PT DFI RETAIL NUSANTARA TBK

PEDOMAN KERJA DAN KODE ETIK DEWAN KOMISARIS

GUIDANCE AND CODE OF ETHICS OF THE BOARD OF COMMISSIONERS

Latar Belakang

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

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

I. Definisi

Dewan Komisaris (BOC)	Organ Perseroan yang bertugas melakukan pengawasan dan memberi nasihat kepada Direksi.
Risalah Rapat	Dokumen tertulis yang memuat jalannya rapat, keputusan, dan hal-hal penting lainnya.
Online Hybrid Meeting	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. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
3. Pedoman Umum Good Corporate Governance (GCG) Indonesia.
4. Anggaran Dasar Perseroan.

Background

The Guidelines and Code of Conduct for the Board of Commissioners ("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

Board of Commissioners (BOC)	*The organ of the Company responsible for supervising and advising the Board of Directors.*
Meeting Minutes	*A written document containing the proceedings, decisions, and other important matters of a meeting.*
Online Hybrid Meeting	*A remote communication facility that allows meeting participants to interact directly with each other.*

II. Legal Foundation

1. *Law No. 40 of 2007 concerning Limited Liability Companies.*
2. *POJK 33/POJK.04/2014 concerning Directors and Boards of Commissioners of Issuers or Public Companies.*
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. Dewan Komisaris

a. Deskripsi Tugas, Tanggung Jawab dan Wewenang

Dewan Komisaris bertugas melakukan pengawasan terhadap kebijakan Direksi dan memberikan nasihat kepada Direksi. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan RUPS. Dewan Komisaris berhak memasuki area dan memeriksa seluruh dokumen, pembukuan, serta kekayaan Perseroan setiap waktu dalam jam kerja. Dalam keadaan tertentu, Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan untuk jangka waktu tertentu. Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya. Setiap anggota Dewan Komisaris bertanggung jawab secara tanggung renteng atas kerugian Perseroan akibat kesalahan atau kelalaiannya,

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. The Board of Commissioners

a. Duties, Responsibilities, and Authorities

The Board of Commissioners is responsible for supervising the policies of the Board of Directors and providing advice to the Board of Directors. Under specific conditions, the Board of Commissioners is obligated to convene a GMS. The Board of Commissioners has the right to enter the premises and examine all documents, books, and assets of the Company at any time during working hours. Under certain circumstances, the Board of Commissioners may take management actions of the Company for a limited period. The Board of Commissioners is required to establish an Audit Committee and may establish other committees. Each member of the Board of Commissioners is jointly and severally liable for losses incurred by the Company due to their fault or

kecuali dapat membuktikan bahwa kerugian tersebut bukan disebabkan oleh kesalahan atau kelalaiannya, telah bertindak dengan itikad baik, penuh tanggung jawab, dan kehati-hatian, tidak memiliki benturan kepentingan, serta telah mengambil tindakan untuk mencegah kerugian tersebut.

negligence, unless they can prove that such losses were not caused by their fault or negligence, that they acted in good faith, with full responsibility and prudence, had no conflict of interest, and took measures to prevent such losses.

b. Rapat Dewan Komisaris

Rapat Dewan Komisaris dilakukan minimal 1 (satu) kali dalam 2 (dua) bulan atau sewaktu-waktu atas permintaan, sedangkan rapat bersama Direksi dilakukan minimal 1 (satu) kali dalam 4 (empat) bulan. Kuorum rapat sah jika dihadiri mayoritas anggota Dewan Komisaris. Keputusan diambil melalui musyawarah mufakat; jika tidak tercapai, melalui voting dengan suara setuju lebih dari 1/2 (satu per dua) suara sah, dan suara imbang diputuskan oleh ketua rapat. Risalah rapat wajib dibuat dan ditandatangani; ketidakhadiran tanda tangan disertai alasan tertulis. Rapat dapat dilakukan secara fisik atau *online hybrid meeting*. Keputusan dapat diambil tanpa rapat jika disetujui secara tertulis oleh seluruh anggota Dewan Komisaris.

b. Board of Commissioners Meetings

Board of Commissioners meetings are held at least once every 2 (two) months or at any time upon request, while joint meetings with the Board of Directors are held at least once every 4 (four) months. A meeting is valid if attended by a majority of the members of the Board of Commissioners. Decisions are made by deliberation to reach consensus; if not achieved, by voting with affirmative votes exceeding 1/2 (one-half) of valid votes, and a tie is decided by the chairperson of the meeting. Meeting minutes must be prepared and signed; failure to sign must be accompanied by a written explanation. Meetings may be held physically or online hybrid meeting. Decisions may be made without a meeting if approved in writing by all members of the Board of Commissioners.

c. Pelaporan dan Akuntabilitas

Kehadiran Dewan Komisaris dalam rapat diungkapkan dalam laporan tahunan. Dewan Komisaris bertanggung jawab kepada RUPS atas pelaksanaan tugas pengawasan. Kinerja Dewan Komisaris dievaluasi setiap akhir tahun buku dan hasilnya disampaikan dalam RUPS.

c. Reporting and Accountability

Attendance of Board of Commissioners members in meetings is disclosed in the annual report. The Board of Commissioners is accountable to the GMS for the implementation of its supervisory duties. The performance of the Board of Commissioners is evaluated at the end of each financial year and the results are submitted to the GMS.