

PIAGAM KOMITE PEMANTAU RISIKO
RISK OVERSIGHT COMMITTEE CHARTER
001/CHARTER/ROC/10/2024
PT. BANK MASPION INDONESIA, Tbk

Ketentuan Umum	General Requirement
Pasal 1	Article 1
Pedoman dan tata tertib kerja Komite Pemantau Risiko (selanjutnya disebut Komite) PT Bank Maspion Indonesia Tbk. (selanjutnya disebut Bank) didasarkan pada ketentuan sebagai berikut:	Risk Oversight Committee (furthermore referred to as the Committee) charter of PT Bank Maspion Indonesia Tbk. (furthermore referred to as the Bank) is based on the following regulations:
1. Surat Edaran Otoritas Jasa Keuangan (SEOJK) No. 13/ SEOJK.03/2017 tentang Penerapan Tata Kelola bagi Bank Umum.	1. Financial Services Authority Circular Letter No. 13/ SEOJK.03/2017 regarding Governance Implementation for Commercial Banks.
2. Peraturan Otoritas Jasa Keuangan (POJK) No. 17 Tahun 2023 tentang Penerapan Tata Kelola Bagi Bank Umum.	2. Financial Services Authority Regulation No. 17/POJK.03/2023 regarding Governance Implementation for Commercial Banks.
3. Peraturan Otoritas Jasa Keuangan (POJK) Nomor 18/POJK.03/2016 tentang Penerapan Manajemen Risiko Bagi Bank Umum.	3. Financial Services Authority Regulation no.18/POJK.03/2016 regarding Implementation of Risk Management for Commercial Banks.
4. Surat Edaran Otoritas Jasa Keuangan (SEOJK) Nomor 34/SEOJK.03/2016 tentang Penerapan Manajemen Risiko Bagi Bank Umum.	4. Financial Services Authority Circular Letter No. 34/ SEOJK.03/2016 regarding Implementation of Risk Management for Commercial Banks.
Susunan Komite Pemantau Risiko	Committee Composition
Pasal 2	Article 2
1. Seorang Komisaris Independen yang juga menjabat sebagai anggota mengetuai Komite. Komite harus terdiri dari minimal 3 orang anggota, yaitu : a. 1 (satu) Komisaris Independen. b. 1 (satu) Pihak Independen yang mempunyai keahlian di bidang keuangan. c. 1 (satu) Pihak independen yang mempunyai keahlian di bidang manajemen risiko.	1. An independent commissioner who also serves as a member chairs the Committee. The Committee must consist of at least 3 members, namely: a. 1 (one) independent commissioner. b. 1 (one) independent party who has expertise in the financial sector. c. 1 (one) independent party who has expertise in the field of risk management.
2. Pihak Independen harus memenuhi persyaratan sebagai berikut : a. Tidak mempunyai hubungan afiliasi dengan Bank, anggota Direksi,	2. The independent parties must fulfil the following requirements : a. Has no affiliation with the Bank, members of the board of directors, members of the board of

- anggota Dewan Komisaris, atau pemegang saham utama.
- b. Tidak merangkap jabatan sebagai anggota komite lain di Bank.
 - c. Tidak merangkap jabatan pada lembaga keuangan lain.
3. Anggota Komite tidak boleh berasal dari Direksi.
4. Apabila anggota Komite ditetapkan lebih dari 3 (tiga) orang, maka jumlah komisaris independen paling sedikit 2 (dua) orang.
5. Ketua dan anggota Komite diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan rapat Dewan Komisaris dan ditetapkan dalam keputusan Direksi.
6. Nominasi pengangkatan dan/atau pengangkatan kembali anggota Komite wajib direkomendasikan oleh Komite Remunerasi dan Nominasi.
7. Masa jabatan anggota Komite tidak boleh lebih lama dari masa jabatan Dewan Komisaris sebagaimana diatur dalam anggaran dasar Bank dan dapat diangkat kembali.
8. Penggantian pihak independen Komite dilakukan paling lambat 60 (enam puluh) hari setelah anggota komite yang bersangkutan tidak dapat lagi menjalankan fungsinya.
- commissioners, or major shareholders.
- b. Does not hold concurrent positions as a member of other committees in the Bank.
 - c. Does not hold concurrent positions in other financial institutions.
3. Members of the Committee shall not be from the Board of Directors.
4. If the Committee members are determined to be more than 3 (three) people, then the number of independent commissioners will be at least 2 (two) people.
5. The Chairman and members of the Committee shall be appointed and dismissed by the Board of Commissioners based on the Board of Commissioners' meeting resolution and stipulated in the board of directors' decree.
6. Nomination for appointment and/or reappointment of the Committee members shall be recommended by the Remuneration and Nomination Committee.
7. The term of office of Committee members shall be no longer than the term of office term of Board of Commissioners as regulated in the Bank's articles of association and may be reappointed.
8. Replacement of independent parties of the Committee shall be carried out no later than 60 (sixty) days after the committee member in question can no longer carry out their functions.

Waktu

Pasal 3

Ketua dan setiap anggota Komite harus menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya dengan baik.

Time

Article 3

The Chairman and each member of the Committee must provide adequate time to carry out their duties and responsibilities properly.

Etika dan Kepatuhan

Pasal 4

1. Komite bertindak independen dalam melaksanakan tugas dan tanggung jawabnya serta bertanggung jawab kepada Dewan Komisaris.
2. Anggota Komite harus mempunyai integritas dan selalu menunjukkan perilaku dan moral yang baik serta mematuhi Kode Etik Bank.
3. Anggota Komite harus bekerja berdasarkan peraturan perundang-undangan yang berlaku pada Komite.
4. Anggota Komite wajib saling memperhatikan dan menghormati harkat dan martabat satu sama lain.
5. Anggota Komite wajib menjaga kerahasiaan seluruh data dan informasi Bank.
6. Anggota Komite dilarang melakukan usaha dan/atau kegiatan yang dapat menimbulkan benturan kepentingan atau merugikan/membahayakan Bank. Dalam hal anggota Komite mempunyai benturan kepentingan dengan usulan yang direkomendasikan, maka benturan kepentingan tersebut wajib diungkapkan dalam usulan tersebut.

Tugas dan Tanggung Jawab

Pasal 5

Komite bertugas dan bertanggung jawab untuk memberikan rekomendasi kepada Dewan Komisaris dalam perannya mengawasi kebijakan manajemen risiko dan pelaksanaan bisnis.

1. Tugas dan tanggung jawab komite pemantau risiko adalah sebagai berikut :
 - a. Mengevaluasi kesesuaian kebijakan manajemen risiko Bank dan pelaksanaan kebijakan tersebut termasuk namun tidak terbatas pada risiko kredit, risiko pasar, risiko likuiditas, risiko operasional, risiko strategis, risiko hukum, risiko kepatuhan dan risiko reputasi.

Ethics and Propriety

Article 4

1. The Committee acts independently in carrying out its duties and responsibilities and is accountable to the Board of Commissioners.
2. Committee members must have integrity and always show good behaviour and morals and comply to the Code of Conduct of the Bank.
3. Committee members must work based on the prevailing laws and regulations that apply to the Committee.
4. Committee members are obliged to be considerate of each other and respect each other's dignity.
5. Committee members shall maintain the confidentiality of all data and information of the Bank.
6. Committee members are prohibited from carrying out business and/or activities that could create conflict of interest or harm/endanger the Bank. In the event that a Committee member has a conflict of interest with the recommended proposal, the conflict of interest must be disclosed in the proposal.

Duties and Responsibilities

Article 5

The Committee is in charge of and responsible for providing recommendations to the Board of Commissioners in their role in overseeing the risk management policies and implementation of the business.

1. The duties and responsibilities of the risk Oversight committee are as follows :
 - a. Evaluate the suitability of the Bank's risk management policies and the implementation of those policies including, but not limited to credit risk, market risk, liquidity risk, operational risk, strategic risk, legal risk, compliance risk and reputation risk.

- b. Memantau dan mengevaluasi pelaksanaan tugas komite manajemen risiko dan unit manajemen risiko.
 - c. Berdasarkan poin a dan b di atas, memberikan rekomendasi kepada Dewan Komisaris.
2. Dalam rangka melaksanakan tugas dan tanggung jawabnya, Komite memiliki Pedoman dan Tata Tertib yang wajib diketahui, dipahami dan mengikat setiap anggota komite.
3. Pembagian tugas anggota Komite tidak ditentukan secara spesifik, namun akan diatur dalam rapat Komite sewaktu-waktu dan dilaporkan kepada Dewan Komisaris.
- b. Monitor and evaluate the implementation of the duties of the risk management committee and the risk management unit.
 - c. Based on points a and b above, provide recommendations to the Board of Commissioners.
2. In order to carry out its duties and responsibilities, the Committee has charter that must be known, understood and binding for each member of the committee.
3. The division of duties of the Committee members is not specifically determined, but will be regulated in Committee meetings from time to time and reported to the Board of Commissioners.

**Rapat Komite
Pasal 6**

1. Rapat Komite dapat diadakan kapan saja, namun minimal sebulan sekali.
2. Rapat Komite juga dapat diadakan atas permintaan Dewan Komisaris.
3. Rapat Komite dipimpin oleh Ketua Komite, dan hanya dapat diadakan apabila:
 - a. Dihadiri oleh paling sedikit 51% (lima puluh satu persen) dari jumlah anggota Komite.
 - b. Apabila ketua Komite berhalangan, maka anggota yang hadir dalam rapat mengangkat seorang ketua rapat.
4. Kehadiran peserta rapat pada setiap rapat Komite wajib dicatat dalam daftar hadir dan dilampirkan pada risalah rapat Komite.
5. Segala biaya yang berkaitan dengan rapat Komite menjadi beban Bank.

**Committee Meeting
Article 6**

- 1. Committee meetings can be held anytime, but at least once a month.
- 2. Committee meetings can also be held at the request of the Board of Commissioners.
- 3. Committee meetings are chaired by the Committee Chairman, and can only be held when:
 - a. Attended by at least 51% (fifty one percent) of the Committee members.
 - b. In the absence of the Chairman of the Committee, the members present at the meeting shall appoint a Chairman of the meeting.
- 4. The attendance of meeting participants at each Committee meeting must be made into an attendance list and attached to the minutes of the Committee meeting.
- 5. All costs related to Committee meetings are at the Bank's expense.

Tata Cara Rapat

Pasal 7

1. Setiap anggota komite mempunyai 1 (satu) hak suara, dan berhak menyampaikan pendapat pada setiap rapat komite.
2. Keputusan rapat komite diambil berdasarkan prinsip musyawarah dan mufakat.
3. Dalam hal musyawarah mufakat sebagaimana dimaksud di atas tidak tercapai, maka keputusan diambil berdasarkan suara terbanyak.
4. Apabila keputusan diambil berdasarkan suara terbanyak dan terdapat jumlah suara yang sama, maka ketua komite dapat mengambil keputusan setelah mendapat masukan dari Dewan Komisaris.
5. Apabila terjadi perbedaan pendapat dalam rapat komite, maka perbedaan pendapat tersebut wajib dicantumkan dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
6. Hasil rapat Komite harus didokumentasikan dengan baik dalam risalah rapat.
7. Komite wajib menyampaikan risalah rapat yang ditandatangani oleh seluruh anggota yang hadir, kepada seluruh anggota Komite, dan kepada Dewan Komisaris.

Pelaporan Aktivitas

Pasal 8

1. Atas permintaan Dewan Komisaris, Komite dapat menghadiri rapat pemegang saham, dalam rangka penjelasan/presentasi hasil pelaksanaan tugas direksi terkait manajemen risiko. Dalam hal ini Komite wajib membuat risalah rapat.
2. Atas permintaan direksi dan persetujuan Dewan Komisaris, Komite dapat menghadiri rapat direksi untuk

Meeting Procedures

Article 7

1. Each committee member has 1 (one) voting right, and has the right to express an opinion at every committee meeting.
2. Committee meeting decisions are made based on the principle of deliberation and consensus.
3. In the event that consensus deliberation as mentioned above is not reached, then decisions are made based on the majority vote.
4. If a decision is made by majority vote and there are an equal number of votes, then the Chairman of the committee can make a decision after receiving input from the Board of Commissioners.
5. In the event of a difference of opinion during a committee meeting, the difference of opinion must be stated in the minutes of the meeting along with the reasons for the difference of opinion
6. The results of Committee meetings must be properly documented in the minutes of the meeting.
7. The Committee is obliged to submit the minutes of the meeting, signed by all attending members, to all members of the Committee and to the Board of Commissioners.

Activity Reporting

Article 8

1. At the request of the Board of Commissioners, the Committee can attend shareholder meetings, for the purpose of explanations/presentations of the results of the implementation of the directors' duties related to risk management. In this case, the Committee shall prepare the minutes of the meeting.
2. At the request of the board of directors and with the approval of the Board of Commissioners, the Committee can

keperluan penjelasan/presentasi hasil pelaksanaan tugas direksi terkait manajemen risiko. Dalam hal ini Direksi wajib membuat risalah rapat.

attend board of directors' meetings for the purpose of explanations / presentations of the results of the implementation of the directors' duties related to risk management. In this case, the Board of Directors shall prepare the minutes of the meeting.

Remunerasi dan Tunjangan **Article 9**

1. Anggota Komite dilarang menerima imbalan, hadiah, sumbangan, keuntungan pribadi, dan/atau fasilitas lainnya dalam bentuk apapun dengan alasan apapun dan dari pihak manapun yang berkaitan dengan tugas dan tanggung jawabnya sebagai anggota Komite, baik langsung maupun tidak langsung.
2. Anggota Dewan Komisaris yang merupakan ketua Komite atau anggota Komite tidak diberikan penghasilan tambahan selain penghasilan sebagai anggota Dewan Komisaris.
3. Pihak independen sebagaimana dimaksud dalam Pasal 2 di atas berhak menerima remunerasi dari Bank yang ditetapkan oleh Dewan Komisaris berdasarkan rekomendasi Komite Remunerasi dan Nominasi.

Remuneration and benefits **Article 9**

1. Committee members are prohibited from receiving rewards, prizes, donations, personal gains, and/or other facilities in any form for any reason and from any party relating to their duties and responsibilities as members of the Committee, directly and indirectly.
2. Members of the Board of Commissioners who is the Committee Chairman or Committee members are not given additional income other than income as members of the Board of Commissioners.
3. Independent parties as defined in Article 2 above are entitled to receive remuneration from the Bank, which is determined by the Board of Commissioners based on recommendations from the Remuneration and Nomination Committee.

Nominasi Anggota Komite **Pasal 10**

Komite Remunerasi dan Nominasi, atas permintaan Dewan Komisaris, akan melakukan proses seleksi terhadap calon anggota Komite yang memiliki kualifikasi sebagaimana diatur dalam Piagam ini. Proses seleksi harus mencakup pemeriksaan dan pengawasan yang tepat terhadap riwayat hidup calon anggota, pemeriksaan referensi dan wawancara.

Committee Member Nomination **Article 10**

The Remuneration and Nomination Committee, upon the request of the Board of Commissioners, shall conduct a selection process for prospective Committee members whom have the qualifications stipulated in this Charter. The selection process shall include proper vetting and scrutiny of the prospect's curriculum vitae, reference checking and interviews.

Evaluasi Kinerja**Pasal 11**

1. Komite melakukan penilaian sendiri (self-assessment) atas pelaksanaan tugas dan tanggung jawabnya sesuai dengan pedoman dan tata tertib kerja dan penilaian tersebut akan disampaikan kepada Dewan Komisaris untuk dievaluasi.
2. Dewan Komisaris melakukan penilaian kinerja Komite paling kurang satu kali dalam setahun pada akhir tahun buku. Penilaian tersebut akan mencakup, namun terbatas pada, keberagaman pengalaman dan keahlian anggota Komite untuk mendukung efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris.

Tanggal Efektif dan Peninjauan Berkala**Pasal 12**

1. Piagam tersebut, dan setiap perubahannya, harus disetujui oleh Dewan Komisaris.
2. Apabila terjadi perubahan peraturan yang berkaitan dengan Komite, maka akan disusun pedoman dan tata tertib kerja baru dengan memperhatikan perubahan peraturan tersebut.
3. Topik-topik yang belum diatur dalam pedoman dan tata tertib kerja akan ditentukan melalui Rapat Dewan Komisaris, sampai dengan pedoman dan tata tertib kerja baru disetujui.
4. Pedoman dan tata tertib kerja ini berlaku efektif sejak tanggal disetujui oleh Dewan Komisaris.
5. Pedoman dan tata tertib kerja tersebut akan ditinjau ulang sekurang-kurangnya setiap 3 (tiga) tahun sekali.

Performance Evaluation**Article 11**

1. The Committee shall conduct a self-assessment on the implementation of its duties and responsibilities in accordance with the charter and the assessment will be sent to the Board of Commissioners for their evaluation.
2. Board of Commissioners shall assess the performance of the Committee at least once a year at the end of the fiscal year. The assessment will include, but limited to, the diversity of experience and expertise of the Committee members to support the effective implementation of the Board of Commissioners' duties and responsibilities.

Effective Date and Periodic Review**Article 12**

1. The charter, and any changes to it, shall be approved by the Board of Commissioners.
2. In the event of a change in regulations that relate to the Committee, a new charter shall be prepared taking into account the regulatory changes.
3. Topics that have not been addressed in the charter will be determined through the Board of Commissioners Meeting, until a new charter is approved.
4. The charter will be effective from the date of approval by the Board of Commissioners.
5. The charter will be reviewed no less than every 3 (three) years.

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