

**INVESTMENT COMMITTEE CHARTER  
PT SILOAM INTERNATIONAL HOSPITALS TBK**

## I. Legal Basis

The background of forming the Investment Committee is based on:

1. The Law No. 40 of 2007 regarding Limited Liability Company (“Law No.40/2007”)
2. Regulation of the Financial Services Authority No.33/POJK.04/2014 dated December 8, 2014 regarding the Board of Directors and Board of Commissioners of the Company or Public Company (‘POJK No.33/2014’).

## II. Definition

1. **Articles of Association** means the articles of association of the Company as amended or modified from time to time.
2. **Board of Commissioners** is an organ of the Company which duty is to supervise generally and/or specially as well as provide advices to the Board of Directors.
3. **Board of Directors** is an organ of the Company which is authorized and fully responsible on the management for the interests of the Company in accordance with the purposes and objectives of the Company as well as represent the Company both inside and outside the court in accordance with the Article of Association.
4. **Company** is PT Siloam International Hospitals Tbk.
5. **Delegation of Authority** means the matrix established by the Board of Commissioners concerning predetermined value limits for the members of BOD.
6. **Investment Plans/Projects** means any major investment intended for capacity enhancement/expansion (including diversification), divestment, restructuring, ensuring the highest level of patient care and safety, improves organizational value, facilities upkeep, and/or maintaining service level of the Company.
7. **Urgent Event(s)** means a condition requiring immediate action and without which can result in the Company forgoing important opportunity to improve organizational value.
8. **Emergency Event(s)** means a state of disaster or an unforeseen occurrence requiring immediate action and without which, may result in unacceptable risks in patient safety, reputational damage or significant lawsuit.

## III. Mission

Mission of the Investment Committee is to assist the Board of Commissioners, within the authority delegated by the Board of Commissioners, to review the planning, implementation, and post implementation of key Investment Plans/Projects to ensure said Plans/Projects fulfill the intended Company objectives/returns to maximize benefits and return to all shareholders and stakeholders (within acceptable and agreed risk level).

## IV. Composition, Structure, Membership and Terms of Office

1. Investment Committee was formed and established by decision of the Board of Commissioners and is responsible to the Board of Commissioners.
2. Investment Committee shall consist at least of 1 (one) chairman and 2 (two) members, one of which is a member of the Board of Commissioners.
3. Members of the Investment Committee are appointed and dismissed by virtue of the resolution of meeting of the Board of Commissioners.
4. The tenure of Investment Committee member shall not exceed the term of office of the Board of Commissioners as stipulated in the Articles of Association.

## **V. Investment Committee Membership Requirements**

1. Members of the Investment Committee shall meet the following requirements:
  - a. Possess high integrity, capability, knowledge and the ability to communicate effectively;
  - b. The Investment Committee members collectively shall possess educational background and expertise in clinical operation and corporate finance;
  - c. Have sufficient knowledge to understand financial statements, the company's businesses specifically related to the Company's services or business activities, risk management, regulations in the capital market and other relevant laws and regulations;
  - d. Do not have conflict of interest with the Company's business activities.
2. Memberships of Investment Committee will end automatically if any of the following conditions are fulfilled:
  - a. End of tenure;
  - b. Deceased, incarcerated, or declared insane; or
  - e. Dismissed by the Board of Commissioners.
3. Investment Committee members may apply for resignation by giving written notification to the Board of Commissioners at least 30 (thirty) days prior to the effective date of resignation.
4. In the event of vacancy of a member of Investment Committee such that the composition of the Committee falls below the minimum composition required in Article IV-2, the Board of Commissioners shall appoint a replacement within 3 (three) months.

## **VI. Duties and Responsibilities**

### **1. Duties and Responsibilities of the Investment Committee**

The duties of the Investment Committee is to review, and subsequently report and provide recommendations to the Board of Commissioners on the following:

- a. Annual CAPEX budget.
- b. Investment Plans/Projects as per the nature outlined in the Investment Manual.

- c. Actual spend against budget and project progress against relevant Investment Plan/Projects (for avoidance of doubt, this does not include detailed review of project implementation).
- d. Post-implementation review of relevant Investment Plans/Projects.
- e. Expedited examination and ratification process relating to Investment Plan/Projects executed under Emergency and Urgent Events.

In addition the Investment Committee has a duty to maintain the confidentiality of documents, data, and information of the Company and not use the information to achieve personal interest or in any ways that are contradictory to the law or detrimental to the Company.

## **2. Authorities of the Investment Committee**

- a. To access any company's records, or employees' information, funds, assets, and other resources related to their duties.
- b. To communicate directly with the Board of Directors and employees of the Company running the functions related to their duties.
- c. To perform other authorities delegated by the Board of Commissioners.

## **VII. Duties Implementation**

1. In performing its duties, the Investment Committee shall refer to the Investment Manual and the Delegation of Authority matrix established by the Board of Commissioners.
2. Investment Committee shall always comply with applicable laws and regulations to avoid sanctions imposed by the authorities.
3. Investment Committee shall always be independent, fair, and professional in performing its duties.

## **VIII. Investment Committee Meetings**

1. Investment Committee shall hold regular meetings with at least 1 (one) time in 3 (three) months and ad-hoc meeting as required.
2. Notification regarding the meeting of the Investment Committee must be made at least 3 (three) days before the meeting is held, except for meetings that have been scheduled since the previous meeting.
3. Notification of Investment Committee meetings can be done in person or by mail, electronic mail, or telephone.
4. Investment Committee meetings can be held through formal meetings or by video/teleconference.
5. Investment Committee meetings are chaired by the Chairman of the Investment Committee. If the Chairman of the Investment Committee is unable to attend, the meeting is chaired by a member of the Investment Committee appointed at the meeting.
6. Investment Committee meetings can only be held if attended by more than ½ (one half) the

number of members of the Investment Committee.

7. Recommendations of the Investment Committee meeting are taken based on the majority vote.
8. The proceeding from each Investment Committee meeting must be stated in the minutes of the meeting, including if there are dissenting opinions, which are signed by all members of the Investment Committee present, and submitted to the Board of Commissioners.
9. The Investment Committee can also make a valid recommendation without holding an Investment Committee meeting, provided that all members of the Investment Committee have been notified in writing and all members of the Investment Committee give approval of the proposal submitted in writing by signing the agreement.

#### **IX. Reporting**

1. The Investment Committee reports to the Board of Commissioners on the result of its review covering observations, recommendations and matters that need to be developed and considered by the Board of Commissioners, including any dissenting view(s).
2. The Investment Committee shall submit a report on the results of its review to the Board of Commissioners no later than 2 (two) working days after the completion of the review report conducted by the Investment Committee.

#### **X. Closing**

1. This Investment Committee charter is effective from the date of enactment.
2. This Investment Committee charter shall be published in the Company's website.
3. The Investment Committee Charter can be reviewed periodically or updated if deemed necessary to be further refined while still observing the provisions and legislation in force and approved by the Company's Board of Commissioners.
4. This Investment Committee Charter was prepared and executed in Bahasa Indonesia and English. The English version shall in all events prevail and be paramount in the event of any differences, questions, or disputes concerning the meaning, form, validity, or interpretation of this Charter.

Stipulated in Tangerang  
On 26 October 2020

Board of Commissioners