

**PT MATAHARI DEPARTMENT STORE TBK (“Company”)
RISK MANAGEMENT COMMITTEE CHARTER
AND TERMS OF REFERENCE**

I. Purposes

- Risk Management Committee and its charter are established to assist the Board in fulfilling and establishing the responsibilities to oversight risk management system and policy, internal control system and procedures, corporate governance and regulatory compliance system.

II. The Member

- a. The Risk Management Committee (“Committee”) members are:
1. Richard Thomas Gibson – Chief Executive Officer (“*Chairman of Committee*”)
 2. Clarissa Joesoep – Chief Financial Officer
 3. Kevin Fetzer – Head of Store Operation
 4. Andre Rumantir – Human Resources Director
 5. Maju Tarigan – Head of Risk Management and Internal Audit

III. Duties and Responsibility

The following are the duties and responsibilities of the Committee:

- 1) Monitoring and ensure Company has conducted regular Risk Assessment and Risk Management process in effective manner.
- 2) Review, discuss and oversee the development, implementation and effectiveness of Company compliance program, internal policies and procedures, Code of Conduct, application of prevailing laws and regulations and industry standards.
- 3) Ensuring Loss Prevention Programs, Environment Health and Safety, Insurance Coverage and Business Continuity Plan are in place.
- 4) Initiate communications and raise the level of compliance awareness of employee(s) by ensuring Company’s Code of Conduct, Policy and Procedures, Regulations are properly disseminated, understood, followed and oversee its ongoing implementation across the organizations.
- 5) Ensure the informations/reports received through the whistleblowing system (Suara Matahari) and other sources are being followed up properly.
- 6) Resolve and decide appropriate course of actions upon an integrity violation, including approve the recommended changes of control or procedures which might affected to Company’s objectives.

- 7) To review and discuss any update of new laws and regulations which will impact to the Company's business and operation.
- 8) Publish copies of its Terms of Reference and Minutes of its meetings and disseminate to committee member and relevant employee(s).

IV. Frequency of Meeting and Quorum

- Risk Management Committee should have regular meeting at least in quarterly basis. However, an extraordinary meeting to discuss any urgent issue faced by the Company can be conducted by the Committee at any time whenever required.
- The quorum for the Risk Management Committee Meeting shall consist of 3 Members including the Chairman of Committee or designated on his absence.

V. Minute Distribution

Minute will be:

- provided to all Committee members
- published and disseminate to all relevant Directors

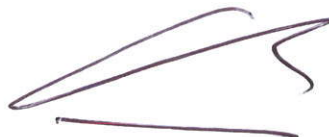
This Risk Management Committee Charter shall become effective immediately.

Date : 1st November 2017

PT Matahari Department Store Tbk
Board of Directors



Bunjamin J. Mailool
President Director



Christian Kurnia
Director