

**PIAGAM KOMITE PEMANTAU RISIKO
(RISK OVERSIGHT COMMITTEE CHARTER)
PT MNC ASIA HOLDING TBK**

Komite Pemantau Risiko (“**Komite**”) PT MNC Asia Holding Tbk (“**Perseroan**”) adalah komite yang dibentuk dan bertanggung jawab kepada Dewan Komisaris Perseroan (“**Dewan Komisaris**”) dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab yang berhubungan dengan pengawasan manajemen risiko, terbangunnya budaya manajemen risiko, dan teridentifikasinya risiko-risiko signifikan yang memerlukan perhatian Dewan Komisaris.

Komite dibentuk dengan tujuan untuk mendukung terlaksananya fungsi pengawasan Dewan Komisaris di bidang Manajemen Risiko bagi anggota Dewan Komisaris, Direksi, dan komite-komite di tingkat Dewan Komisaris.

A. Dasar Hukum

1. Undang-undang No. 40 Tahun 2007 tentang Perseroan Terbatas.
2. Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal.
3. Peraturan OJK No.15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.
4. Peraturan OJK No.21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka.
5. Surat Edaran Otoritas Jasa Keuangan no. 16/SEOJK.04/2021 tanggal 29 Juni 2021 tentang Bentuk dan Isi Laporan Tahunan Emiten atau Perusahaan Publik.
6. Ketentuan anggaran dasar Perseroan tentang tugas dan wewenang Dewan Komisaris, yang keseluruhannya sedang berlaku saat Piagam Komite ini diberlakukan.
7. Pedoman Manajemen Risiko PT MNC Asia Holding Tbk.

B. Struktur

1. Anggota Komite terdiri dari sedikitnya 3 (tiga) orang dengan komposisi sebagai berikut:
 - a. 1 (satu) orang Komisaris Independen.
 - b. sedikitnya 2 (dua) orang anggota Dewan

*The Risk Oversight Committee (“**Committee**”) of PT MNC Asia Holding Tbk (“**Company**”) is the committee established and being responsible to the Board of Commissioners of the Company (“**BOC**”) in order to support the effectiveness of execution of duties and responsibilities related to risk management oversight, cultivation of risk management culture, and identification of significant risks that require Board of Commissioners attention.*

The Committee is established with the intention to support the implementation of supervision function of the BOC in Risk Management aspects of the members of the BOC, the Board of Directors, and committees in BOC level.

A. Legal Basis

1. Law No. 40 Year 2007 regarding Limited Liability Company.
2. Law No. 8 Year 1995 regarding Capital Market.
3. OJK Regulation No.15/POJK.04/2020 regarding Planning and Holding General Meeting of Shareholders for Public Company.
4. OJK Regulation No.21/POJK.04/2015 regarding the Implementation of the Governance Guidelines for Public Company.
5. Financial Services Authority Circular Letter No. 16/SEOJK.04/2021 regarding the Form and Contents of Annual Reports of Issuers or Public Company.
6. The provisions of the articles of association of the Company regarding the tasks and authorities of the Board of Commissioners, which entirely are in force upon the enforcement of this Committee Charter.
7. The Risk Management Guidelines of PT MNC Asia Holding Tbk.

B. Structure

1. The Committee members consists of at least 3 (three) members with the compositions as follows:
 - a. 1 (one) Independent Commissioner.
 - b. at least 2 (two) member of the Board of

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<p>Komisaris.</p> <ol style="list-style-type: none"> 2. Komite diketuai oleh Komisaris Independen. 3. Ketua dan anggota Komite diangkat dan diberhentikan oleh Dewan Komisaris berdasarkan keputusan rapat Dewan Komisaris. 4. Jika salah satu anggota Komite mengundurkan diri, atau berhenti menjadi anggota Komite karena alasan tertentu yang mengakibatkan anggota Komite menjadi kurang dari 3 (tiga) orang, maka paling lambat dalam waktu 60 (enam puluh) hari kalender sejak keadaan tersebut, Dewan Komisaris wajib mengangkat anggota Komite baru untuk memenuhi jumlah minimal anggota Komite menjadi sedikitnya 3 (tiga) orang. <p>C. Keanggotaan</p> <p>1. Persyaratan:</p> <p>Anggota Komite wajib memenuhi persyaratan sebagai berikut:</p> <ol style="list-style-type: none"> a. Memiliki integritas yang tinggi, kemampuan, pengetahuan dan pengalaman yang memadai sesuai dengan bidang pekerjaannya dan latar belakang pendidikannya, serta mampu berkomunikasi dengan baik. b. Memiliki pengetahuan yang cukup untuk dapat memahami prinsip-prinsip <i>Good Corporate Governance</i> dan Kode Etik Perseroan. c. Memiliki pengetahuan tentang anggaran dasar Perseroan, prinsip peraturan perundang-undangan yang berkaitan dengan operasi Perseroan, peraturan perundang-undangan lainnya terkait dengan <i>Good Corporate Governance</i> serta kompetensi bidang Manajemen Risiko. d. Mampu bekerjasama dan berkomunikasi dengan baik dan beretika serta menyediakan waktu yang cukup untuk melaksanakan tugasnya dengan baik dan bernilai tambah. e. Wajib mematuhi Kode Etik Perseroan. f. Anggota Direksi Perseroan dilarang menjadi anggota Komite. 	<p><i>Commissioners.</i></p> <ol style="list-style-type: none"> 2. <i>Committee is chaired by the Independent Commissioner.</i> 3. <i>Chairman and members of the Committee are appointed and dismissed by the Board of Commissioners based on the resolution of meeting of the Board of Commissioners.</i> 4. <i>If one member of the Committee resigns or quits due to specific reason causing the membership is less than 3 (three) persons, at the latest within 60 (sixty) calendar days as of the occurrence, the Board of Commissioners is obliged to appoint the new Committee member to fulfill the minimum total member of the Committee to at least 3 (three) persons.</i> <p>C. Membership</p> <p>1. Requirements:</p> <p><i>The members of Committee are obliged to fulfill the requirements as follows:</i></p> <ol style="list-style-type: none"> a. <i>Having high integrity, adequate capacity, knowledge and experience in accordance with its field of work and educational background as well as being capable of good communication.</i> b. <i>Having the sufficient knowledge in order to be able to understand the company's Good Corporate Governance and Code of Conduct principles.</i> c. <i>Having the knowledge on the articles of association of the company, legislation principles relating to the company's operation, other legislation relating to Good Corporate Governance as well as the competence on Risk Management.</i> d. <i>Being able to cooperate and communicate properly and based on ethics as well as providing the sufficient time to perform the task properly and with added value.</i> e. <i>Being obliged to adhere to the company's Code of Conduct.</i> f. <i>The members of the Company's Board of Directors are prohibited to be the</i>
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<p>2. Evaluasi Kinerja Dewan Komisaris akan menilai kinerja Komite Pemantau Risiko sekurang-kurangnya satu tahun sekali. Evaluasi Komite dilakukan dengan membandingkan kinerja aktual terhadap peran dan tanggung jawab Komite yang tercakup dalam rencana Kerja Tahunan.</p> <p>D. Masa Tugas Masa tugas anggota Komite sama dengan masa tugas sebagai anggota Dewan Komisaris yang ditetapkan dalam anggaran dasar Perseroan.</p> <p>E. Tugas Tugas Komite adalah memberikan rekomendasi kepada Dewan Komisaris, termasuk namun tidak terbatas pada hal-hal sebagai berikut :</p> <ol style="list-style-type: none"> 1. Membantu dan memberikan rekomendasi kepada Dewan Komisaris dalam rangka meningkatkan efektivitas tugas dan tanggung jawab pengawasan dalam manajemen risiko dan memastikan bahwa kebijakan manajemen risiko dilaksanakan dengan benar. 2. Sehubungan dengan proses untuk memberikan rekomendasi, Komite harus mengevaluasi konsistensi antara kebijakan manajemen risiko dan implementasinya. 3. Menyiapkan dan/atau memperbarui pedoman kerja dan prosedur Komite. 4. Melaksanakan tugas-tugas lain yang relevan dengan fungsi pengawasan seperti yang diminta oleh Dewan Komisaris. <p>F. Tanggung Jawab</p> <ol style="list-style-type: none"> 1. Komite bertanggung jawab kepada Dewan Komisaris. 2. Pertanggungjawaban Komite disampaikan kepada Dewan Komisaris dalam bentuk laporan-laporan sebagai berikut: <ol style="list-style-type: none"> a. Risalah rapat. b. Laporan kinerja dan pelaksanaan kegiatan triwulanan Komite. 	<p style="text-align: right;"><i>members of the Committee's.</i></p> <p>2. Evaluation Performance <i>Board of Commissioners will assess the performance Risk Oversight Committee at least once a year. Evaluation of Committee is performed by comparing the actual performance of role and responsibility of Committee covered in the Annual Work Plan.</i></p> <p>D. Term of Service <i>The term of service of the Committee's members is the same as that of the members of Board of Commissioners stipulated in the company's articles of association.</i></p> <p>E. Duties <i>Duties of the Committee is for giving the recommendation to the Board of Commissioners including but not limited to the matters as follows:</i></p> <ol style="list-style-type: none"> 1. <i>Assisting and making recommendations to the Board of Commissioners in order to improve the effectiveness of oversight duties and responsibilities in risk management and ensuring that risk management policies are properly implemented.</i> 2. <i>In regard with the process to provide recommendation, the Committee should evaluate the consistency between risk management policies and the implementation.</i> 3. <i>Preparing and/or updating work guidelines and procedures of Committee.</i> 4. <i>Conducting other duties that are relevant with the oversight function as requested by the Board of Commissioners.</i> <p>F. Responsibility</p> <ol style="list-style-type: none"> 1. <i>The Committee is responsible to the Board of Commissioners.</i> 2. <i>The Committee's accountability is submitted to Board of Commissioners in terms of reports as follows:</i> <ol style="list-style-type: none"> a. <i>Minutes of Meeting.</i> b. <i>Report on quarter activity and performance of the Committee.</i>
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<p>c. Laporan kinerja dan pelaksanaan kegiatan tahunan Komite. dan d. Laporan hasil kunjungan lapangan yang antara lain berisi temuan atau fakta lapangan, evaluasi, analisa, kesimpulan dan saran, jika ada.</p> <p>3. Anggota Komite yang masih, atau yang sudah tidak menjabat lagi sebagai anggota Komite, wajib menjaga kerahasiaan dokumen, data, dan informasi perusahaan yang diperoleh sewaktu menjabat sebagai anggota Komite, baik dari pihak internal maupun pihak eksternal dan hanya digunakan untuk kepentingan pelaksanaan tugasnya.</p> <p>4. Anggota Komite dilarang menyalahgunakan informasi penting yang berkaitan dengan Perseroan untuk kepentingan pribadi.</p> <p>5. Anggota Komite dalam melaksanakan tugas dan tanggung jawabnya wajib mentaati ketentuan peraturan yang berlaku dan Kode Etik Perseroan serta dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain honorarium berikut fasilitas dan tunjangan lainnya.</p> <p>G. Kewenangan</p> <p>1. Komite mempunyai wewenang mengakses dokumen, data, dan informasi perusahaan tentang karyawan, dana, aset dan sumber daya Perseroan yang diperlukan berkaitan dengan pelaksanaan tugasnya.</p> <p>2. Apabila diperlukan, Komite dapat melibatkan tenaga ahli dan/atau konsultan/pihak independen di luar anggota Komite yang diperlukan untuk membantu pelaksanaan tugasnya, atas biaya Perseroan, dengan persetujuan tertulis dari Dewan Komisaris.</p> <p>3. Komite mempunyai wewenang untuk berkomunikasi langsung dengan karyawan, termasuk Direksi dan pihak yang terkait dengan pelaksanaan tugasnya.</p> <p>4. Komite melakukan kewenangan lain yang diberikan oleh Dewan Komisaris.</p>	<p>c. <i>Report on annual activity and performance of the Committee. and</i> d. <i>Report on the field visit containing among others the findings or field fact, evaluation, analysis, conclusion and suggestion, if any.</i></p> <p>3. <i>Committee members who are still or who do not hold the position any longer as the Committee members must keep the confidentiality of the document, data and information of the company obtained when they hold the position of the Committee members both internal and external and only use it for the interest of the task performance.</i></p> <p>4. <i>Committee members are prohibited to misuse the important information relating to the Company for personal use.</i></p> <p>5. <i>Committee members in performing their tasks and responsibilities are obliged to adhere to the prevailing regulation and Code of Conduct of the Company as well as are prohibited to earn any personal gain both directly and indirectly from the Company activities other than from the honorarium together with the facilities and other allowance.</i></p> <p>G. Authority</p> <p>1. <i>The Committee has the authority to access the document, data and information of the company regarding employee, fund, assets and resources of the Company required relating to its tasks performance.</i></p> <p>2. <i>If required, the Committee can involve the experts and/or consultant/ independent party outside the Committee required in assisting the tasks implementation at the cost of the Company upon the written approval from Board of Commissioners.</i></p> <p>3. <i>The Committee has the authority to directly communicate with the employee including the Board of Directors and the party relating to the tasks implementation.</i></p> <p>4. <i>Committee conducts other authority given by the Board of Commissioners.</i></p>
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H. Rapat

1. Komite mengadakan rapat secara berkala sekurang-kurangnya 3 (tiga) kali dalam setahun.
2. Rapat Komite hanya dapat diselenggarakan apabila dihadiri oleh mayoritas dari jumlah Anggota Komite.
3. Rapat dipimpin oleh Ketua Komite namun jika Ketua Komite berhalangan hadir maka Ketua Komite dapat mendelegasikan wewenangnya sebagai pemimpin rapat kepada salah satu anggota yang hadir.
4. Keputusan rapat Komite diambil berdasarkan berdasarkan musyawarah untuk mufakat. Dalam hal keputusan musyawarah untuk mufakat tidak tercapai, maka pengambilan keputusan diambil berdasarkan suara terbanyak.
5. Segala sesuatu yang dibicarakan dan diputuskan dalam rapat Komite termasuk pendapat yang berbeda (*dissenting opinions*) harus dituangkan dalam risalah rapat yang dituangkan dalam bentuk tertulis yang ditandatangani oleh seluruh anggota Komite yang hadir, sebagai bukti yang sah atas keputusan yang diambil dalam rapat, dan disampaikan kepada Dewan Komisaris.
6. Setiap anggota Komite diberi kebebasan seluas-luasnya untuk menyampaikan pendapat profesionalnya dalam pembahasan setiap agenda rapat tanpa intervensi siapapun.
7. Hasil rapat komite wajib dituangkan dalam risalah rapat dan didokumentasikan secara baik oleh Perusahaan.
8. Risalah rapat komite wajib disampaikan secara tertulis kepada Dewan Komisaris.

I. Pelaporan

1. Komite wajib membuat Laporan Tahunan tentang tugas dan tanggung jawabnya, termasuk pelaksanaan kegiatan Komite, dan tingkat pencapaian kinerjanya kepada Dewan Komisaris untuk diungkapkan dalam laporan tahunan Perseroan untuk disampaikan dalam Rapat Umum Pemegang Saham.

H. Meeting

1. *The Committee shall hold regular meetings at least 3 (three) times in one year.*
2. *The Committee Meeting may only be held if attended by majority of the Members of Committee.*
3. *The meeting is chaired by the Committee Chairman but if the Chairman is unable to attend the meeting then he/she may delegate his/her authority as the chairman to one of the attending members.*
4. *The resolution of the Committee meeting is adopted amicably for consensus. In the event of failure to reach the deliberation for consensus, the resolution is adopted based on majority votes.*
5. *Anything discussed and resolved in the Committee meeting including the dissenting opinions must be contained in the minutes of meeting contained in a written form signed by all attending members of Committee as the valid evidence for the resolution adopted in the meeting and submitted to the Board of Commissioners.*
6. *Any member of Committee is given the liberty to the broadest sense of the word to express his/her professional opinion in discussing any meeting agenda without any intervention by anyone.*
7. *The resolution of the Committee meetings shall be stated in the Minutes of Meeting and shall be documented properly.*
8. *The Minutes of the Meeting must be submitted in writing to the Board of Commissioners.*

I. Reporting

1. *The Committee is obliged to prepare the Annual Report on its tasks and responsibilities including the implementation of the Committee's activities, and its performance achievement degree to the Board of Commissioners to be disclosed in the Company's annual report to be submitted to the General Meeting of Shareholders.*

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<p>2. Laporan Tahunan Komite sekurang-kurangnya terdiri dari:</p> <ol style="list-style-type: none"> a. Komposisi Komite, termasuk nama, jabatan dan status para pihak. b. Tujuan dan ruang lingkup kerja. c. Jumlah rapat Komite pada tahun berjalan dan rincian kehadiran tiap anggota Komite pada rapat. dan d. Ringkasan pelaksanaan tugas dan tanggung jawab Komite selama tahun berjalan meliputi tetapi tidak terbatas pada Persyaratan Komite dan Usulan penunjukan Dewan Komisaris dan Direksi. <p>3. Kesimpulan, pendapat atau rekomendasi yang pernah diberikan oleh Komite kepada Dewan Komisaris.</p> <p>4. Laporan Komite ditandatangani oleh seluruh anggota Komite. Anggota Komite yang tidak menandatangani wajib mengungkapkan alasannya dalam laporan tersebut.</p>	<p><i>2. The Committee's Annual Report hereof must consist at least of:</i></p> <ol style="list-style-type: none"> <i>a. Composition of Committee including name, position and status of the parties.</i> <i>b. Objective and scope of work.</i> <i>c. Total Committee meeting in the current year and the breakdown of attendance of each member of the Committee in the meeting. and</i> <i>d. Summary of Committee's tasks and responsibilities implementation during the current year comprising but not limited to Committee Requirements and Proposal on the appointment of the Board of Commissioners and the Board of Directors.</i> <p><i>3. Conclusion, opinion or recommendation that have ever been given by the Committee to the Board of Commissioners.</i></p> <p><i>4. Report of the Committee signed by all members of the Committee. The Committee members not signing the same are obliged to disclose the reasons for such report.</i></p>
<p>Piagam ini ditetapkan di Jakarta, 10 Maret 2023 dan berlaku sejak ditandatangani. <i>This Charter stipulated in Jakarta, March 10th, 2023 and valid since its signed.</i></p>	