

CHARTER OF THE BOARD OF COMMISSIONERS

In order to implement Good Corporate Governance (GCG) consistently and in accordance with the prudential principle and sharia principles, PT Bank BCA Syariah establishes the Charter of the Board of Commissioners as a guideline for the implementation of the duties, responsibilities, authorities, and working mechanisms of the Board of Commissioners.

This Charter is an elaboration of the Company's Articles of Association, the Board of Directors Decree No. 082/SK/DIR/2025 concerning the Corporate Governance Policy of PT Bank BCA Syariah dated 19 December 2025, as well as applicable laws and regulations and regulations issued by the Financial Services Authority.

With the enactment of this Charter, the Board of Commissioners is required to carry out its supervisory function and provide advice to the Board of Directors independently, objectively, professionally, and accountably for the benefit of the Company and its stakeholders.

The Charter of the Board of Commissioners consists of the following provisions:

1. Composition of the Board of Commissioners
2. Criteria and requirements for members of the Board of Commissioners
3. Term of office of members of the Board of Commissioners
4. Appointment of members of the Board of Commissioners
5. Dismissal or replacement of members of the Board of Commissioners
6. Multiple positions of members of the Board of Commissioners
7. Duties, responsibilities, and authorities of the Board of Commissioners
8. Main duties and responsibilities of the President Commissioner
9. Prohibitions for members of the Board of Commissioners
10. Transparency aspects
11. Orientation for members of the Board of Commissioners
12. Training and certification for members of the Board of Commissioners
13. Code of conduct for members of the Board of Commissioners
14. Working time of members of the Board of Commissioners
15. Meeting arrangements of the Board of Commissioners
16. Working relationship patterns of the Board of Commissioners
17. Supervisory reporting of the Board of Commissioners
18. Remuneration of members of the Board of Commissioners
19. Conflict of interest of members of the Board of Commissioners
20. Provision of loans to members of the Board of Commissioners
21. Self-assessment and/or performance evaluation of members of the Board of Commissioners
22. Review period of the Charter of the Board of Commissioners

1. Composition of the Board of Commissioners
 - a. The Board of Commissioners shall consist of at least 3 (three) members and no more than the number of members of the Board of Directors.
 - b. At least 1 (one) member of the Board of Commissioners must be domiciled in Indonesia.
 - c. The Board of Commissioners shall be led by a President Commissioner and, if necessary, may be assisted by a Vice President Commissioner.
 - d. The membership of the Board of Commissioners shall consist of Independent Commissioners and Non-Independent Commissioners, with the number of Independent Commissioners being at least 50% (fifty percent) of the total members of the Board of Commissioners.

2. Criteria and Requirements for Members of the Board of Commissioners
 - a. Requirements for Members of the Board of Commissioners

Members of the Board of Commissioners must meet the following requirements:

 - 1) Legally competent to perform legal acts.
 - 2) Possess integrity, ethics, moral character, good financial reputation, as well as adequate and relevant competence for the position.
 - 3) Have a commitment to comply with applicable laws and regulations and sharia principles.
 - 4) Possess knowledge and/or expertise that supports the supervisory function, including in providing advice to the Board of Directors.
 - 5) Have passed the Fit and Proper Test and obtained approval from the Financial Services Authority (OJK).
 - 6) Do not have non-performing loans or financing, have never been declared bankrupt, and within the last 5 (five) years have never been declared guilty of causing a Bank to be declared bankrupt.
 - b. Requirements for Independent Commissioners

In addition to meeting the requirements referred to above, an Independent Commissioner must fulfill the following provisions:

 - 1) Must not have financial relationships, management relationships, share ownership, and/or family relationships with other members of the Board of Commissioners, the Board of Directors, the Sharia Supervisory Board, the Controlling Shareholders (including the ultimate controlling shareholder), or relationships with the Bank that may affect independence.
 - 2) Possess knowledge and experience in banking and/or finance relevant to the position.
 - 3) Former Directors, Executive Officers, or parties having relationships with the Bank that may affect independence must undergo a cooling-off period of at least:
 - a) 1 (one) year; or
 - b) 6 (six) months for former President Directors or Directors/Executive Officers responsible for the supervisory function.
 - 4) May serve for a maximum of 2 (two) consecutive terms and may be reappointed provided that independence requirements are fulfilled based on performance evaluation results, internal assessments, and a statement of independence in the General Meeting of Shareholders (GMS).
 - 5) Submit an application for the Fit and Proper Test in accordance with regulatory provisions, including submission of a statement of independence and disclosure of any conflict of interest.

- 6) A Non-Independent Commissioner who will become an Independent Commissioner must undergo a cooling-off period of at least 1 (one) year and obtain Fit and Proper Test approval from the Financial Services Authority.
3. Term of Office of Members of the Board of Commissioners
 - a. The term of office of members of the Board of Commissioners shall be a maximum of 5 (five) years for 1 (one) term, effective from the date of appointment by the GMS, with due regard to applicable provisions and position requirements.
 - b. In the event that at the time of appointment by the GMS the member of the Board of Commissioners has not passed the Fit and Proper Test, the term of office shall become effective once the individual is declared to have passed and obtained approval from the Financial Services Authority.
 - c. The term of office of members of the Board of Commissioners shall end if the concerned individual:
 - 1) Resigns in accordance with the Company's Articles of Association;
 - 2) Passes away;
 - 3) Is dismissed based on a GMS decision;
 - 4) Is declared bankrupt or placed under guardianship based on a court decision; or
 - 5) No longer meets the requirements stipulated in applicable laws and regulations.
 - d. In the event that the term of office has ended and the GMS has not appointed a replacement, the member of the Board of Commissioners shall continue to exercise their authority until a replacement is appointed by the GMS.
 4. Appointment, Dismissal, Replacement, and Resignation of Members of the Board of Commissioners
 - a. Appointment
 - 1) The appointment of members of the Board of Commissioners shall be carried out by the GMS by considering the recommendation of the Committee that performs the Nomination and Remuneration function.
 - 2) The criteria, mechanisms, and procedures for appointment shall refer to the Bank's Articles of Association and applicable laws and regulations.
 - 3) The appointment must consider professionalism, independence, suitability of competence, and diversity required for the implementation of the duties of the Board of Commissioners.
 - b. Dismissal or Replacement
 - 1) The dismissal or replacement of members of the Board of Commissioners shall be carried out by the GMS by considering the recommendation of the Nomination and Remuneration Committee.
 - 2) Dismissal or replacement before the end of the term of office must first obtain approval from the Financial Services Authority and take into account the best interests of the Bank.
 - 3) Temporary dismissal may be carried out based on:
 - a) personal reasons (including health conditions or conflicts of interest); and/or
 - b) other reasons, including performance evaluation results, recommendations from shareholders, or legal issues that interfere with the performance of duties.
 - 4) The dismissal or replacement process must be conducted objectively, in a planned manner, without disrupting the Bank's business continuity, and by prioritizing governance and prudential principles.

- 5) The Financial Services Authority has the authority to conduct evaluations and corrective actions regarding dismissal or replacement through written orders in accordance with applicable provisions.
 - c. Specific Provisions for Independent Commissioners
 - 1) Dismissal or replacement of an Independent Commissioner before the end of the term must obtain prior approval from the Financial Services Authority before being decided in the GMS.
 - 2) The approval request must be submitted in writing to OJK at least 1 (one) month prior to the GMS, accompanied by reasons, supporting documents, and the profile of the proposed replacement candidate (if any).
 - 3) OJK may approve or reject the proposal. If it is not approved, the Bank is prohibited from including the dismissal or replacement agenda in the GMS.
 - 4) An Independent Commissioner who has not obtained OJK approval for their appointment is prohibited from making binding decisions and/or strategic decisions affecting the Bank's financial condition.
 - d. Resignation
 - 1) Members of the Board of Commissioners may resign before the end of their term by submitting written notification in accordance with the Bank's Articles of Association.
 - 2) A resignation that results in the number of members falling below the minimum requirement shall only become effective after being determined by the GMS and the replacement has been appointed.
 - 3) Members of the Board of Commissioners must resign if proven to be involved in financial crimes.
 - 4) The Financial Services Authority has the authority to conduct evaluations and corrective actions regarding resignations in accordance with applicable laws and regulations.
5. Multiple Positions of the Board of Commissioners
 - a. Members of the Board of Commissioners are prohibited from holding concurrent positions as:
 - 1) Members of the Board of Directors, Board of Commissioners, Sharia Supervisory Board, or Executive Officers in financial institutions (both banks and non-banks);
 - 2) Members of the Board of Directors, Board of Commissioners, Sharia Supervisory Board, or Executive Officers in more than 1 (one) non-financial company, both domestically and internationally;
 - 3) Officials in functional positions within financial institutions;
 - 4) Other positions that create conflicts of interest; and/or
 - 5) Other positions prohibited by applicable laws and regulations.
 - b. The President Commissioner is prohibited from concurrently serving as the Chairperson of more than 1 (one) committee.
 - c. The following are not considered concurrent positions if:
 - 1) A member of the Board of Commissioners holds a position in 1 (one) non-bank subsidiary controlled by the Bank;
 - 2) A Non-Independent Commissioner performs functional duties representing a corporate shareholder in the Bank and/or the Bank's business group; and/or
 - 3) A member of the Board of Commissioners holds a position in a non-profit organization or institution, provided that such positions do not neglect the performance of their duties and responsibilities.

- d. Candidates for members of the Board of Commissioners who hold other positions must submit a statement committing to maintain integrity, avoid conflicts of interest, and refrain from actions that may harm the Bank or violate prudential principles.
- e. Independent Commissioners are prohibited from holding positions as public officials, whether structural or functional.

6. Duties, Responsibilities, and Authorities of the Board of Commissioners

The Board of Commissioners shall have the authority and responsibility to:

- a. Strategic and Business Oversight
 - 1) Approve and oversee the implementation of:
 - a. the Bank's Business Plan;
 - b. the Strategic Plan (Corporate Plan);
 - c. the Resolution Plan, including its improvements and updates;
 - d. the Recovery Plan;
 - e. the Sustainable Finance Action Plan;
 - f. financing policies, including MSME financing; and
 - g. capital structure and funding policies.
 - 2) Evaluate the implementation of such plans and strategies and ensure their alignment with the Bank's long-term objectives and risk appetite.
 - 3) Evaluate, direct, and monitor the implementation of Information Technology (IT) governance, including IT strategy and IT risk management.
- b. Oversight of Risk Management, Compliance, Governance, and AML/CFT/CPF
 - 1) Approve and evaluate Risk Management policies at least once a year and evaluate the accountability of the Board of Directors for their implementation, including cybersecurity risks and the Anti-Fraud Strategy.
 - 2) Conduct active oversight of the implementation of the Compliance Function and provide improvement recommendations to the Board of Directors.
 - 3) Direct, monitor, and evaluate the implementation of Governance, Risk Management, and Compliance in an integrated manner across all organizational levels.
 - 4) Approve, evaluate, and oversee the implementation of policies and programs on Anti-Money Laundering, Counter-Terrorism Financing, and Counter-Proliferation Financing of Weapons of Mass Destruction (AML, CFT, and CPF), and ensure that these matters are discussed in meetings of the Board of Directors and the Board of Commissioners.
- c. Oversight of Audit and Internal Control
 - 1) Oversee the effectiveness of the Bank's internal control system.
 - 2) Approve the annual audit plan, the internal audit budget, and the Internal Audit Charter, taking into consideration the recommendations of the Audit Committee.
 - 3) Appoint and/or dismiss the Head of the Internal Audit Work Unit based on the recommendation of the Audit Committee.
 - 4) Oversee the follow-up actions taken by the Board of Directors regarding findings from Internal Audit, External Auditors, and supervisory authorities including the Financial Services Authority.
 - 5) Oversee the integrity of the Bank's financial reporting process.
- d. Oversight of Governance Bodies and Committees
 - 1) Establish at least the following committees:
 - a) Audit Committee;
 - b) Risk Monitoring Committee; and
 - c) Remuneration and Nomination Committee.

- 2) Evaluate the effectiveness of the committees' performance at least at the end of each financial year.
 - 3) Receive and follow up on recommendations from the Remuneration and Nomination Committee regarding nominations, appointments, dismissals, and remuneration systems for the Board of Directors, Board of Commissioners, and Sharia Supervisory Board.
 - 4) Provide recommendations to the General Meeting of Shareholders regarding the appointment of Public Accountants and Public Accounting Firms.
 - e. General Authorities
 - 1) Provide advice to the Board of Directors regarding the management of the Bank.
 - 2) Obtain accurate, complete, and timely data and information from the Board of Directors.
 - 3) Temporarily suspend members of the Board of Directors in accordance with applicable provisions.
 - 4) Ensure that the Board of Directors follows up on recommendations from the Sharia Supervisory Board.
 - 5) Oversee the implementation of consumer protection obligations and compliance with regulatory provisions.
7. Main Duties and Responsibilities of the President Commissioner
- a. Convene and chair meetings of the Board of Commissioners;
 - b. Chair the General Meeting of Shareholders (GMS); and
 - c. Coordinate the implementation of the duties and responsibilities of the Board of Commissioners.
8. Prohibitions for Members of the Board of Commissioners
- Members of the Board of Commissioners are prohibited from:
- a. Having a majority of members who are related by family up to the second degree with fellow members of the Board of Commissioners, the Sharia Supervisory Board, and/or the Board of Directors.
 - b. Accepting or carrying out instructions from shareholders, affiliated parties, and/or other parties to:
 - 1) Perform actions that are contrary to the principles of Good Corporate Governance;
 - 2) Commit or participate in criminal acts; and/or
 - 3) Take actions that harm or potentially harm the Bank.
 - c. Using the Bank for personal, family, and/or other parties' interests that may harm the Bank.
 - d. Intentionally causing or conducting manipulation of Financial Information and/or Financial Statements so that they do not reflect the actual condition of the Bank or are not in accordance with accounting standards and regulatory provisions, including those issued by the Financial Services Authority.
 - e. Participating in operational decision-making of the Bank, except in the following cases:
 - 1) Provision of funds to related parties in accordance with applicable regulations; or
 - 2) Other matters expressly regulated in the Articles of Association or laws and regulations.

9. Transparency Aspects

Members of the Board of Commissioners must disclose the following information:

- a. Share ownership of 5% (five percent) or more in the Bank and/or other companies, both domestically and internationally.
- b. Financial relationships with fellow members of the Board of Commissioners, the Board of Directors, the Sharia Supervisory Board, and/or the Controlling Shareholders of the Bank.
- c. Family relationships up to the second degree with the parties referred to in point b.
- d. Concurrent positions held.
- e. Remuneration and other facilities in accordance with the Financial Services Authority regulations regarding the implementation of governance in remuneration practices for Sharia Commercial Banks.
- f. Share ownership and any changes thereto, whether owned personally or by family members (spouse and children), in companies both domestically and internationally, reported periodically or whenever changes occur.

10. Orientation for Members of the Board of Commissioners

The Bank organizes an orientation program for newly appointed members of the Board of Commissioners to provide adequate understanding to enable them to perform their duties and responsibilities effectively.

- a. The orientation program shall at least include:
 - 1) Understanding of the Bank's profile, including vision, mission, strategy, medium and long-term plans, performance and financial condition, and risk management.
 - 2) Understanding of duties and responsibilities, limits of authority, working time arrangements, working relationships with the Board of Directors and the Sharia Supervisory Board, and applicable laws and regulations.
 - 3) Introduction to the Bank's culture, values, and code of conduct.Orientation materials and documents are prepared by the relevant work units as needed.
- b. In its implementation, members of the Board of Commissioners participating in the orientation program may:
 - 1) Request briefings or presentations from management;
 - 2) Hold meetings and discussions with the Board of Commissioners and/or Board of Directors;
 - 3) Conduct visits to work units or the Bank's branch network; and/or
 - 4) Access the Bank's information available electronically.

The orientation program may be conducted through face-to-face presentations and/or teleconferences, working visits, and other learning methods as necessary.

11. Training and Certification of Members of the Board of Commissioners

Members of the Board of Commissioners are required to participate in continuous training and development programs in order to enhance their competencies and keep abreast of developments in banking, economic, and financial sectors in support of the Bank's sustainability and growth.

Each member of the Board of Commissioners must possess the required certifications in accordance with applicable laws and regulations, including at least Risk Management Certification.

12. Code of Conduct of Members of the Board of Commissioners

Members of the Board of Commissioners must:

- a. Comply with and adhere to the Bank's Code of Conduct.
- b. Perform the supervisory function independently and not delegate such function to the Board of Directors.

13. Working Time of Members of the Board of Commissioners

- a. The Board of Commissioners must allocate adequate time to perform their duties and responsibilities optimally.
- b. Working time shall follow the Bank's operational hours as required for the execution of duties and may be carried out outside such hours if necessary.
- c. A member of the Board of Commissioners who is unable to perform their duties for 1 (one) consecutive month must submit written notification along with the reasons, to be discussed in the Board of Commissioners Meeting through the Remuneration and Nomination Committee to obtain a follow-up decision.

14. Meeting Arrangements of the Board of Commissioners

- a. Meeting Agenda and Materials
 - 1) The meeting agenda shall be stated in the meeting invitation. Any addition to the agenda may only be made with the approval of the Meeting Chair.
 - 2) Meeting materials shall be delivered no later than 3 (three) working days before the meeting or as required depending on circumstances.
- b. Meeting Implementation
 - 1) Meetings shall be chaired by the President Commissioner. In the event of absence, the attending members shall appoint one of the members to chair the meeting.
 - 2) Meetings of the Board of Commissioners shall be held at least once every 2 (two) months, with physical attendance of all members at least 2 (two) times per year.
 - 3) Meetings may be conducted via teleconference in accordance with applicable documentation and recording requirements.
 - 4) Joint meetings with the Board of Directors shall be held at least once every 4 (four) months.
 - 5) Joint meetings with the Sharia Supervisory Board shall be held at least once every 4 (four) months and attended by the majority of members of each party.
- c. Quorum
 - 1) Meetings of the Board of Commissioners and joint meetings with the Board of Directors are valid if attended by the majority of members of the Board of Commissioners.
 - 2) Joint meetings with the Sharia Supervisory Board are valid if attended by the majority of members of the Board of Commissioners and the majority of members of the Sharia Supervisory Board.
- d. Rights and Decision-Making
 - 1) Each meeting participant has the right to express opinions, which shall be recorded in the minutes of meeting.
 - 2) Decisions shall be made based on deliberation to reach consensus; if consensus cannot be reached, decisions shall be made based on majority vote.
 - 3) Meeting decisions shall be binding on all members of the Board of Commissioners.

- e. Minutes of Meeting
 - 1) Each meeting must be documented in minutes signed by all attending members and maintained in accordance with applicable provisions.
 - 2) Any dissenting opinions must be clearly recorded in the minutes.
 - 3) Copies of the minutes shall be distributed to all members of the Board of Commissioners.

15. Working Relationship Pattern of the Board of Commissioners

The working relationship between the Board of Commissioners, the Board of Directors, and the Sharia Supervisory Board shall be carried out through:

- a. Submission of periodic reports;
- b. Consultations and discussions;
- c. Reviews and evaluations;
- d. Provision of recommendations and/or opinions; and
- e. Periodic meetings.

Such working relationship pattern aims to ensure that the management of the Bank is conducted in accordance with the principles of Good Corporate Governance and sharia principles.

16. Supervisory Reporting of the Board of Commissioners

- a. Reports to the Financial Services Authority and/or other authorities shall be submitted by the Board of Commissioners through the relevant Bank Supervisory Work Unit.
- b. The Board of Commissioners must report to the Financial Services Authority no later than 5 (five) working days after discovering:
 - 1) violations of laws and regulations in the financial, banking, and/or banking business activities sector;
 - 2) conditions or potential conditions that may endanger the Bank's business continuity; and/or
 - 3) significant weaknesses in the financial reporting process that may endanger the Bank's business continuity.

17. Remuneration of Members of the Board of Commissioners

- a. The Bank must have a written remuneration policy for the Board of Commissioners.
- b. Remuneration constitutes compensation for the performance of duties, obligations, and responsibilities over a certain period.
- c. The remuneration system shall be proposed by the Remuneration and Nomination Committee to the Board of Commissioners and subsequently submitted to and determined by the General Meeting of Shareholders (GMS). The GMS may delegate the authority to determine the amount of remuneration to other organs and/or parties by taking into consideration the recommendations of the Remuneration and Nomination Committee.
- d. Members of the Board of Commissioners must disclose their remuneration and other facilities in the corporate governance implementation report and/or the annual report in accordance with applicable laws and regulations.
- e. The remuneration system shall be structured competitively by taking into account labor market conditions as well as the Bank's capability and performance.
- f. The Bank may implement the deferral of variable remuneration payments (malus) and/or the recovery of variable remuneration (clawback) under certain conditions.

18. Conflict of Interest of Members of the Board of Commissioners

- a. Members of the Board of Commissioners must avoid any form of conflict of interest in carrying out their supervisory duties and functions related to the management of the Bank.
- b. In the event of a conflict of interest, members of the Board of Commissioners must disclose it transparently in any related process and/or decision.
- c. Members of the Board of Commissioners are prohibited from accepting or carrying out instructions or requests from shareholders, affiliated parties, and/or other parties to:
 - 1) perform actions that are inconsistent with the principles of Good Corporate Governance;
 - 2) commit criminal acts and/or acts indicated as criminal offenses; and/or
 - 3) take actions that harm or potentially harm the Bank.

19. Provision of Loans to Members of the Board of Commissioners

- a. Members of the Board of Commissioners may obtain loans from the Bank in accordance with applicable provisions.
- b. The provision of loans shall be conducted on an arm's length basis and must follow the standard financing analysis and procedures applicable within the Bank.
- c. Further provisions regarding the provision of loans to members of the Board of Commissioners shall be regulated in the Bank's Financing Policy.

20. Self-Assessment and/or Performance Evaluation of Members of the Board of Commissioners

The performance evaluation of the Board of Commissioners shall be conducted annually through a self-assessment method and/or other evaluation mechanisms as a form of accountability for the implementation of duties and responsibilities.

The performance assessment includes:

- a. A collegial assessment of the performance of the Board of Commissioners.
- b. An individual assessment of each member of the Board of Commissioners.

The results of the self-assessment, both individually and collegially, shall be submitted to the Remuneration and Nomination Committee and the Board of Commissioners for documentation and follow-up.

21. Review Period of the Board of Commissioners Charter

The Charter of the Board of Commissioners must be reviewed periodically at least once every 3 (three) years.