

PIAGAM KOMITE PEMANTAU RISIKO
CHARTER OF RISK OVERSIGHT COMMITTEE
PT Super Bank Indonesia (“Superbank/Bank/The Company”)

Catatan/*Note*: Piagam Komite Pemantau Risiko yang ditampilkan dalam situs web Superbank ini adalah versi saduran singkat. *This Risk Oversight Committee Charter uploaded in the website is the summarized version.*

A. Pendahuluan

Dewan Komisaris wajib membentuk Komite Pemantau Risiko (“ROC”) dengan tujuan untuk membantu pelaksanaan tugas dan fungsi pengawasan Dewan Komisaris.

Pembentukan Piagam ROC ini merujuk pada ketentuan peraturan perundang-undangan yang berlaku, dan apabila terdapat perubahan regulasi, maka ketentuan dalam piagam ini akan mengacu pada ketentuan terkini dari regulasi tersebut.

B. Syarat dan Ketentuan Pembentukan Komite

C.1. Struktur dan Komposisi

- Komite sekurang-kurangnya terdiri dari 3 (tiga) orang yang terdiri dari 1 (satu) orang Komisaris Independen sebagai Ketua merangkap anggota, 1 (satu) orang Pihak Independen Non Komisaris yang memiliki keahlian di bidang keuangan, dan 1 (satu) orang Pihak Independen Non Komisaris yang memiliki keahlian di bidang manajemen risiko.
- Komisaris Independen dan Pihak Independen yang menjadi anggota ROC paling sedikit berjumlah 51% (lima puluh satu persen) dari jumlah anggota.

A. Background

The Board of Commissioners established a Risk Oversight Committee (“ROC”) with the purpose of supporting the implementation of supervisory duties and functions of the Board of Commissioners.

The development of this ROC Charter refers to the prevailing laws and regulations, and if there is a change in regulations, then the provisions in this charter will refer to the latest provisions of the regulations.

B. Terms and Condition on the Establishment of Committee

C.1. Structure and Composition

- *The Committee consists of at least 3 (three) people, which consists of 1 (one) Independent Commissioner as Chairman concurrently as a member, 1 (one) Non-Commissioner Independent Party who has expertise in the field of finance, and 1 (one) Non-Commissioner Independent Party who has expertise in the field of finance, and 1 (one) Non-Commissioner Independent Party who has expertise in the field of risk management.*
- *Independent Commissioners and Independent Parties who are members of the ROC are at least 51% (fifty one percent) of the total members.*

C.2. Persyaratan Keanggotaan

C.2.1. Persyaratan Umum

- Pengangkatan dan pemberhentian Anggota ROC dilakukan oleh Direksi berdasarkan keputusan Rapat Dewan Komisaris.

C.2.2. Persyaratan Kompetensi

- Setiap Anggota Komite wajib untuk:
 - a) memiliki pengetahuan yang cukup di bidang keuangan, perbankan, manajemen risiko, dan peraturan perundang-undangan lainnya yang terkait; dan/atau
- Anggota ROC yang berasal dari Pihak Independen dinilai memiliki keahlian di bidang keuangan dalam hal memenuhi kriteria:
 - a) memiliki pengetahuan di bidang ekonomi, bidang keuangan dan/atau bidang perbankan; dan/atau
 - b) memiliki pengalaman kerja paling sedikit 5 (lima) tahun di bidang ekonomi, bidang keuangan, dan/atau bidang perbankan.
- Anggota Komite yang berasal dari Pihak Independen dinilai memiliki keahlian di bidang manajemen risiko dalam hal memenuhi kriteria:
 - a) memiliki pengetahuan di bidang manajemen risiko dan wajib memiliki sertifikat manajemen risiko sebagaimana yang berlaku bagi Direksi; dan/atau
 - b) memiliki pengalaman kerja paling sedikit 2 (dua) tahun di bidang manajemen risiko.

C.2.3. Persyaratan Independensi

- Setiap Anggota Komite dilarang untuk:

C.2. Membership Requirement

C.2.1. General Requirement

- *Appointment and dismissal of members of the ROC is executed by the Board of Directors based on the Meeting Resolutions of the Board of Commissioners.*

C.2.2. Competency Requirement

- *Each Member of the Committee is obliged to:*
 - a) has sufficient knowledge in the fields of finance, banking, risk management and related regulations; and/or*
- *The ROC members from Independent Party is considered to have expertise in finance in terms of meeting the following criteria:*
 - a) has as knowledge in the fields of economic, finance and/or banking; and/or*
 - b) has working experiences of at least 5 (five) years in the fields of economic, finance, and/or banking.*
- *The Committee member coming from Independent Party is considered to have expertise in risk management in terms of meeting the following criteria:*
 - a) has knowledge in the field of risk management and must obtain risk management certification applicable for Director's level; and/or*
 - b) has working experiences of at least 2 (two) years in the field of risk management.*

C.2.3. Independence Requirement

- *Each Member of the Committee is prohibited to:*

- a) memiliki saham Bank, baik langsung maupun tidak langsung;
 - b) memiliki hubungan afiliasi dengan Bank dan/atau anggota Komisaris, Direksi dan pemegang saham utama Bank; dan/atau
 - c) memiliki hubungan usaha baik langsung maupun tidak langsung dengan Bank.
- Mantan anggota Direksi atau Pejabat Eksekutif Bank atau pihak yang mempunyai hubungan dengan Bank, dilarang menjadi Pihak Independen dalam anggota komite pada Bank sebelum menjalani masa tunggu (*cooling off*) paling singkat 6 (enam) bulan. Masa tunggu (*cooling off*) paling singkat 6 (enam) bulan tidak berlaku bagi mantan anggota Direksi dan/atau Pejabat Eksekutif yang membawahkan fungsi pengawasan pada Bank.
 - Ketua ROC hanya dapat merangkap jabatan sebagai ketua Komite paling banyak pada 1 (satu) Komite lainnya.
 - Anggota Direksi Bank maupun Bank lain dilarang menjadi anggota Komite Pemantau Risiko.
 - Anggota Komite yang berasal dari Pihak Independen dapat merangkap jabatan sebagai Pihak Independen anggota Komite lainnya pada Bank yang sama, Bank lain, dan/atau perusahaan lain, sepanjang yang bersangkutan:
 - a) memenuhi seluruh kompetensi yang dipersyaratkan;
 - b) memenuhi kriteria independensi;
 - c) mampu menjaga rahasia Bank;
 - d) memperhatikan kode etik yang berlaku; dan /atau
- a) owns shares of the Bank, either directly or indirectly;
 - b) has affiliation with the Bank and/or member of Commissioners, Directors and major shareholders of the Bank; and/or
 - c) has direct or indirect business relationships with the Bank.
- Former members of the Board of Directors or Executive Officers of the Bank or parties who have a relationship with the Bank, are prohibited from becoming an Independent Party as a Member of the Committee at the Bank before undergoing a cooling off period of at least 6 (six) months. The waiting period (*cooling off*) of 6 (six) months does not apply to former members of the Board of Directors and/or Executive Officers who oversee the supervisory function in the Bank.
 - The Chairman of the ROC can only hold concurrent positions as chairman of the Committee in at maximum 1 (one) other Committee.
 - Members of the Board of Directors of Bank and other Banks are prohibited to become the members of the Risk Oversight Committee.
 - Member of the Committee from Independent Party can hold concurrent position as an Independent Party of another committee of the Bank, other Banks and/or other companies, as long as the said person:
 - a) meets all required competencies;
 - b) meets independency criteria;
 - c) is able to maintain confidentiality of the Bank;

- e) tidak mengabaikan pelaksanaan tugas dan tanggung jawab sebagai Anggota Komite

C.3. Masa Tugas dan Kompensasi

- Masa tugas anggota ROC tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam Anggaran Dasar dan dapat dipilih kembali untuk 1 (satu) periode berikutnya.

- d) observes prevailing code of conducts; and/or
- e) does not neglect the implementation of duties and responsibilities as a Member of the Committee.

C.3. Terms of Office and Compensation

- *The term of office for members of the ROC must no longer than the term of office of the Board of Commissioners as stipulated in the Articles of Association and may be re-elected for the next 1 (one) period.*

C. Tugas, Tanggung Jawab, dan Wewenang

Secara umum, Fungsi ROC adalah membantu Dewan Komisaris memenuhi tugas dan tanggung jawabnya dalam memastikan bahwa kebijakan dan pelaksanaan manajemen risiko telah dilaksanakan secara baik dan konsisten pada seluruh unit dan tingkatan organisasi.

D. Prosedur Rapat

1. Rapat ROC diselenggarakan secara berkala setiap 1 (satu) kali dalam 1 (satu) bulan atau setiap saat apabila dipandang perludan/atau dapat diadakan rapat *ad hoc* sesuai kebutuhan.
2. Rapat ROC dipimpin oleh Ketua Komite.
3. Rapat ROC dapat dilaksanakan dalam hal dihadiri oleh paling sedikit 51% (lima puluh satu persen) dari jumlah anggota komite termasuk 1 (satu) orang Komisaris Independen dan 1 (satu) orang Pihak Independen.
4. Rapat Komite dapat diselenggarakan secara luring, daring dan/atau *hybrid*.
5. Materi rapat ROC diedarkan ke seluruh Anggota selambatnya 2 (dua) hari kerja sebelum rapat diadakan.

C. Roles, Responsibilities, and Authorities

In general, the function of the ROC is to assist the Board of Commissioners in fulfilling their duties and responsibilities in ensuring that risk management policies and implementations have been implemented properly and consistently at all organizational units and levels.

D. Meeting Procedure

1. *The ROC meetings are held once every month or at any time necessary and/or can held ad-hoc meetings as needed.*
2. *The ROC meeting is led by the Chairman of the Committee.*
3. *The ROC meeting can be held if it is attended by at least 51% (fifty one percent) of the total number of committee members including 1 (one) Independent Commissioner and 1 (one) Independent Party.*
4. *The Committee meeting can be held offline, online, and/or hybrid.*
5. *The ROC meeting materials are circulated to all members no later than 2 (two) working days prior to the meeting is held.*
6. *Members of the Committee from Independent Parties or other parties*

6. Anggota Komite dari Pihak Independen atau pihak lain yang ditunjuk oleh Ketua Komite akan bertindak sebagai sekretaris yang bertugas mencatat dan membuat risalah Rapat Komite.
7. Risalah rapat Komite Pemantau Risiko ditandatangani oleh seluruh anggota Komite yang hadir.

E. Pengambilan Keputusan

Tata cara pengambilan keputusan dalam rapat ROC diatur sebagai berikut:

1. Setiap Anggota Komite Pemantau Risiko yang hadir dalam rapat memiliki hak 1 (satu) suara.
2. Keputusan ROC diambil secara aklamasi oleh seluruh Anggota Komite.
3. Apabila keputusan Komite Pemantau Risiko tidak dapat diperoleh, keputusan akan diambil secara voting oleh Anggota Komite.
4. Keputusan rapat sah apabila disetujui oleh sekurang – kurangnya 51% dari jumlah Anggota Komite yang hadir dalam rapat.
5. Dalam hal hasil perhitungan suara berimbang, Ketua Komite berwenang memberikan keputusan akhir.

Dalam keadaan tertentu, Komite Pemantau Risiko dapat mengambil keputusan yang sah tanpa mengadakan rapat, dengan ketentuan semua Anggota Komite Pemantau Risiko memberikan persetujuan mengenai usul yang bersangkutan secara tertulis dengan menandatangani persetujuan tersebut.

F. Pelaporan

1. ROC membuat laporan berkala kepada Dewan Komisaris mengenai pelaksanaan tugas pengawasan dan rencana kerja, sekurang-kurangnya sekali dalam 6 (enam) bulan.

appointed by the Committee Chairman will act as secretaries in charge for taking notes and preparing minutes of Committee Meetings.

7. Minutes of the Risk Oversight Committee meeting are signed by all Committee members attending the meeting.

E. Decision Making

The procedure for decision making during ROC meeting is regulated as follows:

1. Each attending Risk Oversight Committee Member in the meeting has the right to 1 (one) vote.
2. The ROC decisions shall be made unanimously by all voting Committee Members.
3. If a unanimous decision could not be reached, voting would be conducted amongst the voting Committee Members to decide.
4. The decision is valid if approved at least by 51% of the attending Risk Oversight Committee Members.
5. In the event that the vote is a tie, the Chairman of the Committee is authorized to determine the final decision.

Under certain circumstances, the Risk Oversight Committee may also adopt a valid decision without convening the meeting, provided that all Risk Oversight Committee members have been notified in writing of the said proposal and have granted their approval on the proposal submitted in writing and signed the said approval.

G. Reporting

1. The ROC submits periodic reports to the Board of Commissioners regarding the implementation of supervisory duties and work plan, at least once in 6 (six) months.

2. Komite membuat laporan kepada Dewan Komisaris atas setiap penugasan yang diberikan dan/atau untuk setiap masalah-masalah yang diidentifikasi memerlukan perhatian Dewan Komisaris.
 3. Komite membuat Laporan Tahunan pelaksanaan kegiatan Komite Pemantau Risiko yang diungkapkan dalam Laporan Tahunan Bank, yang sekurang-kurangnya mencakup:
 - a. komposisi Komite, termasuk nama, jabatan dan status independensinya;
 - b. tujuan dan ruang lingkup kerja Komite;
 - c. jumlah rapat Komite tahun berjalan dan rincian kehadiran tiap anggota Komite;
 - d. ringkasan pelaksanaan tugas dan tanggung-jawab Komite selama tahun berjalan.
2. *The Committee reports to the Board of Commissioners on each assignment given and/or for any identified issues that require the attention of the Board of Commissioners.*
3. *The Committee prepares an Annual Report on the implementation of the Risk Oversight Committee activities which is disclosed in the Bank's Annual Report, which comprise at least the following:*
- a. committee composition, including name, position, and status of its independence;*
 - b. committee's objectives and scope;*
 - c. number of meetings of Committee in the current year and details of attendance of each member of the Committee;*
 - d. summary of the implementation of duties and responsibilities of the Committee in the current year.*

Piagam Komite Pemantau Risiko ini disahkan oleh Dewan Komisaris untuk dapat dilaksanakan, dikaji dan disempurnakan secara berkala sesuai dengan kebutuhan dan perkembangan Bank.

The Charter of Risk Oversight Committee is endorsed by the Board of Commissioners of the Bank to be implemented, reviewed, and improved on a regular basis according to the Bank's needs and development.

Jakarta, Desember 2023
PT Super Bank Indonesia

