



A Member of **MS&AD** INSURANCE GROUP

IT & OPERATIONS COMMITTEE

Term of Reference

PT Asuransi Jiwa Sinarmas MSIG Tbk.

Kantor Manajemen & Layanan Nasabah

Sinarmas MSIG Tower, Jln. Jend. Sudirman Kav 21 Jakarta 12290-Indonesia, Telp: (021) 5059 7777 (Hunting). Fax: (021) 5060 8899

Kantor Pusat

Wisma Eka Jiwa Lantai 8-9, Jln. Mangga Dua Raya Jakarta Pusat 10730, Telp: (021) 625 7808, 503 09999

IT & OPERATIONS COMMITTEE

Amendment Records

Description	Date of Approval	Detail of change/amendment	Owner	Reviewed by
1 st Version	17 Oct 2019	First issuance of TOR of IT & Operations Committee	PIC and Chairman of IT & Operations Committee	<ul style="list-style-type: none"> • Corporate Secretary • Compliance
1 st Amendment	23 Jun 2021	<ol style="list-style-type: none"> To modify the provision regarding: <ol style="list-style-type: none"> Membership Composition and Requirements Committee Meeting To add new provisions regarding: <ol style="list-style-type: none"> Code of Ethics Working Time Reporting Term of Office Performance Evaluation <p>Based on prevailing OJK Non-Bank Regulation</p>	PIC and Chairman of IT & Operations Committee	<ul style="list-style-type: none"> • PIC and Chairman of the Committee • Corporate Secretary • Compliance

**PEDOMAN KERJA
KOMITE TEKNOLOGI INFORMASI &
OPERASIONAL
PT Asuransi Jiwa Sinarmas MSIG Tbk.**

Tujuan

Komite Teknologi Informasi & Operasional (“Komite”) dibentuk oleh Direksi PT Asuransi Jiwa Sinarmas MSIG Tbk. (“Perusahaan”) dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab Direksi terkait pengelolaan teknologi informasi dan sistem operasional di Perusahaan.

Referensi

1. Peraturan Otoritas Jasa Keuangan No. 4/POJK.05/2021 tentang Penerapan Manajemen Risiko Dalam Penggunaan Teknologi Informasi Oleh Lembaga Jasa Keuangan Nonbank.
2. Peraturan Otoritas Jasa Keuangan No. 73/POJK.05/2016 tentang Tata Kelola Perusahaan yang Baik bagi Perusahaan Perasuransian.
3. Surat Edaran Otoritas Jasa Keuangan No.14/SEOJK.05/2019 tentang Pembentukan, Susunan Keanggotaan, dan Masa Kerja Komite pada Dewan Komisaris Perusahaan Asuransi, Perusahaan Asuransi Syariah, Perusahaan Reasuransi, dan Perusahaan Reasuransi Syariah.
4. Anggaran Dasar Perusahaan.

Susunan dan Persyaratan Keanggotaan

1. Anggota Komite diangkat dan diberhentikan Direksi berdasarkan hasil keputusan rapat Direksi.
2. Susunan keanggotaan Komite paling sedikit terdiri atas:
 - a. 1 (satu) orang ketua merangkap anggota yang merupakan Direktur yang membawahi fungsi TI & Operasional; dan
 - b. anggota lainnya berasal dari:

**TERM OF REFERENCE
IT & OPERATIONS COMMITTEE
PT Asuransi Jiwa Sinarmas MSIG Tbk.**

Purpose

The IT & Operations Committee (the “Committee”) was established by the Board of Directors of PT Asuransi Jiwa Sinarmas MSIG Tbk. (the “Company”) in order to support the effectiveness of the implementation of the duties and responsibilities of the Board of Directors related to information technology and operation system in the Company.

Reference

1. Regulation of Financial Services Authority No. 4/POJK.05/2021 concerning the Implementation of Risk Management in the Use of Information Technology by Nonbank Financial Services Institutions.
2. Regulation of Financial Service Authority No. 73/POJK.05/2016 concerning Good Corporate Governance for Insurance Company.
3. Regulation of Financial Service Authority No. 14/SEOJK.05/2019 concerning The Formation, Membership Composition, and the Term of Office of Committee of Board of Commissioners of Insurance Company, Sharia Insurance Company, Reinsurance Company and Sharia Reinsurance Company.
4. Article of Association of the Company.

Membership Composition and Requirements

1. The member of the Committee appointed and dismissed by the Board of Directors through the meeting of the Board of Directors.
2. The composition of the Committee membership shall at least consist of:
 - a. 1 (one) chairman concurrently as a member who is the Director in charge of IT & Operations; and
 - b. other members are from:

- | | |
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| <ul style="list-style-type: none"> i. Direksi, termasuk namun tidak terbatas pada Direktur yang membawahkan satuan kerja penyelenggaraan Teknologi Informasi dan Direktur yang membawahkan fungsi manajemen risiko; ii. <i>Chief of Human Capital;</i> iii. <i>Head of Information & Technology;</i> iv. <i>Head of Operation Development & Control;</i> v. <i>Head of PMO;</i> vi. <i>Head of Business Process Improvement;</i> vii. <i>Head of Customer Care;</i> viii. <i>Head of Business Development;</i> ix. <i>Head of Compliance, Risk Management & Fraud Investigation;</i> dan x. <i>Head of Legal.</i> | <ul style="list-style-type: none"> i. Board of Directors, including but not limited to Director who is in charge of the Information Technology operation unit and Director who is in charge of the risk management function; ii. Chief of Human Capital; iii. Head of Information & Technology; iv. Head of Operation Development & Control; v. Head of PMO; vi. Head of Business Process Improvement; vii. Head of Customer Care; viii. Head of Business Development; ix. Head of Compliance, Risk Management & Fraud Investigation; and x. Head of Legal. |
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3. Sehubungan dengan kebutuhan keahlian, Komite mengundang *Head of Strategic Office*. Komite juga dapat mengundang individu lain dan departemen terkait.
3. As subject matter experts, the Committee invites Head of Strategic Office. The Committee may also invite other individual and related departments.

Tugas dan Tanggung Jawab

1. Komite bertugas untuk mengembangkan, meninjau, memantau dan mempromosikan strategi TI & Operasional, memastikan kepatuhan operasional, serta memastikan bahwa sumber daya diterapkan secara efisien dan benar.
2. Dengan tidak mengurangi ketentuan tersebut di atas, Komite memiliki tanggung jawab sebagai berikut:
 - a. memastikan bahwa kebijakan, strategi, dan indikator kinerja TI & Operasional diartikulasikan dengan jelas, dan disertai dengan target yang dapat diidentifikasi dengan jelas.
 - b. memastikan bahwa teknologi bisnis dikelola sesuai dengan strategi Perusahaan serta merekomendasikan solusi teknologi dan/atau operasional untuk setiap peningkatan proses bisnis kapan pun diperlukan.

Duties and Responsibilities

1. The Committee is obliged to develop, review, monitor and promote IT & Operations strategy, ensure the operational adherence, as well as to ensure that resources are applied efficiently and properly.
2. Without limitation to the foregoing, the Committee shall have the following responsibilities:
 - a. ensure that IT & Operations policies, strategies, and performance indicators are articulated in a clear manner, and contain targets that are clearly identifiable.
 - b. ensure that business technologies are maintained commensurate with the Company's strategy as well as recommend technology and/or operational solution for any business process improvement whenever

- c. menetapkan prioritas untuk pekerjaan TI & Operasional di tingkat bisnis.
 - d. memastikan bahwa risiko terkait TI & Operasional diidentifikasi dan terkualifikasi dan bahwa setiap upaya yang dirancang untuk memitigasi risiko TI & Operasional telah dilakukan dengan tepat.
 - e. membuat keputusan atau merekomendasikan eskalasi lebih lanjut dari hal-hal mendesak.
 3. Komite bertanggung jawab memberikan rekomendasi kepada Direksi terkait dengan paling sedikit:
 - a. rencana pengembangan TI yang sejalan dengan kegiatan usaha Perusahaan;
 - b. perumusan kebijakan dan prosedur TI;
 - c. kesesuaian proyek TI yang disetujui dengan rencana pengembangan TI;
 - d. kesesuaian pelaksanaan proyek TI dengan proyek TI yang disetujui;
 - e. kesesuaian TI dengan kebutuhan sistem informasi manajemen serta kebutuhan kegiatan usaha Perusahaan;
 - f. efektivitas mitigasi risiko atas investasi Perusahaan pada sektor TI agar investasi Perusahaan pada sektor TI memberikan kontribusi terhadap pencapaian tujuan bisnis Perusahaan;
 - g. pemantauan atas kinerja TI dan upaya peningkatan kinerja TI;
 - h. upaya penyelesaian berbagai masalah terkait TI yang tidak dapat diselesaikan oleh satuan kerja pengguna dan penyelenggara TI secara efektif, efisien, dan tepat waktu; dan
 - i. kecukupan dan alokasi sumber daya TI yang dimiliki Perusahaan.
 4. Komite wajib melapor secara berkala kepada Direksi sehubungan dengan aktivitasnya.
- necessary.
 - c. set the priority for IT & Operations work at the business level.
 - d. ensure that IT & Operations related risks are identified and qualified and that any activity designed to mitigate IT & Operations risks is taken appropriately.
 - e. make decision to or recommend further escalation of urgent issues.
3. The Committee is responsible for providing recommendations to the Board of Directors regarding at least:
 - a. IT development plan in accordance with the Company's business activities;
 - b. formulating IT policies and procedures;
 - c. the conformity of the approved IT project with the IT development plan;
 - d. the conformity of the implementation of the IT project with the approved IT project;
 - e. the conformity of IT with the needs of information systems management as well as the needs of the Company's business activities;
 - f. effectiveness of risk mitigation on the Company's investment in the IT sector so that the Company's investment in the IT sector contributes to the achievement of the Company's business objectives;
 - g. monitoring of IT performance and efforts to improve IT performance;
 - h. efforts to resolve various problems related to IT that cannot be resolved by the work unit of IT users and administrators in an effective, efficient and timely manner; and
 - i. adequacy and allocation of IT resources owned by the Company.
 4. The Committee shall report regularly to Board of Directors with respect to its activities.

Kode Etik

1. Memiliki komitmen yang tinggi terhadap profesinya, setia terhadap Perusahaan dan tidak terlibat dalam kegiatan yang melanggar hukum.
2. Menghindari kegiatan yang bertentangan dengan kepentingan Perusahaan dan atau dapat mempengaruhi obyektivitas dalam melaksanakan tugas dan tanggung jawabnya.
3. Memberikan pendapat dengan menggunakan bukti yang cukup dan komponen untuk mendukung pendapat tersebut serta tidak menggunakan informasi yang berkaitan dengan Perusahaan untuk kepentingan pribadi.
4. Menjaga kerahasiaan informasi Perusahaan dan tidak akan mengungkapkan kecuali dibenarkan oleh peraturan perundang-undangan yang berlaku.
5. Secara berkelanjutan mengembangkan kemampuan profesional dan efektifitas kerja antara lain melalui pendidikan dan pelatihan.

Rapat Komite

1. Rapat Komite wajib diadakan per kuartal atau lebih sesuai dengan kebutuhan.
2. Penyelenggaraan rapat dapat dilaksanakan secara langsung dan secara sirkular.
3. Penyelenggaraan rapat secara langsung dapat dilakukan melalui teknologi telekonferensi, video konferensi, atau sarana media elektronik lainnya.
4. Ketua Komite menentukan mata acara rapat, dan agenda serta materi rapat Komite harus diedarkan paling lambat 1 (satu) hari kerja sebelum setiap rapat Komite.
5. Rapat Komite dapat diselenggarakan apabila dihadiri oleh lebih dari $\frac{1}{2}$ (satu per dua) dari jumlah anggota Komite.
6. Setiap rapat Komite dituangkan dalam risalah rapat yang ditandatangani oleh pemimpin rapat komite serta didokumentasikan dengan baik.

Code of Ethics

1. Having high commitment to the profession, be loyal to the Company and not involved in any activities that violate the law.
2. Avoid activities that are contrary to the interests of the Company and or may affect objectivity in carrying out its duties and responsibilities.
3. Provide an opinion based on sufficient evidence and components to support the opinion and do not use information relating to the Company for personal gain.
4. Maintain the confidentiality of Company information and will not disclose it unless justified by the prevailing laws and regulations.
5. Continuously developing professional abilities and work effectiveness, among others, through education and training.

Committee Meeting

1. The Committee meeting shall be held quarterly or more frequent as required.
2. The meeting may be held directly and in a circular manner.
3. The direct meeting may be conducted through teleconference technology, video conference, or other means of electronic media.
4. The Chairman of the Committee shall set the agenda for meeting, and the agenda and Committee meeting material shall be circulated at least 1 (one) business days before each meeting of the Committee.
5. The Committee Meeting may be held if attended by more than $\frac{1}{2}$ (one half) of the number of the Committee.
6. Each Committee meeting is summarized in a minutes of the meeting signed by the chairman of the committee meeting and be well documented.

7. Risalah rapat harus disusun dalam waktu 5 (lima) hari kerja setelah rapat dan diedarkan kepada anggota Komite untuk mendapatkan persetujuan.
 8. Keputusan rapat Komite terlebih dahulu dilakukan berdasarkan musyawarah untuk mufakat. Dalam hal tidak terjadi musyawarah untuk mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak dari anggota yang hadir/diwakilkan dengan prinsip 1 (satu) orang 1 (satu) suara.
 9. Perbedaan pendapat (*dissenting opinions*) yang terjadi dalam keputusan rapat Komite, dicantumkan secara jelas dalam risalah rapat Komite disertai alasan perbedaan pendapat tersebut.
 10. Dalam hal terjadi ketidaksepakatan dari separuh anggota Komite yang hadir, hal tersebut akan diajukan kepada Direksi dan diserahkan kepada keputusan Direksi.
 11. Rapat Komite dapat diselenggarakan melalui keputusan sirkuler (*circular resolution*) yang mengikat di luar rapat Komite dengan syarat semua anggota Komite menyetujui secara tertulis.
7. Minutes of the meeting shall be prepared within 5 (five) business days of each meeting and shall be circulated to Committee members for their approval.
 8. The decision of the Committee meeting is made based on deliberation to reach consensus. If deliberation to reach consensus does not occur, the decision shall be adopted by majority vote of presented/represented members with the 1 (one) person for 1 (one) vote principle.
 9. Dissenting opinions conveyed in the decision of the Committee meeting shall be clearly stated in the minutes of the Committee meeting along with the reasons for such dissenting opinions.
 10. In the case of disagreement from half of the Committee members who were present, the issue is to be raised to Board of Directors and left for the decision by Board of Directors.
 11. Committee meeting may be held by means of circular resolution which shall be binding thereout the Committee meetings, provided that all of the Committee members give a written consent.

Waktu Kerja

Anggota Komite wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal.

Pelaporan

1. Komite wajib menyampaikan Laporan kepada Direksi atas setiap pelaksanaan tugas, disertai dengan rekomendasi jika diperlukan.
2. Setiap anggota Komite bertanggung jawab atas substansi yang terdapat dalam Laporan Komite.

Masa Kerja

1. Masa kerja anggota Komite yang merupakan anggota Direksi akan berakhir dengan sendirinya apabila masa jabatannya sebagai anggota Direksi berakhir.

Working Time

Members of the Committee shall provide sufficient time to carry out their duties and responsibilities optimally.

Reporting

1. The Committee shall submit a Report to the Board of Directors on each implementation of duties, accompanied by recommendations if needed.
2. Each member of the Committee is responsible for the substance contained in the Committee Report.

Term of Office

1. The term of office of Committee member who is a member of the Board of Directors will be automatically end when his/her term of office as a member of the Board of

2. Masa kerja anggota Komite yang bukan merupakan anggota Direksi adalah selama yang bersangkutan menjabat pada unit kerja anggota Komite.

Penilaian Kinerja

1. Penilaian kinerja Komite ditetapkan oleh Direksi.
2. Evaluasi terhadap kinerja Komite dilakukan setiap 1 (satu) tahun dengan menggunakan metode yang ditetapkan Direksi.

Pedoman Kerja Komite Teknologi Informasi & Operasional ini berlaku efektif pada tanggal penandatanganan oleh Direksi dan dapat ditinjau kembali setiap saat berdasarkan persetujuan Direksi.

Directors ends.

2. The term of office of Committee member who is not a member of the Board of Directors will be as long as he/she served in the work unit of the Committee member

Performance Evaluation

1. Assessment of the Committee's performance is determined by the Board of Directors.
2. Evaluation of the Committee's performance is conducted every 1 (one) year by using a method set by the Board of Directors.

This TOR of the IT & Operations Committee effective on the signing date by the Board of Directors and can be reviewed at any time by the approval of the Board of Directors.