *SEOJK No. 15/SEOJK.03/2015 dated May 25, 2015 concerning Implementation of Integrated Good Corporate Governance for Financial Conglomeration.*
- *POJK No. 55/POJK.03/2016 dated December 7, 2016 concerning Implementation of Corporate Governance for Commercial Banks.*
- *Financial Services Authority Circular Letter (SEOJK) No. 13/SEOJK.03/2017 dated March 17, 2017 concerning Implementation of Corporate Governance for Commercial Banks*
- *Financial Services Authority Regulation (POJK) No. 45/POJK.03/2020 dated October 14, 2020 concerning Financial Conglomeration.*
- *Articles of Association of PT Bank Danamon Indonesia, Tbk.*
- *Integrated Corporate Governance Policy MUFG Group Financial Conglomeration.*

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▪ Kode Etik PT Bank Danamon Indonesia, Tbk.	▪ <i>Code of Conduct of PT Bank Danamon Indonesia, Tbk.</i>
2. <u>TUJUAN</u> Komite Tata Kelola Terintegrasi dibentuk dalam rangka: - Mendukung efektivitas pelaksanaan tugas Dewan Komisaris Entitas Utama dalam melakukan pengawasan atas penerapan tata kelola terintegrasi di Entitas Utama dan Lembaga Jasa Keuangan (LJK) dalam Konglomerasi Keuangan. - Mendukung Dewan Pengawas Syariah Entitas Utama dalam rangka memastikan bahwa penerapan tata kelola terintegrasi di Entitas Utama dan di LJK dalam Konglomerasi Keuangan tidak bertentangan dengan prinsip-prinsip syariah. PT Bank Danamon Indonesia, Tbk ("Bank Danamon") ditunjuk menjadi Entitas Utama pada Konglomerasi Keuangan Grup MUFG. Penunjukan Bank Danamon sebagai Entitas Utama telah dicatat dalam administrasi pengawasan Otoritas Jasa Keuangan melalui surat No. SR-63/PB.32/2020 tanggal 30 Maret 2020. Terdapat perubahan kepemilikan saham PT U Finance Indonesia (UFI) dari sebelumnya kepemilikan saham oleh MUFG Bank, Ltd. dan Mitsubishi-UFI Nicos Co. Ltd. menjadi kepemilikan oleh Chailease International Co. (Hong Kong), Ltd. dan PT Artha Sekawan Asia. Sehubungan dengan adanya perubahan kepemilikan saham tersebut dan mengacu kepada Pasal 4 POJK No.45/POJK.03/2020 tentang Konglomerasi Keuangan, Bank Danamon telah melaporkan adanya perubahan anggota Konglomerasi Keuangan MUFG Grup tersebut kepada OJK melalui sistem pelaporan SIPENA dengan nomer surat No.B.790-DIR tanggal 3 Desember 2021.	2. <u>PURPOSE</u> <i>The Integrated Corporate Governance ("ICG") Committee is established in order to:</i> <i>Support the effective implementation of the duties of the Board of Commissioners of the Main Entity in relation to the supervision over the implementation of integrated corporate governance in Main Entity and in Financial Services Institutions (FSI) in the Financial Conglomeration.</i> <i>Support the Sharia Supervisory Board of the Main Entity in ensuring that the implementation of integrated corporate governance in the Main Entity and FSIs in the Financial Conglomeration does not conflict with sharia principles.</i> <i>PT Bank Danamon Indonesia, Tbk ("Bank Danamon") was appointed as the Main Entity of the MUFG Group Financial Conglomeration. The appointment of Bank Danamon as the Main Entity has been recorded in the administrative supervision of the Financial Services Authority through letter No. SR-63/PB.32/2020 dated March 30, 2020.</i> <i>There is a change in the share ownership of PT U Finance Indonesia (UFI) from the previous share ownership by MUFG Bank, Ltd. and Mitsubishi-UFI Nicos Co. Ltd. become ownership by Chailease International Co. (Hong Kong), Ltd. and PT Artha Sekawan Asia. In connection with the change in share ownership and referring to Article 4 of POJK No.45/POJK.03/2020 concerning Financial Conglomerates, Bank Danamon has reported a change in the members of the MUFG Group Financial Conglomerate to OJK through the SIPENA reporting system with letter number No.B.790-DIR dated December 3, 2021.</i>

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Dengan demikian Struktur Konglomerasi Keuangan Grup MUFG adalah sebagai berikut:

Struktur	Nama Entitas	Hubungan ke Danamon
Entitas Utama	PT Bank Danamon Indonesia Tbk ("Danamon")	
Entitas Anggota	PT Adira Dinamika Multi Finance Tbk ("ADMF")	Perusahaan Anak (hubungan vertical)
Entitas Anggota	MUFG Bank, Ltd. Cabang Jakarta ("MUFG Jakarta")	Perusahaan Terelasi (hubungan horisontal)
Entitas Anggota	PT Adira Quantum Multifinance ("AQM")*	Perusahaan Anak (hubungan vertical)

Keterangan:

* Sedang dalam proses penyelesaian likuidasi.

Thus, the structure of the MUFG Group Financial Conglomerate is as follows:

Structure	Entity's Name	Relationship to Danamon
Main Entity	PT Bank Danamon Indonesia Tbk ("Danamon")	
Entity Member	PT Adira Dinamika Multi Finance Tbk ("ADMF")	Subsidiary (vertical relationship)
Entity Member	MUFG Bank, Ltd. Cabang Jakarta ("MUFG Jakarta")	Sister Company (horizontal relationship)
Entity Member	PT Adira Quantum Multifinance ("AQM")*	Subsidiary (vertical relationship)

Description:

** In the process of liquidation settlement.*

3. AKUNTABILITAS

Komite Tata Kelola Terintegrasi adalah komite yang dibentuk oleh Dewan Komisaris Entitas Utama dan bertanggung jawab kepada Dewan Komisaris Entitas Utama.

3. ACCOUNTABILITY

The ICG Committee is a committee established by the Board of Commissioners of the Main Entity and is responsible to the Board of Commissioners of the Main Entity.

4. STRUKTUR DAN KEANGGOTAAN

- Ketua Komite Tata Kelola Terintegrasi ditetapkan melalui surat keputusan Direksi Entitas Utama berdasarkan penunjukan dari Dewan Komisaris Entitas Utama yang telah mempertimbangkan rekomendasi dari Komite Nominasi Entitas Utama.
- Anggota Komite Tata Kelola Terintegrasi ditetapkan melalui surat keputusan Direksi Entitas Utama berdasarkan penunjukan dari Dewan Komisaris Entitas Utama yang telah mempertimbangkan rekomendasi dari Komite Nominasi dan masukan dari Komite Tata Kelola Entitas Utama.

4. STRUCTURE AND MEMBERSHIP

- The Chairman of ICG Committee is determined through Main Entity's Board of Directors Decree based on the appointment by the Main Entity's Board of Commissioners that has considered the recommendations of the Main Entity's Nomination Committee.*
- The members of ICG Committee are determined through Main Entity's Board of Directors Decree based on the appointment by the Main Entity's Board of Commissioners that has considered the recommendations of the Main Entity's Nomination Committee and the input from the Main Entity's Corporate Governance Committee.*

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c. Komite Tata Kelola Terintegrasi paling sedikit terdiri dari: 1) Seorang Komisaris Independen yang menjadi ketua pada salah satu komite pada Entitas Utama, sebagai ketua merangkap anggota; 2) Komisaris Independen yang mewakili dan ditunjuk dari masing-masing LJK dalam Konglomerasi Keuangan, sebagai anggota. Dalam hal terdapat lebih dari 1 (satu) LJK dalam Konglomerasi Keuangan dengan sektor jasa keuangan yang sama, maka dapat ditunjuk 1 (satu) Komisaris Independen dari salah satu LJK dalam Konglomerasi Keuangan sebagai anggota; 3) Seorang pihak independen yang berasal dari Pihak Independen anggota Komite pada Entitas Utama, sebagai anggota; 4) Anggota Dewan Pengawas Syariah dari Entitas Utama, sebagai anggota; dan 5) Pihak - pihak lain yang mewakili dan ditunjuk oleh LJK dalam Konglomerasi Keuangan yang tidak berbentuk Perseroan Terbatas, sebagai anggota. d. Jumlah dan komposisi Komisaris Independen yang menjadi anggota Komite Tata Kelola Terintegrasi disesuaikan dengan kebutuhan konglomerasi keuangan serta efisiensi dan efektivitas pelaksanaan tugas Komite Tata Kelola Terintegrasi dengan memperhatikan paling sedikit keterwakilan masing-masing sektor jasa keuangan. e. Keanggotaan Komisaris Independen pada Komite Tata Kelola Terintegrasi dapat berupa keanggotaan tetap atau tidak tetap, sesuai dengan kebutuhan konglomerasi keuangan.	c. <i>The ICG Committee at a minimum consists of:</i> 1) <i>An Independent Commissioner, who is a committee chairman in one of the Main Entity's committees, as the chairman and member;</i> 2) <i>Independent Commissioner representing and appointed by each of the FSIs in the Financial Conglomeration, as a member. In the case there are more than 1 (one) FSI in the Financial Conglomeration within the same financial services sector, then 1 (one) Independent Commissioner from one of the FSIs in the Financial Conglomeration may be appointed as a member;</i> 3) <i>An independent party who is an Independent Party member of the Committee in the Main Entity, as a member;</i> 4) <i>Member of Sharia Supervisory Board of the Main Entity, as a member; and</i> 5) <i>Other parties who represent and are appointed by FSI in the Financial Conglomeration that is not in the form of a Limited Liability Company, as members.</i> d. <i>The number and composition of the Independent Commissioners as members of the ICG Committee are tailored to suit the needs of financial conglomeration as well as the efficiency and effectiveness of implementing ICG Committee's duties taking into account at least the representation of each financial services sector.</i> e. <i>Membership of the Independent Commissioners in the ICG Committee can be either permanent or non-permanent membership, in accordance with the needs of the financial conglomeration.</i>
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f. Keanggotaan Komisaris Independen, pihak independen, anggota Dewan Pengawas Syariah, dan pihak-pihak lain yang ditunjuk pada Komite Tata Kelola Terintegrasi dalam konglomerasi keuangan tidak diperhitungkan sebagai rangkap jabatan. g. Anggota Komite Tata Kelola Terintegrasi wajib memiliki integritas, akhlak, moral yang baik dan memiliki kemampuan, pengetahuan, pengalaman yang sesuai dengan bidang pekerjaannya serta mampu berkomunikasi dengan baik.	<i>f. Membership of the Independent Commissioner, independent party, the Sharia Supervisory Board member, and other appointed parties in the ICG Committee of the financial conglomeration is not counted as concurrent position.</i> <i>g. Members of ICG Committee must possess integrity, character, good morals, and have ability, knowledge, experience in accordance with their field of work, and must be able to communicate well.</i>
5. MASA JABATAN a. Masa jabatan dari ketua atau setiap anggota Komite Tata Kelola Terintegrasi tidak lebih lama dari masa jabatan masing-masing di Entitas Utama atau di LJK dalam Konglomerasi Keuangan sebagaimana diatur dalam Anggaran Dasar masing-masing Entitas. b. Penggantian anggota Komite Tata Kelola Terintegrasi paling lambat 90 (sembilan puluh) hari sejak anggota Komite Tata Kelola Terintegrasi dimaksud tidak dapat lagi melaksanakan fungsinya (diberhentikan berdasarkan keputusan rapat Dewan Komisaris Entitas Utama, dengan alasan antara lain meninggal dunia, mengundurkan diri, atau berhalangan tetap sehingga tidak dapat melaksanakan tugasnya sebagai anggota dan/ atau Ketua Komite Tata Kelola Terintegrasi).	5. TERM OF OFFICE <i>a. The term of office of the chairman or each member of ICG Committee should not be longer than the respective term of office at the Main Entity or at FSI in the Financial Conglomeration as regulated in the Articles of Association of each Entity.</i> <i>b. Replacement of members of the ICG Committee is no later than 90 (ninety) days since the relevant member of the ICG Committee is no longer able to perform his function (dismissed based on the decision of the Board of Commissioners of the Main Entity, for the reasons of, among others, pass away, resignation, or permanent absence so that unable to perform his duties as member and/ or Chairman of the ICG Committee).</i>
6. TUGAS DAN TANGGUNG JAWAB Komite Tata Kelola Terintegrasi mempunyai tugas dan tanggung jawab paling sedikit: a. Mengevaluasi pelaksanaan tata kelola terintegrasi paling sedikit melalui penilaian kecukupan pengendalian intern dan pelaksanaan fungsi kepatuhan secara terintegrasi. b. Dalam melakukan evaluasi, Komite Tata Kelola Terintegrasi memperoleh informasi	6. DUTIES AND RESPONSIBILITIES <i>The ICG Committee has duties and responsibilities at a minimum:</i> <i>a. To evaluate the implementation of integrated corporate governance at a minimum through assessing the adequacy of internal controls and the implementation of integrated compliance function.</i> <i>b. In conducting its evaluation, the ICG Committee obtains information in the</i>

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berupa hasil evaluasi atas pelaksanaan audit intern dan fungsi kepatuhan masing-masing Entitas dari anggota Dewan Komisaris yang menjadi anggota pada Komite Tata Kelola Terintegrasi. c. Memberikan rekomendasi kepada Dewan Komisaris Entitas Utama untuk penyempurnaan Kebijakan Tata Kelola Terintegrasi. d. Meningkatkan kompetensi para anggota melalui pendidikan dan pelatihan secara terus menerus. e. Memiliki, mengkaji dan mengkinikan Piagam Komite Tata Kelola Terintegrasi secara berkala. f. Menjaga kerahasiaan seluruh dokumen, data, dan informasi Entitas Utama dan LJK dalam Konglomerasi Keuangan.	<i>form of evaluation of the internal audit and compliance functions of each Entity from members of the Board of Commissioners who are members of the ICG Committee.</i> <i>c. Provides recommendations to the Board of Commissioners of the Main Entity for improvements to the Integrated Corporate Governance Policy.</i> <i>d. To improve the competency of members through continuous education and trainings.</i> <i>e. Have, review and update the ICG Committee Charter periodically.</i> <i>f. Maintain the confidentiality of all documents, data, and information of the Main Entity and FSIs in the Financial Conglomeration.</i>
7. KEWENANGAN a. Terkait dengan pelaksanaan tugas dan tanggung jawabnya, Komite Tata Kelola Terintegrasi berwenang mengakses dokumen, data, dan informasi yang diperlukan dari Entitas Utama dan dari LJK dalam Konglomerasi Keuangan, dengan tetap mematuhi kebijakan internal masing-masing entitas serta peraturan perundang-undangan yang berlaku. b. Terkait dengan pelaksanaan tugas dan tanggung jawabnya, Komite Tata Kelola Terintegrasi berwenang berkomunikasi secara langsung dengan karyawan, Direksi dan pihak-pihak lain dalam Entitas Utama dan LJK dalam Konglomerasi Keuangan. c. Jika diperlukan, Komite Tata Kelola Terintegrasi berwenang melibatkan pihak independen untuk membantu pelaksanaan tugasnya. d. Komite Tata Kelola Terintegrasi berwenang melakukan kewenangan lain yang diberikan oleh Dewan Komisaris Entitas Utama.	7. AUTHORITY <i>a. In relation to the implementation of its duties and responsibilities, the ICG Committee is authorized to access required document, data, and information from the Main Entity and from FSIs in the Financial Conglomeration providing that it is done with adherence to the internal policies of each entity and the prevailing laws and regulations.</i> <i>b. In relation to the implementation of its duties and responsibilities, the ICG Committee is authorized to communicate directly with employees, Board of Directors, and other parties in the Main Entity and FSIs in the Financial Conglomeration.</i> <i>c. If necessary, the ICG Committee is authorized to engage independent parties to support its duties.</i> <i>d. The ICG Committee may have other authorities granted by the Board of Commissioners of the Main Entity.</i>

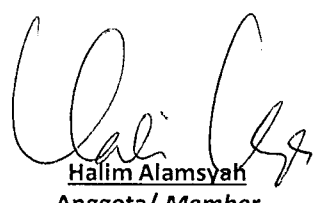
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8. <u>PENYELENGGARAAN RAPAT</u> a. Rapat Komite Tata Kelola Terintegrasi diselenggarakan sesuai kebutuhan paling sedikit 1 (satu) kali setiap semester. b. Rapat Komite Tata Kelola Terintegrasi dapat dilaksanakan melalui <i>video conference</i>. c. Rapat Komite Tata Kelola Terintegrasi hanya dapat diselenggarakan apabila dihadiri minimal 51% (lima puluh satu persen) dari seluruh jumlah anggota Komite Tata Kelola Terintegrasi. d. Rapat Komite dipimpin oleh Ketua Komite dan apabila Ketua Komite berhalangan hadir maka peserta rapat dapat menunjuk anggota yang hadir untuk memimpin rapat. e. Keputusan rapat Komite Tata Kelola Terintegrasi dilakukan berdasarkan musyawarah mufakat. Dalam hal keputusan berdasarkan musyawarah mufakat tidak tercapai, pengambilan keputusan ditentukan berdasarkan suara terbanyak. Keputusan yang diambil berdasarkan suara terbanyak didasarkan pada prinsip 1 (satu) orang 1 (satu) suara. f. Hasil rapat Komite Tata Kelola Terintegrasi dituangkan dalam risalah rapat dan didokumentasikan dengan baik, ditandatangani oleh seluruh anggota yang hadir dan disampaikan kepada Dewan Komisaris Entitas Utama. g. Perbedaan pendapat (<i>dissenting opinion</i>) yang terjadi dalam rapat Komite Tata Kelola Terintegrasi dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat.	8. <u>MEETING PROCEEDINGS</u> a. <i>The ICG Committee meetings are held as needed at least once per semester.</i> b. <i>The ICG Committee meetings may be conducted via video conference.</i> c. <i>The ICG Committee meetings can only be held with the minimum attendance of 51% (fifty one percent) of all members of the ICG Committee.</i> d. <i>ICG Committee meeting is chaired by the Chairman of the ICG Committee and if the Chairman is unable to attend, meeting participants may appoint one of participants to chair the meeting.</i> e. <i>The ICG Committee meeting decisions are taken based on the consensus principle. In the event that consensus is not reached, decision making is done by a majority vote. Decision made by a majority vote is based on the principle of 1 (one) person 1 (one) vote.</i> f. <i>The results of the ICG Committee meetings shall be noted in the minutes of meeting, well documented, signed by all members present, and submitted to the Board of Commissioners of the Main Entity.</i> g. <i>Dissenting opinions in the ICG Committee meetings shall be clearly stated in the minutes of meeting together with the reasons for dissent.</i>
9. <u>PENGUNGKAPAN DAN PELAPORAN</u> a. Komite Tata Kelola Terintegrasi melaporkan pelaksanaan tugas dan tanggung jawabnya kepada Dewan Komisaris Entitas Utama. b. Entitas Utama wajib mengungkapkan pelaksanaan tata kelola terintegrasi dalam	9. <u>DISCLOSURE AND REPORTING</u> a. <i>The ICG Committee reports the implementation of its duties and responsibilities to the Board of Commissioners of the Main Entity.</i> b. <i>Main Entity shall disclose the implementation of the integrated</i>

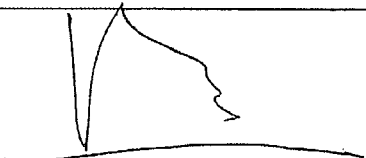
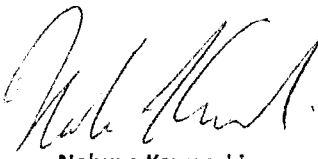
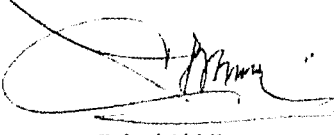
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laporan tahunan dan situs web Entitas Utama. c. Informasi mengenai pelaksanaan tata kelola terintegrasi yang diungkapkan dalam laporan tahunan Entitas Utama paling kurang memuat pernyataan bahwa Entitas Utama telah memiliki Piagam Komite Tata Kelola Terintegrasi yang telah sesuai dengan peraturan yang berlaku dan uraian singkat pelaksanaan tugas dan tanggung jawab Komite Tata Kelola Terintegrasi dalam tahun buku. d. Informasi mengenai pelaksanaan tata kelola terintegrasi yang diungkapkan dalam situs web Entitas Utama paling kurang meliputi Piagam sebagaimana dimaksud di atas dan uraian singkat pelaksanaan tugas, tanggung jawab, dan kewajiban Komite Tata Kelola Terintegrasi dalam tahun buku. e. Informasi mengenai pengangkatan dan pemberhentian Komite Tata Kelola Terintegrasi dipublikasikan dalam situs web Entitas Utama.	<i>corporate governance in the Main Entity's annual report and websites.</i> <i>c. Information regarding the ICG implementation disclosed in the annual report of the Main Entity shall at a minimum include the statement that the Main Entity has the ICG Committee Charter which is in line with the prevailing regulations, and a brief description of the implementation of the duties and responsibilities of the ICG Committee during the financial year.</i> <i>d. Information regarding the implementation of the integrated corporate governance disclosed in the Main Entity's website at least includes the Charter referred to above and a brief description of the implementation of the duties, responsibilities, and obligations of the ICG Committee during the financial year.</i> <i>e. Information regarding the appointment and dismissal of members of the ICG Committee is published on Main Entity's website.</i>
10. LARANGAN a. Setiap anggota Komite Tata Kelola Terintegrasi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Entitas Utama dan entitas lainnya selain penghasilan yang sah. b. Setiap anggota Komite Tata Kelola Terintegrasi, kecuali Pihak Independen, tidak mendapat penghasilan tambahan dari peranannya dalam Komite Tata Kelola Terintegrasi.	10. PROHIBITION <i>a. Each member of the ICG Committee is prohibited from taking personal benefits, either directly or indirectly from the activities of the Main Entity and other entities other than legitimate income.</i> <i>b. Each member of the ICG Committee, except for Independent Party, does not receive additional income from his/ her role in ICG Committee.</i>

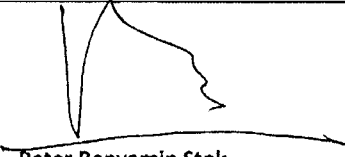
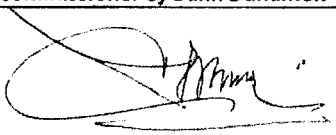
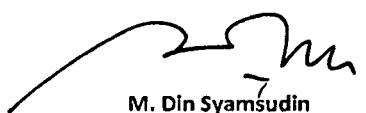
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<u>Krisna Wijaya</u> Anggota/ Member Komisaris Independen, Perwakilan dari PT Adira Dinamika Multi Finance, Tbk/ Independent Commissioner representative from PT Adira Dinamika Multi Finance, Tbk	Resigned as of Jul 2022 <u>Ramanathan S</u> Anggota/ Member Managing Director (GM), Regional Chief Compliance Officer for Asia and Head of Compliance Office for Asia (ACO), Representative from MUFG Bank Jakarta
Resigned as of Aug 2022 <u>Tatsuya Ishikawa</u> Anggota/ Member Managing Director, Head of Risk Management Office for Asia, Chief Risk Officer for Asia (ARMO), Representative from MUFG Bank Jakarta	<u>Andre S. Painchaud</u> Anggota/ Member Managing Director of Asia Internal Audit Office (AIAO), Representative from MUFG Bank Jakarta

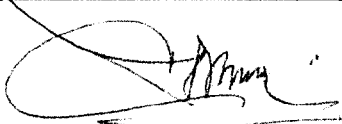
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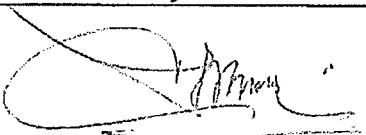
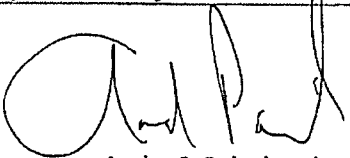
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