

PT DFI RETAIL NUSANTARA TBK

**PEDOMAN KERJA DAN KODE ETIK
KOMITE AUDIT**

*GUIDANCE AND CODE OF ETHICS OF
AUDIT COMMITTEE*

Latar Belakang

Pedoman Kerja dan Kode Etik Komite Audit ("Pedoman dan Kode Etik") PT DFI Retail Nusantara Tbk ("Perseroan") guna memenuhi ketentuan Peraturan Otoritas Jasa Keuangan dan meningkatkan penerapan prinsip tata kelola perusahaan yang baik bagi Perseroan.

Pedoman dan Kode Etik ini berisi hal-hal sebagai berikut:

I. Definisi

Komite Audit (AC)	Komite yang dibentuk oleh Dewan Komisaris untuk membantu pelaksanaan tugas pengawasan.
Risalah Rapat	Dokumen tertulis yang memuat jalannya rapat, keputusan, dan hal-hal penting lainnya.
<i>Online Hybrid Meeting</i>	Sarana komunikasi jarak jauh yang memungkinkan peserta rapat saling berinteraksi secara langsung.

II. Landasan Hukum

1. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas.
2. POJK No. 55/POJK.04/2015 tentang Pedoman dan Pembentukan Pelaksanaan Kerja Komite Audit.
3. Pedoman Umum Good Corporate Governance (GCG) Indonesia.
4. Anggaran Dasar Perseroan.

Background

The Guidelines and Code of Conduct for the Audit Committee ("Guidelines and Code of Conduct") of PT DFI Retail Nusantara Tbk ("the Company") in order to comply with the Regulations of Otoritas Jasa Keuangan ("POJK") and to enhance the implementation of good corporate governance principles for the Company.

The Guidance and Code of Ethics is containing the following matters:

I. Definitions

<i>Audit Committee (AC)</i>	<i>A committee established by the Board of Commissioners to assist in carrying out supervisory duties.</i>
<i>Meeting Minutes</i>	<i>A written document containing the proceedings, decisions, and other important matters of a meeting.</i>
<i>Online Hybrid Meeting</i>	<i>A remote communication facility that allows meeting participants to interact directly with each other.</i>

II. Legal Foundation

- 1. Law No. 40 of 2007 concerning Limited Liability Companies.*
- 2. POJK 55/POJK.04/2015 concerning Formation and Implementation Guidelines for the Audit Committee.*
- 3. General Guidelines for Good Corporate Governance (GCG) of Indonesia.*
- 4. The Company's Articles of Association.*

III. Nilai-Nilai Perseroan

1. **Profesionalisme:**
Melaksanakan tugas dengan kompetensi dan integritas tinggi.
2. **Transparansi:**
Menyampaikan informasi secara terbuka dan akurat.
3. **Akuntabilitas:**
Bertanggung jawab atas pelaksanaan tugas.
4. **Kemandirian:**
Bertindak independen tanpa benturan kepentingan.
5. **Kewajaran:**
Menjunjung keadilan dan kesetaraan.

IV. Jam Kerja

Jam kerja Perseroan ditetapkan sebagai berikut:
Senin – Jumat: Pukul 08.30 – 17.30 WIB

V. Komite Audit

a. Deskripsi Tugas, Tanggung Jawab dan Wewenang

Komite Audit dibentuk oleh Dewan Komisaris dan bertanggung jawab kepada Dewan Komisaris. Tugas Komite Audit meliputi: melakukan penelaahan atas pelaksanaan tugas audit internal dan eksternal; memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukkan Kantor Akuntan Publik (KAP); melakukan penelaahan atas kepatuhan terhadap peraturan perundang-undangan; serta melakukan penelaahan atas pengendalian internal dan manajemen risiko. Setiap anggota Komite Audit wajib melaksanakan tugas dengan itikad baik, independen, penuh kehati-hatian, dan bertanggung jawab.

III. Values Principles

1. **Professionalism:**
Performing duties with high competence and integrity.
2. **Transparency:**
Conveying information openly and accurately.
3. **Accountability:**
Being responsible for the execution of duties.
4. **Independence:**
Acting independently without conflict of interest.
5. **Fairness:**
Upholding justice and equality.

IV. Working Hour

The Company's working hours are set as follows:
Monday – Friday: 08:30 AM – 05:30 PM

V. Audit Committee

a. Duties, Responsibilities, and Authorities

The Audit Committee is established by the Board of Commissioners and is accountable to the Board of Commissioners. The duties of the Audit Committee include: reviewing the implementation of internal and external audit functions; providing recommendations to the Board of Commissioners regarding the appointment of a Public Accounting Firm; reviewing compliance with laws and regulations; and reviewing internal controls and risk management. Each member of the Audit Committee must perform their duties in good faith, independently, with full prudence, and with responsibility.

b. Rapat Komite Audit

Rapat Komite Audit diselenggarakan minimal 1 (satu) kali dalam 3 (tiga) bulan atau sewaktu-waktu berdasarkan kebutuhan, dengan kuorum sah jika dihadiri oleh mayoritas anggota Komite Audit. Keputusan diambil melalui musyawarah mufakat; jika tidak tercapai, melalui voting mayoritas, dan suara imbang diputuskan oleh ketua rapat. Setiap rapat wajib dibuat risalah dan ditandatangani; ketidakhadiran tanda tangan disertai alasan tertulis. Rapat dapat dilakukan secara fisik atau *online hybrid meeting*.

c. Pelaporan dan Akuntabilitas

Komite Audit wajib menyusun laporan pelaksanaan kegiatan dan menyampaikannya kepada Dewan Komisaris secara berkala. Kehadiran anggota Komite Audit dalam rapat diungkapkan dalam laporan tahunan Perseroan. Komite Audit bertanggung jawab kepada Dewan Komisaris atas pelaksanaan tugasnya. Evaluasi kinerja Komite Audit dilakukan oleh Dewan Komisaris setiap akhir tahun buku.

b. Audit Committee Meetings

Audit Committee meetings are held at least once every 3 (three) months or at any time as needed, with a valid quorum if attended by a majority of the members of the Audit Committee. Decisions are made by deliberation to reach consensus; if not achieved, by majority vote, and a tie is decided by the chairperson of the meeting. Minutes must be prepared for every meeting and signed; failure to sign must be accompanied by a written explanation. Meetings may be held physically or online hybrid meeting.

c. Reporting and Accountability

The Audit Committee must prepare activity reports and submit them to the Board of Commissioners periodically. Attendance of Audit Committee members in meetings is disclosed in the Company's annual report. The Audit Committee is accountable to the Board of Commissioners for the implementation of its duties. Performance evaluation of the Audit Committee is conducted by the Board of Commissioners at the end of each financial year.