

<p align="center">TERMS OF REFERENCE KOMITE TATA KELOLA TERINTEGRASI</p>	<p align="center">TERMS OF REFERENCE THE INTEGRATED GOVERNANCE COMMITTEE</p>
<p>VISI & MISI</p> <p>VISI</p> <p>Melakukan pengawasan atas penerapan Tata Kelola Terintegrasi dalam lingkup Konglomerasi Keuangan.</p> <p>MISI</p> <p>Membantu Dewan Komisaris Entitas Utama dalam rangka melakukan pengawasan atas penerapan Tata Kelola Terintegrasi, sesuai dengan prinsip-prinsip keterbukaan (<i>transparency</i>), akuntabilitas (<i>accountability</i>), pertanggungjawaban (<i>responsibility</i>), independensi (<i>independency</i>) atau profesional (<i>professional</i>), dan kewajaran (<i>fairness</i>), serta mematuhi peraturan perundang-undangan yang berlaku terkait dengan Konglomerasi Keuangan.</p>	<p>VISIONS & MISSIONS</p> <p>VISIONS</p> <p>To supervise the implementation of Integrated Governance within the scope of Financial Conglomeration.</p> <p>MISSIONS</p> <p>To assist the Board of Commissioners of the Lead Entity in supervising the implementation of Integrated Governance according to the principles of transparency, accountability, responsibility, independency or professional, and fairness, as well as complying with the prevailing laws related to Financial Conglomeration.</p>
<p>I. TUJUAN DAN DASAR HUKUM</p> <p>A. Tujuan</p> <p>Komite Tata Kelola Terintegrasi dibentuk dengan tujuan membantu Dewan Komisaris Entitas Utama melaksanakan tugas dan tanggung jawab pengawasan di dalam Konglomerasi Keuangan.</p> <p>B. Dasar Hukum</p> <p>Komite Tata Kelola Terintergrasi dibentuk oleh Dewan Komisaris Entitas Utama berdasarkan:</p> <ul style="list-style-type: none"> - Peraturan Otoritas Jasa Keuangan No. 55/POJK.03/2016 tanggal 7 Desember 2016 perihal Penerapan Tata Kelola Bagi Bank Umum. 	<p>I. OBJECTIVES AND LEGAL BASIS</p> <p>A. Objectives</p> <p>The purposes of the establishment of the Integrated Governance Committee are to assist the Board of Commissioners of the Lead Entity in conducting supervisory duties and responsibilities within the Financial Conglomeration.</p> <p>B. Legal Basis</p> <p>The Integrated Governance Committee is formed by the Board of Commissioners of the Lead Entity based on:</p> <ul style="list-style-type: none"> - Regulation of Financial Services Authority No. 55/POJK.03/2016 dated 7 December 2016 regarding Good Corporate Governance Implementation by

<ul style="list-style-type: none"> - Peraturan Otoritas Jasa Keuangan No. 18/POJK.03/2014 tanggal 18 November 2014 tentang Penerapan Tata Kelola Terintegrasi Bagi Konglomerasi Keuangan. - Anggaran Dasar PT Bank Permata Tbk. - Pedoman Tata Kelola Terintegrasi. 	<p>Commercial Banks</p> <ul style="list-style-type: none"> - Regulation of Financial Services Authority No. 18/POJK.03/2014 dated 18 November 2014 on Implementation of Integrated Governance for Financial Conglomeration. - The Articles of Association of PT Bank Permata Tbk. - The Integrated Governance Charter.
<p>II. ISTILAH-ISTILAH</p> <p>Istilah-istilah yang digunakan di dalam TOR Komite Tata Kelola Terintegrasi ini mengacu ke Pedoman Tata Kelola Terintegrasi.</p> <p>Jika terjadi perselisihan atau perbedaan persepsi atas isi dari <i>Terms of Reference</i> Komite Tata Kelola Terintegrasi ini, maka bahasa yang digunakan adalah Bahasa Indonesia.</p> <p>III. ORGANISASI & KEANGGOTAAN</p> <p>A. Struktur Organisasi</p> <p>1) Komite Tata Kelola Terintegrasi paling sedikit terdiri dari:</p> <ol style="list-style-type: none"> a. Seorang komisaris independen yang menjadi ketua pada salah satu komite pada Entitas Utama, sebagai ketua merangkap anggota. b. Komisaris independen yang mewakili dan ditunjuk dari LJK dalam Konglomerasi Keuangan, sebagai anggota. c. Seorang pihak independen, sebagai anggota. d. Anggota Dewan Pengawas Syariah dari LJK dalam Konglomerasi Keuangan, sebagai anggota. <p>2) Jumlah dan komposisi Komisaris Independen yang menjadi anggota Komite Tata Kelola Terintegrasi disesuaikan dengan kebutuhan Konglomerasi Keuangan serta efisiensi dan efektivitas pelaksanaan tugas</p>	<p>II. TERMS</p> <p>Terms used in this TOR of Integrated Governance Committee refer to the Integrated Governance Charter.</p> <p>In the event of any disputes or differences in perceptions over the content of this Term of Reference of the Integrated Governance Committee, language to be used shall be Bahasa.</p> <p>III. ORGANIZATION & MEMBERS</p> <p>A. Organization Structure</p> <p>1) The Integrated Governance Committee consists of at least:</p> <ol style="list-style-type: none"> a. An independent commissioner who becomes the chairman of one of the Committees in the Lead Entity, as the chairman and member. b. Independent commissioners who represents and appointed by LJK in the Financial Conglomeration, as the member. c. An independent party, as the member. d. Members of the Sharia Supervisory Board of LJK in the Financial Conglomeration, as the member. <p>2) Number and composition of the Independent Commissioners who become members of the Integrated Governance Committee will be in line with the Financial Conglomeration requirement as well as the efficiency and</p>

<p>Komite Tata Kelola Terintegrasi dengan memperhatikan paling sedikit keterwakilan masing-masing sektor jasa keuangan.</p> <p>3) Dalam hal diperlukan, Entitas Utama dapat menambah keanggotaan tidak tetap Komisaris Independen dari LJK yang belum menjadi anggota Komite Tata Kelola Terintegrasi.</p> <p>4) Susunan keanggotaan Komite Tata Kelola Terintegrasi akan dituangkan di dalam Surat Keputusan Direksi Entitas Utama, berdasarkan keputusan Dewan Komisaris Entitas Utama.</p> <p>5) Sekretaris Komite Tata Kelola Terintegrasi adalah Sekretaris Perusahaan/Corporate Secretary dari Entitas Utama. Sekretaris Komite Tata Kelola Terintegrasi tidak memiliki hak suara.</p>	<p>effectiveness of the implementation of duties of the Integrated Governance Committee taking into account a minimum representation from each financial service sector.</p> <p>3) If necessary, the Lead Entity may add non-permanent member of Independent Commissioner from LJK who has not become the member of the Integrated Governance Committee.</p> <p>4) The composition of members of the Integrated Governance Committee will be incorporated into a Decree of the Board of Directors of the Lead Entity based on the resolution of the Board of Commissioners of the Lead Entity.</p> <p>5) The secretary of the Integrated Governance Committee is the Corporate Secretary of the Lead Entity. The secretary of the Integrated Governance Committee has no voting right.</p>
<p>B. Persyaratan Keanggotaan</p> <p>1) Anggota Komite Tata Kelola Terintegrasi wajib mematuhi peraturan perundang-undangan yang berlaku.</p> <p>2) Anggota Komite Tata Kelola Terintegrasi harus memiliki reputasi baik, antara lain:</p> <ul style="list-style-type: none"> a. Tidak pernah dinyatakan bersalah yang menyebabkan perusahaan yang pernah dipimpinnya dinyatakan pailit. b. Tidak masuk dalam daftar orang tercela di bidang perbankan, antara lain tidak termasuk dalam Daftar Tidak Lulus Otoritas Jasa Keuangan/Bank Indonesia, dan daftar kredit macet. 	<p>B. Member Requirements</p> <p>1) A member of the Integrated Governance Committee must comply with the prevailing laws.</p> <p>2) A member of the Integrated Governance Committee must have good reputation, among others:</p> <ul style="list-style-type: none"> a. Never been convicted guilty that causes the company under his/her leadership to be declared bankrupt. b. Never been black-listed in the banking sector, among other never been included in the Failure List of the Financial Services Authority/Bank Indonesia, and the list of bad debts.
<p>Persyaratan pihak independen adalah independen terhadap seluruh pihak dalam Konglomerasi Keuangan dan sesuai dengan persyaratan lainnya dalam ketentuan yang terkait dengan Entitas Utama dan LJK yang ada.</p>	<p>The requirements for an independent party are to be independent from all parties within the Financial Conglomeration and to comply with other requirements of any regulations related to the existing Lead Entity and LJK.</p>

C. Pemilihan Anggota Komite Tata Kelola Terintegrasi

- 1) Ketua dan anggota Komite Tata Kelola Terintegrasi dari Entitas Utama (jika ada) dipilih oleh Dewan Komisaris Entitas Utama dan anggota Komite Tata Kelola Terintegrasi yang merupakan wakil dari LJK anggota dipilih oleh masing-masing LJK terkait.
- 2) Ketua Komite Tata Kelola Terintegrasi dijabat oleh komisaris independen yang menjadi ketua pada salah satu komite pada Entitas Utama.
- 3) Anggota Komite Tata Kelola Terintegrasi dari masing-masing LJK terkait dapat berubah sesuai dengan pemberitahuan tertulis dari LJK yang bersangkutan.

D. Masa Tugas Anggota Komite Tata Kelola Terintegrasi

Masa tugas anggota Komite Tata Kelola Terintegrasi adalah sama dengan masa jabatan Dewan Komisaris Entitas Utama, dan dapat ditunjuk kembali untuk masa tugas berikutnya. Untuk masa tugas anggota Komite Tata Kelola Terintegrasi dari masing-masing LJK terkait dapat disesuaikan dengan masa tugas jabatan dalam LJK yang bersangkutan.

IV. TUGAS DAN TANGGUNG JAWAB

Komite Tata Kelola Terintegrasi mempunyai tugas dan tanggung jawab, diantaranya:

- 1) Mengevaluasi pelaksanaan Tata Kelola Terintegrasi paling sedikit melalui penilaian kecukupan pengendalian intern dan pelaksanaan fungsi kepatuhan secara terintegrasi.

Dalam mengevaluasi Tata Kelola Terintegrasi, Komite Tata Kelola Terintegrasi secara berkala melakukan pembahasan atas:

C. Election of Members of the Integrated Governance Committee

- 1) The Chairman and members of the Integrated Governance Committee of the Lead Entity (if any) are elected by the Board of Commissioners of the Lead Entity and members of the Integrated Governance Committee being the representatives of LJK members are elected by the respective LJK.
- 2) The chairman of Integrated Governance Committee is held by an independent commissioner who is the chairman of one of the committees in the Lead Entity.
- 3) Members of the Integrated Governance Committee of each LJK may be changed pursuant to written notification from the relevant LJK.

D. Term of Office of Members of the Integrated Governance Committee

The term of office of members of the Integrated Governance Committee is the same as that of members of the Board of Commissioners of the Lead Entity, and can be reappointed for the following term of office. The term of office of members of the Integrated Governance Committee from the respective LJK is in line with that of the position in the relevant LJK.

IV. DUTIES AND RESPONSIBILITIES

The Integrated Governance Committee has duties and responsibilities, among others, as follows:

- 1) To evaluate the implementation of Integrated Governance at least through assessment of the adequacy of internal control and the implementation of integrated compliance function.

In conducting the evaluation of Integrated Governance, the Integrated Governance Committee periodically discuss:

- Report on the implementation of internal

- Laporan hasil evaluasi atas pelaksanaan audit intern dan fungsi kepatuhan masing-masing LJK dari anggota Dewan Komisaris yang menjadi anggota Komite Tata Kelola Terintegrasi.
- Laporan Penilaian Sendiri (*Self Assessment*) Pelaksanaan Tata Kelola Terintegrasi.
- Laporan Tahunan Pelaksanaan Tata Kelola Terintegrasi.

2) Memberikan rekomendasi kepada Dewan Komisaris Entitas Utama untuk penyempurnaan Pedoman Tata Kelola Terintegrasi.

V. TATA TERTIB KERJA

A. Rapat Komite Tata Kelola Terintegrasi

- 1) Komite Tata Kelola Terintegrasi wajib mengadakan rapat sekurang-kurangnya 1 (satu) kali setiap semester.
- 2) Rapat dipimpin oleh Ketua Komite Tata Kelola Terintegrasi atau anggota Komite Tata Kelola Terintegrasi yang lain apabila Ketua Komite Tata Kelola Terintegrasi berhalangan hadir.
- 3) Rapat Komite Tata Kelola Terintegrasi dihadiri oleh sekurang-kurangnya 51% (lima puluh satu persen) dari keseluruhan jumlah anggota (termasuk ketua).
- 4) Keputusan rapat Komite Tata Kelola Terintegrasi diambil berdasarkan musyawarah untuk mufakat. Dalam hal tidak memungkinkan untuk mengambil keputusan berdasarkan musyawarah untuk mufakat, maka pengambilan keputusan harus disetujui oleh sekurang-kurangnya 51% anggota Komite Tata Kelola Terintegrasi yang hadir.
- 5) Rapat Komite Tata Kelola Terintegrasi

audit and compliance function of each LJK from a member of the Board of Commissioners of each LJK who becomes the member of the Integrated Governance Committee.

- Self Assessment Report on the Implementation of Integrated Governance.
- Annual Report on the Implementation of Integrated Governance.

2) To give recommendations to the Board of Commissioners of the Lead Entity for improving the Integrated Governance Guidelines.

V. WORK STIPULATION

A. Meetings of the Integrated Governance Committee

- 1) The Integrated Governance Committee shall conduct a meeting, at least once in every semester.
- 2) The meeting shall be chaired by the Chairman of Integrated Governance Committee or any other member of the Integrated Governance Committee in the event of the absence of Chairman of Integrated Governance Committee.
- 3) The meeting of Integrated Governance Committee will be attended by at least 51% (fifty-one percent) of the total members (including the chairman).
- 4) The decisions of meeting of the Integrated Governance Committee will be adopted through a deliberation to reach consensus. In the event that deliberation to reach consensus is no longer possible, the decision will be adopted based on affirmative vote of at least 51% of members of the Integrated Governance Committee present at the meeting.
- 5) The meeting of the Integrated Governance

dapat dilaksanakan melalui *video conference*.

- 6) Hasil rapat Komite Tata Kelola Terintegrasi harus dituangkan dalam risalah rapat Komite Tata Kelola Terintegrasi yang ditandatangani oleh seluruh anggota Komite Tata Kelola Terintegrasi yang hadir, dan disampaikan kepada Dewan Komisaris Entitas Utama. Setiap perbedaan pendapat (*dissenting opinion*) yang timbul di dalam rapat Komite Tata Kelola Terintegrasi harus ditulis secara jelas di dalam risalah rapat disertai dengan alasan perbedaan pendapat tersebut.

B. Laporan Komite Tata Kelola Terintegrasi

- 1) Komite Tata Kelola Terintegrasi wajib menyampaikan kepada Dewan Komisaris Entitas Utama laporan kegiatan secara berkala, sekurang-kurangnya 1 (satu) kali setiap semester. Penyampaian laporan kegiatan tersebut dapat juga mencakup penyampaian laporan kegiatan dari Komite Manajemen Risiko Terintegrasi.
- 2) Komite Tata Kelola Terintegrasi wajib menyampaikan laporan kegiatan selama 1 (satu) tahun yang diungkapkan di dalam laporan tahunan pelaksanaan Tata Kelola Terintegrasi Entitas Utama.

C. Kaji Ulang *Term of Reference* Komite Tata Kelola Terintegrasi

Term of Reference Komite Tata Kelola Terintegrasi perlu dikaji ulang dan dimutakhirkan secara periodik oleh Komite Tata Kelola Terintegrasi.

Committee can be convened through video conference.

- 6) The result of meeting of the Integrated Governance Committee must be incorporated into the minutes of meeting of the Integrated Governance Committee signed by all members of the Integrated Governance Committee present at the meeting, and submitted to the Board of Commissioners of the Lead Entity. Any dissenting opinion arising at a meeting of the Integrated Governance Committee must be made in writing concisely in the minutes of meeting by stating the reasons thereof.

B. Report by the Integrated Governance Committee

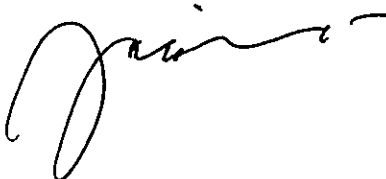
- 1) The Integrated Governance Committee must provide to the Board of Commissioners of the Lead Entity a periodic activities report, at least once in every semester. The submission of those activities report may also include the submission of the Integrated Risk Management Committee's activities report.
- 2) The Integrated Governance Committee must provide the activities report for one year as disclosed in the annual report of the implementation of Integrated Governance of the Lead Entity.

C. Review of *Term of Reference* of the Integrated Governance Committee

The *Term of Reference* of the Integrated Governance Committee should be reviewed and updated on a regular basis by the Integrated Governance Committee.

PT Bank Permata Tbk
**(Entitas Utama Konglomerasi Keuangan Grup BBL/
Lead Entity of Financial Conglomeration of BBL Group)**

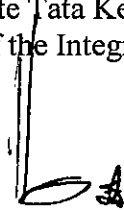
Jakarta, April 2021



Chalit Tayjasantant
Komisaris/
Commissioner



Rahmat Waluyanto
Ketua Komite Tata Kelola Terintegrasi/
Chairman of the Integrated Governance Committee



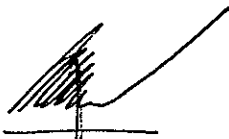
Haryanto Sahari
Ketua Pengganti dan Anggota Komite Tata Kelola
Terintegrasi/
Alternate Chairman and Member of the Integrated
Governance Committee



Handy Effendy Halim
Anggota Komite Tata Kelola Terintegrasi/
Member of the Integrated Governance Committee



H. Muhamad Faiz, M.A.
Anggota Komite Tata Kelola Terintegrasi/
Member of the Integrated Governance Committee



Heri Sunaryadi
Anggota Komite Tata Kelola Terintegrasi/
Member of the Integrated Governance Committee