

PT BANK CENTRAL ASIA Tbk
INTEGRATED GOVERNANCE COMMITTEE CHARTER

Purpose The Integrated Governance Committee (IGC) is formed by the Board of Commissioners of PT Bank Central Asia Tbk (the “Company”) as the Main Entity (ME). In order to support the effectiveness of conducting its task in supervising the implementation of integrated governance of the Financial Conglomerate, IGC should at least:

- a. Supervise the implementation of Good Corporate Governance at each Financial Services Institution (FSI) so that it is in line with the Integrated Corporate Governance Manual.
- b. Supervise the implementation of the duties and responsibilities of the ME’s Board of Directors, as well as provide guidance or advice to the ME’s Board of Directors on the implementation of the Integrated Corporate Governance Manual.
- c. Evaluating the Integrated Corporate Governance Manual and provide guidance when improvement is needed.

References The IGC is formed by the ME’s Board of Commissioners on the following grounds:

1. Regulation of Bank Indonesia No. 11/33/PBI/2009 dated 7 December 2009 on the Implementation of Good Corporate Governance for Sharia Commercial Banks and Sharia Business Units.
2. Regulation of the Financial Services Authority No. 17/POJK.03/2014 dated 18 November 2014 on the Integrated Risk Management for Financial Conglomerates.
3. Regulation of the Financial Services Authority No.18/POJK.03/2014 dated 18 November 2014 on the Implementation of Integrated Corporate Governance for Financial Conglomerates.
4. Regulation of the Financial Services Authority No. 21/POJK.04/2015 dated 16 November 2015 on the Implementation of the Good Corporate Governance Manual for Public Limited Companies.
5. Regulation of the Financial Services Authority No. 26/POJK.03/2015 dated 11 December 2015 on Integrated Minimum Capital Adequacy Requirement for Financial Conglomerates.
6. Regulation of the Financial Services Authority No. 36/POJK.05/2015 dated 21 December 2015 on Good Corporate Governance for Venture Capital Companies.
7. Regulation of the Financial Services Authority No. 55/POJK.03/2016 dated 7 December 2016 on the Implementation of Good Corporate Governance for Commercial Banks.
8. Regulation of the Financial Services Authority No. 28/POJK.03/2019 dated 14 November 2019 on Banking Synergy in One Ownership for Sharia Banking Development.

Continue to next page

IGC CHARTER, continuation

- References, continuation**
9. Regulation of the Financial Services Authority No. 43/POJK.05/2019 dated 31 December 2019 on the Amendment to Regulation of the Financial Services Authority No. 73/POJK.05/2016 on Good Corporate Governance for Insurance Companies.
 10. Regulation of the Financial Services Authority No. 29/POJK.05/2020 dated 22 April 2020 on the Amendment to Regulation of the Financial Services Authority No. 30/POJK.05/2014 dated 19 November 2014 on Good Corporate Governance for Finance Companies.
 11. Regulation of the Financial Services Authority No. 45/POJK.03/2020 dated 16 October 2020 on Financial Conglomeration.
 12. Circular of the Financial Services Authority No.15/SEOJK.03/2015 dated 25 May 2015 on the Implementation of Integrated Corporate Governance for Financial Conglomerates.
 13. Circular of the Financial Services Authority No. 32/SEOJK.04/2015 dated 17 November 2015 on the Good Corporate Governance Manual or Public Limited Companies.
 14. Articles of Association of PT Bank Central Asia Tbk. No. 145 dated 24 August 2020 and any amendments thereto concerning the Duties and Authorities of the Board of Commissioners.
 15. Decision Letter of the Board of Commissioners of PT Bank Central Asia Tbk No. 037/SK/KOM/2015 dated 26 February 2015 on the Formation of the Integrated Governance Committee of PT Bank Central Asia Tbk.
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- Composition and Membership**
- The Composition and Membership of the IGC are as follows:
1. The IGC shall be responsible to the ME's Board of Commissioners.
 2. The appointment of IGC members (representing FSI based on the appointment of each FSI) is done by the ME's Board of Directors through a Decision Letter of Board of Directors in accordance with the resolutions of the ME'S Board of Commissioners Meeting.
 3. The IGC shall consist of at least the following:
 - a. 1 (one) Independent Commissioner being the Chairperson of any of the ME's committees, as the chairperson and concurrently a member;
 - b. Independent Commissioners representing and appointed by the FSIs within BCA Financial Conglomerate, as a member;
 - c. 1 (one) independent party appointed by the ME's Board of Commissioners, as a member;
 - d. A member of the Sharia Supervisory Board of the FSI within BCA Financial Conglomerate, as a member.
 4. The number and composition of Independent Commissioners who are members of IGC are adjusted to the needs of the Financial Conglomerate as well as the efficiency and effectiveness of implementing IGC's duties by taking into account at least the representation of each financial services sector.
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Continue to next page

IGC CHARTER, continuation

Eligibility Criteria for Membership	<p>The eligibility criteria for membership of the IGC are as follows:</p> <ol style="list-style-type: none"> 1. A member of the IGC must have good integrity, character and morals, and meet the requirement of being an Independent Commissioner of the ME and each FSI in accordance with the prevailing regulations issued by the regulatory authorities of each financial services sector. 2. No member of the Board of Directors may become a member of the IGC. 3. An independent party serving as a member of the IGC must be a person outside of the Bank that does not have any financial, management, ownership and/or family relationship with any member of the Board of Directors, Board of Commissioners and/or the controlling shareholder, or any relationship with the Bank that may affect the ability to act independently.
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Term of Office	<p>The term of office of the members of the IGC:</p> <ol style="list-style-type: none"> 1. Chairperson of IGC: the term of office will end until the end of the ME's Board of Commissioners' term of office as stipulated in the Company's Articles of Association. Can be reappointed if the person concerned is reappointed as an Independent Commissioner. 2. Members of IGC from independent party of ME: the term of office will end until the end of the ME's Board of Commissioners' term of office and can be reappointed. 3. Members of IGC representing FSI (Independent Commissioners of FSIs) : the term of office will end until the end of the ME's Board of Commissioners' term of office or if the term of office as an Independent Commissioner of FSI ended (whichever comes first). 4. In the event when the term of office of the IGC members ends due to the term of office of the ME's Board of Commissioners ends, then the ME is obliged to appoint a chairman and members of the IGC within 3 (three) months from the appointment of the members of the Board of Commissioners or after they are being declared to have passed the fit and proper test by the relevant regulator.
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Dual Capacity	<p>A member of the IGC that comes from an Independent Party may concurrently serve as an Independent Party of another Committee in the same Bank, another Bank, and/or another company, provided that such member:</p> <ol style="list-style-type: none"> a. Meets all the required competencies; b. Meets the independence criteria; c. Is able to keep the confidentiality of the Bank/FSI that constitutes part of BCA Financial Conglomerate;

Continue to next page

IGC CHARTER, continuation

Dual Capacity, continuation	<ol style="list-style-type: none"> d. Complies with the applicable code of ethics; and e. Does not neglect his/her duties and responsibilities as a member of the IGC.
Duties and Responsibilities	<p>The IGC shall have the following duties and responsibilities:</p> <ol style="list-style-type: none"> 1. Evaluate the implementation of Integrated Corporate Governance, at least through internal control adequacy assessment, implementation of integrated compliance function and integrated risk management. 2. Give recommendations to the ME's Board of Commissioners for improving the IGC Manual. 3. Give recommendations to the ME's Board of Commissioners after at least conducting the following: <ol style="list-style-type: none"> a. Evaluating the implementation of the integrated corporate governance, and b. Monitoring the Implementation of the IGC Manual. 4. Monitoring the implementation of banking synergy periodically and reporting to the Board of Commissioners (ME is required to submit a monitoring report result of the implementation of Banking Synergy to the OJK together with the assessment report on the implementation of integrated governance every semester). 5. IGC is required to make a realization report of the annual work program which is stated in the ME's Annual Report.
Authorities	<p>In carrying out its supervisory duties, the IGC has the following authorities:</p> <ol style="list-style-type: none"> 1. Ask for information from any working unit in the form of the evaluation result of: <ul style="list-style-type: none"> - Integrated internal audit function, - Integrated compliance function; - Integrated risk management function; and - Banking synergy in one ownership for sharia banking development. 2. Conduct other activities in accordance with the Integrated Governance Committee Manual, as delegated by the Board of Commissioners.
Work Mechanism	<p>The work mechanism of the IGC is as follows:</p> <ol style="list-style-type: none"> 1. The duties and responsibilities of the IGC shall be carried out through Committee meetings. 2. To ensure the smooth performance of its duties, the IGC shall be assisted by a Committee Secretary to carry out the secretarial work, which includes, among others:

Continue to next page

IGC CHARTER, *continuation*

Work Mechanism, continuation	<ol style="list-style-type: none"> a. Arranging meeting schedules; b. Preparing meeting agenda based on the members' input; c. Proposing and contacting the meeting participants and/or the required resource persons; d. Preparing and distributing meeting invitations to all meeting participants; e. Preparing and distributing the meeting materials; f. Writing up and circulating the minutes of meeting; g. Monitoring any follow-up to meeting results; h. Implementing a system of documenting minutes of meeting, follow-up to meeting results and other relevant documents. <ol style="list-style-type: none"> 3. If necessary, the IGC may invite resource person from the Board of Commissioners, the Board of Directors, or other parties, whether from the ME, or any Financial Services Institution within BCA Financial Conglomerate or any external party.
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Work Ethics	<p>Members of the IGC must comply with:</p> <ul style="list-style-type: none"> - The Company's Code of Ethics; - The Integrated Corporate Governance Manual; and - The Company's Articles of Association; and - The prevailing laws and regulations applicable to the respective business field of each FSI.
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Working Hours	The IGC must provide ample time to carry out its duties and responsibilities optimally.
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Committee Meetings	<p>The provisions for the IGC Meeting shall include the following:</p> <ol style="list-style-type: none"> 1. Conduct of Meetings; 2. Adoption of Meeting Resolutions; 3. Minutes of Meeting.
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Conduct of Meetings	<p>The provisions for conducting the IGC Meeting are as follows :</p> <ol style="list-style-type: none"> 1. The IGC Meeting shall be held according to the needs of the Company, at least 1 (one) time in a semester or 2 (two) times in a year. 2. The IGC Meeting shall be held only if attended by at least 51% (fifty-one percent) of the membership of the committee including 1 (one) independent commissioner.

Continue to next page

IGC CHARTER, *continuation*

Conduct of Meetings, <i>continuation</i>	<ol style="list-style-type: none">3. Meeting mechanism IGC Meeting can be held:<ol style="list-style-type: none">a. Physically at the domicile of the Company or in other places determined by the Chairman of IGC; orb. electronically through teleconferencing media, video conferences or similar electronic media facilities that allow all IGC meeting participants to see and hear each other directly and participate in IGC meetings.
Adoption of Meeting Resolutions	<p>The provisions for adopting the IGC Meeting resolutions are as follows:</p> <ol style="list-style-type: none">1. The resolutions of the IGC Meeting shall be adopted by deliberation for a consensus.2. If such consensus cannot be reached, the resolutions shall be adopted by majority vote with 1 (one) man 1 (one) vote principle.3. All resolutions of the IGC Meeting shall be binding on all members of the IGC.
Minutes of Meeting	<p>The provisions for the Minutes of the IGC Meeting are as follows:</p> <ol style="list-style-type: none">1. The outcomes of the IGC Meeting must be incorporated in the Minutes of Meeting, which shall be signed by all members of the IGC present and any other participants present and documented in accordance with the prevailing laws and regulations.2. Any dissenting opinion in the IGC Meeting shall be expressly set out in the Minutes of Meeting, along with the reasons therefor.3. The outcomes of the IGC Meeting shall become a recommendation that can be optimally utilised by the Board of Commissioners and the Board of Directors.
Competence	<p>Besides having the required competence in their respective field, members of the IGC must update their knowledge, among others, by attending coaching/training/seminar/workshop sessions at least 1 (one) time in a year.</p>
Concluding Provisions	<ol style="list-style-type: none">1. This IGC Charter shall be effective as of the date of its issuance.2. This IGC Charter must be posted on the ME's website.3. This IGC Charter shall be periodically reviewed to remain current with the latest laws and regulations in force.
