PT DFI RETAIL NUSANTARA TBK

PEDOMAN KERJA DAN KODE ETIK DIREKSI

GUIDANCE AND CODE OF ETHICS OF THE BOARD OF DIRECTORS

Latar Belakang

Pedoman Kerja dan Kode Etik Direksi ("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

Direksi (BOD)	Organ Perseroan yang bertanggung jawab atas pengurusan Perseroan.
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 Directors ("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 Directors (BOD)	*The organ of the Company responsible for the management of the Company.*
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.

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. Jam Kerja

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

IV. Working Hour

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

V. Direksi

a. Deskripsi Tugas, Tanggung Jawab dan Wewenang

Direksi bertanggung jawab penuh atas pengurusan Perseroan untuk kepentingan dan tujuan Perseroan. Setiap anggota Direksi wajib melaksanakan tugas dengan itikad baik, penuh kehati-hatian, dan bertanggung jawab, serta mematuhi Anggaran Dasar, peraturan perundang-undangan, dan prinsip GCG. Direksi bertanggung jawab secara tanggung renteng atas kerugian Perseroan akibat kesalahan atau kelalaiannya, 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,

V. The Board of Directors

a. Duties, Responsibilities, and Authorities

The Board of Directors is fully responsible for the management of the Company in the interests and for the purposes of the Company. Each member of the Board of Directors must perform their duties in good faith, with full prudence and responsibility, and comply with the Articles of Association, laws and regulations, and GCG principles. The Board of Directors is jointly and severally liable for losses incurred by the Company due to their fault or 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.

serta telah mengambil tindakan untuk mencegah kerugian tersebut.

b. Rapat Direksi

Rapat Direksi diadakan minimal 1×/bulan atau sewaktu-waktu (kuorum: mayoritas anggota). Rapat bersama Dewan Komisaris minimal 1×/4 bulan. Keputusan melalui musyawarah mufakat; jika tidak tercapai, voting mayoritas; suara imbang diputuskan ketua rapat. Risalah wajib dibuat dan ditandatangani; ketidakhadiran tanda tangan disertai alasan tertulis. Rapat dapat dilaksanakan fisik atau *online hybrid meeting*. Keputusan tanpa rapat sah jika disetujui tertulis oleh seluruh anggota.

b. Board of Directors Meetings

Board of Directors meetings are held at least 1×/month or as needed (quorum: majority of members). Joint meetings with the Board of Commissioners are held at least 1×/4 months. Decisions are made by deliberation; if not achieved, by majority vote; a tie is decided by the chairperson. 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 without a meeting are valid if approved in writing by all members.

c. Pelaporan dan Akuntabilitas

Kehadiran Direksi dalam rapat diungkapkan dalam laporan tahunan. Direksi bertanggung jawab kepada RUPS atas seluruh pengurusan Perseroan. Jadwal rapat selama tahun buku ditetapkan sebelum tahun buku berakhir, dengan materi rapat disampaikan minimal 5 (lima) hari sebelum rapat atau untuk kondisi mendesak.

c. Reporting and Accountability

Director attendance in meetings is disclosed in the annual report. The Board of Directors is accountable to the GMS for the entire management of the Company. The meeting schedule of full financial year is set before the end of the financial year, with meeting materials delivered at least 5 (five) days prior to the meeting, or prior to the meeting for urgent conditions.