

## **INTEGRATED GOVERNANCE COMMITTEE**

### **Legal Basis Establishment**

In order to support, ensure, and integrate the implementation of Integrated Governance for Financial Conglomerates, which shall be coordinated by the Company as the Holding Company of the Financial Conglomerates, the Company has established the Integrated Governance Committee, Integrated Compliance Work Unit, and Integrated Internal Audit Work Unit in accordance with the Decree of the Board of Commissioners No. 014/LGL/SKDEKOM/XI/2015.TRIM dated November 30, 2015.

Integrated Governance Committee of the Company is established based on the OJK Regulation No. 18/POJK.03/2014 dated November 18, 2014 on the Implementation of Financial Integrated Governance.

### **The Integrated Governance Committee Charter**

The Company already has Integrated Governance Charter set forth in a decree of the Board of Commissioners No. 014/LGL/SKDEKOM/XI/2015.TRIM dated November 30, 2015.

Scope of the charter includes:

- a. The Board of Directors and the Board of Commissioners Requirements;
- b. Duties and Responsibilities of the Board of Directors and the Board of Commissioners;
- c. Duties and Responsibilities of Integrated Governance Committee;
- d. Duties and Responsibilities of Integrated Compliance Work Unit;
- e. Duties and Responsibilities of Integrated Internal Audit Work Unit;
- f. Implementation of Integrated Risk Management;
- g. Preparation and Implementation of Integrated Governance Guidelines.

### **Duties and Responsibilities of the Integrated Governance Committee, Integrated Compliance Work Unit, and Integrated Internal Audit Work Unit**

The Integrated Governance Committee is established by the Board of Commissioners of the Company to supervise the implementation of Integrated Governance in Financial Conglomerates, which have at least the following duties and responsibilities:

- a. To evaluate the implementation of Integrated Governance at least through an adequate assessment of internal control and the implementation of compliance function in integration; and
- b. To provide recommendation to the Board of Commissioners to improve the Integrated Governance Guidelines.

Integrated Compliance Work Unit has duties to at least supervise and evaluate the implementation of Compliance Function of each Financial Service Institution (FSI) in Financial Conglomerates. The responsibilities of Integrated Compliance Work Unit are to construct and submit the report of implementation of the duties and responsibilities with regard to the Compliance Function in each entity to the Board of Directors members who oversee and/or supervise Compliance Function in Financial Conglomerates.

The Board of Directors members that oversee and/or supervise the Compliance Function in Financial Conglomerates, construct and submit the report of implementation of duties and responsibilities of integrated compliance to the Board of Directors and the Board of Commissioners of the Company.

Integrated Internal Audit Work Unit has duties to at least monitor the implementation of internal audit in each FSI in Financial Conglomerates. The responsibilities of Integrated Internal Audit Work Unit are to submit the integrated internal audit report to the Director appointed to perform the function of supervision to LJK in Financial Conglomerate and the Board of Commissioner as well as the Board of Directors Members that oversee and/or supervise the Compliance Function.

### **Structure of Integrated Governance Committee, Integrated Compliance Work Unit, and Integrated Internal Audit Work Unit**

The composition of the Integrated Governance Committee is as follows:

- Chairman : Independent Commissioner of the Holding Company
- Member : 1. Independent Commissioner of the Holding Company  
2. Independent Commissioner of the Subsidiary  
3. Member of the Sharia Supervisory Board

The composition of the Integrated Compliance Work Unit is as follows:

- Chairman : Head of Compliance Division
- Member : All staff of Compliance Division

The composition of Integrated Internal Audit Work Unit is as follows:

- Chairman : Head of Internal Audit Division
- Member : All staff of Internal Audit Division

### **The Composition of the Integrated Governance Committee of the Company**

The Composition of the Integrated Governance Committee as of December 31, 2017 is as follows:

<b>Name</b>	<b>Position in the Committee</b>	<b>Appointment Letter</b>	<b>Term of Office</b>	<b>Position in the Company</b>
Rizal Bambang Prasetijo	Chairman	Decree of the Board of Commissioner No. 014/LGL/SKDEKOM/XI/2015.TRIM dated November 30, 2015.	2015 - 2020	President Commissioner/ Independent Commissioner
Edy Sugito	Member	Decree of the Board of Commissioner No. 014/LGL/SKDEKOM/XI/2015.TRIM dated November 30, 2015.	2015 - 2020	Commissioner/ Independent Commissioner
N. Wahyudi Salasa	Member	Decree of the Board of Commissioner No. 014/LGL/SKDEKOM/XI/2015.TRIM dated November 30, 2015.	2015 - 2020	Independent Commissioner of the Subsidiary

### Profile of the Integrated Governance Committee

Name	Profile
Rizal Bambang Prasetijo	<a href="http://www.trimegah.com/corporate-profile/board-of-commissioners&amp;lang=EN">http://www.trimegah.com/corporate-profile/board-of-commissioners&amp;lang=EN</a>
Edy Sugito	<a href="http://www.trimegah.com/corporate-profile/board-of-commissioners&amp;lang=EN">http://www.trimegah.com/corporate-profile/board-of-commissioners&amp;lang=EN</a>
N. Wahyudi Salasa	<a href="http://www.trimegah-am.com/about-us/board-of-commissioners">http://www.trimegah-am.com/about-us/board-of-commissioners</a>

### Independence of Integrated Governance Committee

The Company establishes the committee under the Board of Commissioners, who works professionally and independently, who collectively helps the Board of Commissioners in carrying out tasks and supervisory function and an advice in order to realize a good corporate governance system.

### Policy and Implementation of the Integrated Governance Committee Meeting

The Integrated Governance Committee shall hold meetings at least once in six months. The Integrated Governance Committee meeting can be held by video conference. The results of Integrated Governance Committee meeting shall be set forth in minutes of meeting and well documented. Dissenting opinions that occurs in the Integrated Governance Committee meeting is to be clearly stated in the minutes of meeting along with the reason of the dissenting opinion.

In carrying out duties and responsibilities in 2017, Integrated Governance Committee conducted meeting that included a review over monitoring on the implementation of Integrated Governance which was later finalized in the assessment report on the implementation of Integrated Governance, delivered regularly to the Financial Services Authority for every position at the end of June and December.