

PEDOMAN DAN TATA TERTIB KERJA DEWAN KOMISARIS
BOARD OF COMMISSIONERS CHARTER
PT APEXINDO PRATAMA DUTA TBK
(“APEXINDO”/“PERSEROAN”/the “COMPANY”)

Berdasarkan Undang-Undang Perseroan Terbatas (UUPT), struktur tata kelola Apexindo terdiri dari 3 (tiga) organ utama yaitu Rapat Umum Pemegang Saham (RUPS), Direksi yang dipimpin oleh Direktur Utama dan Dewan Komisaris yang dipimpin oleh Komisaris Utama.

RUPS merupakan organ tata kelola tertinggi di dalam Perseroan, sedangkan Direksi adalah organ Perseroan yang bertanggung jawab penuh atas pengurusan Perseroan, dan Dewan Komisaris adalah organ Perseroan yang melakukan pengawasan serta memberikan nasihat kepada Direksi.

Anggaran Dasar Perseroan secara tegas mengatur pemisahan tugas dan wewenang Direksi dan Komisaris. Pemisahan antara pengurusan dan pengawasan dilakukan antara fungsi Direksi dan Dewan Komisaris untuk menciptakan tata kelola perusahaan yang baik (*Good Corporate Governance*) dalam pengelolaan Perseroan.

1. Ketentuan Umum

- a. Dokumen ini dibuat sebagai pedoman kerja dan tata tertib kerja Dewan Komisaris Apexindo. Pedoman kerja dan tata tertib kerja Dewan Komisaris disusun berdasarkan peraturan perundang-undangan yang berlaku dan bersifat mengikat bagi setiap anggota Dewan Komisaris.
- b. Pedoman kerja dan tata tertib kerja Dewan Komisaris wajib dimuat dalam situs web Perseroan.

Pursuant to the Company Law, the corporate governance structure of Apexindo consists of 3 (three) main organs, which are the General Meeting of Shareholders (GMS), the Board of Directors (BOD) led by the President Director and the Board of Commissioners (BOC) led by the President Commissioner.

The GMS is the highest governance organ in the Company, while the Board of Directors is the organ that is fully responsible for the management of the Company, and the Board of Commissioners is the organ that supervises and provides advice to the Board of Directors.

The Company's Articles of Association regulate the separation of duties and authorities of the BOD and the BOC. The separation between management and supervision is carried out between the functions of the BOD and the BOC to create good corporate governance in the management of the Company.

1. General

- a. This document sets the Code of Conduct for the Board of Commissioners of Apexindo. The Code of Conduct for the Board of Commissioners is based on the applicable laws and regulations and shall bind upon each member of the Board of Commissioners.
- b. The Code of Conduct for the Board of Commissioners shall be posted on the website of the Company.

2. Nilai – nilai

Dewan Komisaris bekerjasama dengan Direksi harus menetapkan visi, misi dan nilai-nilai Perseroan, dan memastikan bahwa hal-hal tersebut dijadikan pedoman dan diterapkan di dalam kegiatan usaha Perseroan sehari-hari. Dewan Komisaris wajib menegakkan dan memberikan teladan atas pelaksanaan asas-asas tata kelola perusahaan yang baik, etika dan peraturan perundang-undangan yang berlaku kepada seluruh pemegang saham dan para pemangku kepentingan lainnya.

Berikut ini adalah visi, misi dan nilai-nilai Perseroan yang merupakan pedoman dalam pelaksanaan kegiatan usaha Perseroan:

Visi:

Kontraktor pengeboran kelas dunia dengan kualitas layanan tanpa kompromi.

Misi:

- Memelihara standar *safety, health and environment* (SHE) yang tinggi untuk memastikan keselamatan dan kesejahteraan karyawan dan lingkungan sekitarnya.
- Memberikan nilai yang maksimal kepada para pemangku kepentingan (*stakeholders*) dan membawa dampak positif kepada masyarakat dan lingkungan.
- Memiliki sumber daya manusia dengan kualitas dan kompetensi standar dunia.

2. Values

The Board of Commissioners in cooperation with the Board of Directors shall set the visions, missions and values of the Company, and ensure that the same shall be used as guidelines and applied in the Company's daily business activities. The Board of Commissioners shall enforce and set an example for the implementation of the principles of good corporate governance, ethics as well as laws and regulations applicable to all shareholders and other stakeholders.

The Company's visions, missions and values which constitute as guidelines in the implementation of the Company's business activities are as follows:

Vision

A world-class drilling contractor offering quality services without compromise.

Mission

- Maintaining high standard of Safety, Health, and Environment (SHE) to ensure the safety and welfare of employees and to protect the surrounding environment.
- Providing maximum value to all of stakeholders and making a positive impact to the society and the environment
- Developing human resources with global-standard quality and competency

Nilai-nilai:

- Kepercayaan: integritas, komitmen dan kejujuran.
- Dedikasi: loyalitas, antusiasme dan pengabdian.
- Kinerja yang tinggi: kompetensi, profesionalisme, kepemimpinan dan hasil.

Corporate Values

- Trust: integrity, commitment and honesty
- Dedication: loyalty, enthusiasm and devotion
- Performance: competence, professionalism, leadership and result

3. Keanggotaan

- a. Terdiri dari sedikitnya 2 (dua) orang anggota Dewan Komisaris, satu di antaranya diangkat menjadi Komisaris Utama dan 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris merupakan Komisaris Independen, dengan memperhatikan peraturan yang berlaku di bidang pasar modal.
- b. Diangkat dari Warga Negara Indonesia dan/atau warga negara asing yang memenuhi persyaratan sesuai peraturan perundang-undangan dan Peraturan Otoritas Jasa Keuangan yang mengatur tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
- c. Anggota Dewan Komisaris diangkat oleh Rapat Umum Pemegang Saham (RUPS) masing-masing untuk jangka waktu 5 (lima) tahun terhitung sejak RUPS yang mengangkat mereka, sampai dengan penutupan RUPS Tahunan yang ke-5 (lima) setelah pengangkatan tersebut dan dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu dengan memperhatikan ketentuan

3. Membership

- a. The BOC shall at least consist of 2 (two) members, one of whom shall be appointed as President Commissioner and 30% of the total membership of the Board of Commissioners shall be Independent Commissioners, subject to the applicable laws and regulations on capital markets.
- b. Those who may be appointed as members of the BOC shall be Indonesian Citizens and/or foreign citizens fulfilling the requirements in accordance with the applicable laws and regulations, including the Otoritas Jasa Keuangan Regulation concerning the BOD and BOC of Issuers or Public Companies.
- c. The members of the Board of Commissioners shall be appointed by a GMS, each for a period of 5 (five) years commencing from the date of the GMS appointing them up until the conclusion of the 5th (fifth) Annual GMS after the appointment without reducing the right of the GMS to terminate them at any time subject to the

- peraturan perundang-undangan yang berlaku.
- d. Jika oleh suatu sebab jabatan seorang anggota Dewan Komisaris lowong, sehingga mengakibatkan jumlah anggota Dewan Komisaris kurang dari 2 (dua) orang, maka RUPS harus diadakan dalam waktu selambat-lambatnya 90 (sembilan puluh) hari sesudah terjadinya lowongan tersebut, untuk mengisi lowongan tersebut.
 - e. Anggota Dewan Komisaris berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari sebelum tanggal pengunduran dirinya.
 - f. Perseroan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Dewan Komisaris yang bersangkutan dalam jangka waktu paling lambat 90 (sembilan puluh) hari setelah diterimanya pemberitahuan secara tertulis tersebut.
 - g. Jabatan anggota Dewan Komisaris berakhir apabila:
 1. Dinyatakan pailit atau ditaruh dibawah pengampuan berdasarkan suatu keputusan pengadilan;
 2. Dilarang menjabat sebagai anggota komisaris karena ketentuan peraturan perundang-undangan yang berlaku;
 3. Mengundurkan diri sesuai dengan ketentuan yang berlaku;
- provisions of the applicable laws and regulations.
- d. In the event by any cause the positions of member of the Board of Commissioners is vacant, resulting the member of the Board is less than 2 (two) members, then a GMS shall be held no later than ninety (90) days since the vacant thereof, to fill the vacancy.
 - e. A member of the Board of Commissioners may resign from his/her office upon at least 30 (thirty) days' prior written notice to the Company.
 - f. The Company shall convene a GMS to decide on the resignation of the relevant member of the Board of Commissioners within a period of at least 90 (ninety) days upon receipt of such written notice.
 - g. The term of office of a member of the Board of Commissioners shall terminate if he/she:
 1. Is declared bankrupt or placed under custody pursuant to a court decision;
 2. Is prohibited to act as a member of any board of commissioners pursuant to a provision of any applicable laws or regulations;
 3. Resigns in accordance with the applicable provisions;
 4. No longer meets any requirements of the laws and regulations;
 5. Passes away; or
 6. Is dismissed by a resolution of a GMS.

4. Tidak lagi memenuhi persyaratan perundang-undangan;
5. Meninggal dunia; atau
6. Diberhentikan berdasarkan keputusan RUPS.

4. Komisaris Independen

Sesuai pemenuhan ketentuan Pasar Modal, jumlah Komisaris Independen wajib paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris Perseroan.

Komisaris Independen selama menjabat wajib memenuhi persyaratan sebagai berikut:

- a. bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikan, atau mengawasi kegiatan Perseroan dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai Komisaris Independen Perseroan pada periode berikutnya;
- b. tidak mempunyai saham baik langsung maupun tidak langsung pada Perseroan;
- c. tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perseroan; dan
- d. tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perseroan.

4. Independent Commissioners

In compliance with the requirements of Capital Markets, the number Independent Commissioners shall not be less than 30% (thirty percent) of the total membership of the Board of Commissioners of the Company.

An Independent Commissioner is required to fulfill the following requirements:

- a. has not worked at or had authorities and responsibilities to plan, lead, control, or oversee the operations of the Company within the last 6 (six) months, except for the re-appointment as the Company's Independent Commissioner in the following period;
- b. does not have any direct or indirect shares in the Company;
- c. does not have any relationships with the Company as Affiliation, member of the Board of Commissioners, member of the Board of Directors, or major shareholder; and
- d. does not have any direct or indirect business relationships relating to the Company's operations.

Komisaris Independen yang telah menjabat selama 2 (dua) periode masa jabatan dapat diangkat kembali pada periode selanjutnya sepanjang Komisaris Independen tersebut menyatakan dirinya tetap independen kepada RUPS.

Dalam hal Komisaris Independen menjabat pada Komite Audit, Komisaris Independen yang bersangkutan hanya dapat diangkat kembali pada Komite Audit untuk 1 (satu) periode masa jabatan Komite Audit berikutnya.

5. Tugas dan Wewenang

- a. Dewan Komisaris bertugas melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberi nasihat kepada Direksi.
- b. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan RUPS Tahunan dan RUPS lainnya sesuai dengan kewenangannya sebagaimana diatur dalam peraturan perundang-undangan dan Anggaran Dasar.
- c. Anggota Dewan Komisaris wajib melaksanakan tugas dan tanggung jawabnya dengan itikad baik, penuh tanggung jawab dan kehati-hatian.

Any Independent Commissioner who has held office for 2 (two) consecutive terms may be reappointed to the extent that such Independent Commissioner declares himself/herself to remain independent to the GMS.

In the case that an Independent Commissioner holds a position in the Audit Committee, the relevant Independent Commissioner may only be reappointed to be in the Audit Committee for 1 (one) subsequent term of office in the Audit Committee.

5. Duties and Responsibilities

- a. The Board of Commissioners is in charge of supervision and responsible for the supervision of the management policy, the implementation of the management in general, both in relation to the Company and the Company's business, and the provision of advice the Board of Directors.
- b. In certain conditions, the Board of Commissioners shall organize the Annual GMS and other GMS in accordance with its authority as stipulated in the laws and regulations and the Articles of Association.
- c. The Board of Commissioners shall perform its duties and responsibilities in good faith, in a responsible and prudent manner.
- d. In order to support the effective performance of its

- d. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya.
 - e. Dewan Komisaris wajib melakukan evaluasi terhadap kinerja komite yang membantu pelaksanaan tugas dan tanggung jawabnya setiap akhir tahun buku.
 - f. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan menyebutkan alasannya.
 - g. Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan dalam keadaan tertentu untuk jangka waktu tertentu yang ditetapkan berdasarkan Anggaran Dasar Perseroan atau keputusan RUPS.
 - h. Anggota Dewan Komisaris dapat merangkap jabatan sebagai anggota Direksi paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain dan sebagai anggota Dewan Komisaris paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain.
 - i. Dalam hal anggota Dewan Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada
- duties and responsibilities, the Board of Commissioners shall establish an Audit Committee and may establish other committees.
 - e. The Board of Commissioners shall evaluate the performance of the committee assisting the performance of its duties and responsibilities at the end of each financial year.
 - f. The Board of Commissioners may manage the Company in certain circumstances for a certain period of time as stipulated by the Company's Articles of Association or a resolution of the GMS.
 - g. The Board of Commissioners has the right to represent the Company in the event that the entire Board of Directors has any conflicts of interest with the Company.
 - h. A member of the Board of Commissioners may concurrently act as a member of a Board of Directors in a maximum of 2 (two) other Listed Companies or Public Companies and a member of a Board of Commissioners in a maximum of 2 (two) other Listed Companies or Public Companies.
 - i. In the case that a member of the Board of Commissioners does not concurrently act as a member of the Board of Directors, the relevant member of the Board of Commissioners may

- 4 (empat) Emiten atau Perusahaan Publik lain.
- j. Anggota Dewan Komisaris dapat merangkap sebagai anggota komite paling banyak pada 5 (lima) komite di Emiten atau Perusahaan Publik di mana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris, sepanjang tidak bertentangan dengan peraturan perundang-undangan lainnya.
 - k. Anggota Dewan Komisaris akan menjalankan program pengembangan dan pelatihan kemampuan sesuai yang dibutuhkan dalam melaksanakan tugas dan tanggung jawabnya.

concurrently act as a member of a Board of Commissioners in a maximum of 4 (four) other Listed Companies or Public Companies.

- j. A member of the Board of Commissioners may concurrently act as a member of a maximum of 5 (five) committees in Listed Companies or Public Companies where the relevant member of the Board of Commissioners also acts as a member of the Board of Directors or a member of the Board of Commissioners, provided that it does not conflict with other laws and regulations.
- k. Member of the Board of Commissioners will carry out development programs and skills training as required in carrying out their duties and responsibilities.

6. Pembentukan Komite

- a. Dalam menjalankan fungsi pengawasan, Dewan Komisaris wajib membentuk komite audit yang memiliki minimal 3 (tiga) anggota di mana Komisaris Independen wajib menjadi ketua Komite Audit.
- b. Fungsi Komite Nominasi dan Remunerasi dijalankan oleh Dewan Komisaris Perseroan dengan pedoman pelaksanaan sebagai berikut:

6. Establishment of Committees

- a. In conducting its supervisory function, the Board of Commissioners shall establish an audit committee, consisting of at least three (3) members, of which an Independent Commissioner shall be the chairperson.
- b. The function of Nomination and Remuneration Committee shall be conducted by the Board of Commissioners of the Company with the guidelines as follows:

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ol style="list-style-type: none"> 1. Wajib bertindak independen dalam menjalankan tugasnya. 2. Tanggung jawab dalam fungsi nominasi: <ol style="list-style-type: none"> a. komposisi jabatan anggota Direksi dan/atau anggota Dewan Komisaris; b. kebijakan dan kriteria yang dibutuhkan dalam proses nominasi; dan c. kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris; d. melakukan penilaian kinerja anggota Direksi dan/atau anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi; e. memberikan rekomendasi mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; f. memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris untuk disampaikan kepada RUPS. | <ol style="list-style-type: none"> 1. Shall act independently in performing the tasks. 2. Responsibilities in the nomination function: <ol style="list-style-type: none"> a. composition of members' positions of the Board of Directors and/or the Board of Commissioners; b. policy and criteria required for the nomination process; and c. performance evaluation policy for members of the Board of Directors and/or members of the Board of Commissioners; d. to assess the performance of members of the Board of Directors and/or members of the Board of Commissioners based on the benchmarks set as evaluation materials; e. to give recommendations on the competence development program for members of the BOD and/or members of the BOC; f. to propose qualified candidates as members of the BOD and/or members of the BOC to be submitted to the GMS. |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>3. Tanggung jawab dalam fungsi remunerasi:</p> <ol style="list-style-type: none"> a. menetapkan struktur remunerasi, kebijakan atas remunerasi dan besaran atas remunerasi; b. melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris. <p>4. Prosedur dalam menjalankan fungsi nominasi:</p> <ol style="list-style-type: none"> a. menyusun komposisi dan proses nominasi anggota Direksi dan/atau anggota Dewan Komisaris; b. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris; c. membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris; d. menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan e. menelaah dan mengusulkan calon | <p>3. Responsibilities in the remuneration function:</p> <ol style="list-style-type: none"> a. to determine the remuneration structure, policy and amount; b. to conduct performance evaluation with the accordance of remuneration received by each member of the BOD and/or each member of the BOC. <p>4. Procedures for the performance of nomination function:</p> <ol style="list-style-type: none"> a. setting out the composition of and the nomination process of the members of the BOD and/or members of the BOC; b. formulating the policy and criteria required in the nomination process of the members of the BOD and/or members of the BOC; c. assisting in the performance evaluation of the members of the BOD and/or members of the BOC; d. designing the competence development program for members of the |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris untuk disampaikan kepada RUPS.
5. Prosedur dalam menjalankan fungsi remunerasi:
 - a. menyusun struktur remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris, yang dapat berupa gaji, honorarium, insentif dan/atau tunjangan yang bersifat tetap dan/atau variabel;
 - b. menyusun kebijakan atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan
 - c. menyusun besaran atas remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris.
 6. Rapat dengan agenda membahas nominasi dan remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan, dan dihadiri oleh mayoritas anggota Dewan Komisaris di mana salah satunya adalah Komisaris Independen.
 7. Laporan pelaksanaan fungsi nominasi dan remunerasi
- BOD and/or members of the BOC; and
- e. reviewing and proposing candidates qualified as members of the BOD and/or members of the BOC to be submitted to the GMS.
5. Procedures for the performance of remuneration function:
 - a. preparing the remuneration structure for members of the BOD and/or members of the BOC, which could be in the form of salary, honorarium, incentives and/or allowances that are fixed and/or variable component;
 - b. formulating the remuneration policy for members of the BOD and/or members of the BOC; and
 - c. determining the amount of remuneration for members of the BOD and/or members of the BOC.
 6. A meeting with the agenda to discuss nomination and remuneration shall be convened periodically at least once in every 4 (four) months, and shall be attended by a majority of members of the BOC, one

merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.

7. Rapat Dewan Komisaris

- a. Rapat Dewan Komisaris wajib diadakan paling sedikit 1 (satu) kali dalam 2 (dua) bulan dan dapat diadakan setiap waktu bilamana dianggap perlu oleh salah seorang Komisaris atau atas permintaan tertulis seorang atau lebih anggota Dewan Komisaris.
- b. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling sedikit 1 (satu) kali dalam 4 (empat) bulan.
- c. Rapat Dewan Komisaris diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha Perseroan.
- d. Rapat Dewan Komisaris dipimpin oleh Komisaris Utama, dalam hal Komisaris Utama tidak dapat hadir atau berhalangan, maka rapat dipimpin oleh salah seorang anggota Dewan Komisaris yang dipilih oleh dan dari anggota Dewan Komisaris yang hadir dalam rapat tersebut.
- e. Seorang anggota Komisaris lainnya dapat diwakili dalam

of whom shall be the Independent Commissioner.

7. Report on the implementation of nomination and remuneration functions shall be part of a report on the implementation of duties of the Board of Commissioners and shall be submitted to the GMS.

7. The Board of Commissioners Meetings

- a. The Board of Commissioners shall convene meetings at least once in every 2 (two) months and such meetings may be convened at any time as required by a Commissioner or upon written request by one or more members of the Board of Commissioners.
- b. The Board of Commissioners shall convene joint meetings with the Board of Directors periodically at least once in every 4 (four) months.
- c. Meetings of the Board of Commissioners shall be convened at the Company's domicile or place of business.
- d. Meetings of the Board of Commissioners shall be chaired by the President Commissioner. In the event that the President Commissioner is absent or prevented from attending, then the Meeting shall be chaired by any of the members of the Board of Commissioners who is appointed by and from the members of Board of

- Rapat Dewan Komisaris hanya oleh seorang anggota Dewan Komisaris lainnya berdasarkan surat kuasa.
- f. Rapat Dewan Komisaris adalah sah dan berhak mengambil keputusan yang mengikat hanya apabila lebih dari $\frac{1}{2}$ (satu per dua) bagian dari jumlah anggota Dewan Komisaris yang sedang menjabat hadir atau diwakili dalam rapat.
- g. Keputusan rapat Dewan Komisaris harus diambil berdasarkan musyawarah untuk mufakat atau keputusan diambil berdasarkan suara setuju lebih dari $\frac{1}{2}$ (satu per dua) bagian dari jumlah suara yang sah dalam rapat.
- h. Apabila suara setuju dan tidak setuju berimbang, maka ketua Rapat yang akan menentukan.
- i. Setiap anggota Dewan Komisaris yang hadir berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Dewan Komisaris lain yang diwakili.
- j. Berita acara rapat Dewan Komisaris harus dibuat dan kemudian ditandatangani oleh ketua rapat dan setidaknya salah seorang anggota Dewan Komisaris yang ditunjuk pada rapat yang bersangkutan.
- k. Dewan Komisaris dapat juga mengambil keputusan yang sah tanpa mengadakan rapat Dewan Komisaris, dengan ketentuan semua anggota Dewan Komisaris telah diberitahu secara tertulis mengenai usul Commissioners present at such meeting.
- e. A member of the Board of Commissioners may only be represented at a meeting of the Board of Commissioners by any other member of the Board of Commissioners by virtue of a power of attorney.
- f. A meeting of the Board of Commissioners shall be valid and may adopt binding resolutions if more than $\frac{1}{2}$ (one half) of the number of incumbent members of the Board of Commissioners are present or represented at such meeting.
- g. Resolutions of a meeting of the Board of Commissioners shall be adopted amicably by deliberation to reach consensus or resolutions shall be adopted pursuant to affirmative votes of more than $\frac{1}{2}$ (one half) of the total valid votes cast at such meeting.
- h. In the event of a tie vote, the chairperson of the Meeting shall have the casting vote.
- i. Each member of the Board of Commissioners who is present shall have the right to cast 1 (one) vote and 1 (one) additional vote for other member of the Board of Commissioners being represented.
- j. Minutes of meeting of the Board of Commissioners shall be made and signed thereafter by the chairperson of the meeting and any members of the Board of Commissioners appointed at such meeting.

yang bersangkutan dan semua anggota Dewan Komisaris memberikan persetujuan mengenai usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut.

- l. Keputusan yang diambil dengan tata cara yang diatur dalam butir k mempunyai kekuatan yang sama dengan keputusan yang diambil dalam rapat Dewan Komisaris.

- k. The Board of Commissioners may also adopt valid resolutions without convening a meeting of the Board of Commissioners, provided that all of the members of the Board of Commissioners have been notified in writing of the relevant recommendations and all of the members of the Board of Commissioners consent to such recommendations made in writing and sign such consent.
 - l. The resolutions adopted by way of the provision in item k shall have the same legal effect as resolutions adopted at a meeting of the Board of Commissioners.

8. Waktu Kerja

Setiap anggota Dewan Komisaris harus mengabdikan waktu mereka dan memiliki perhatian penuh terhadap Perseroan dan siap untuk menghadiri rapat sebagaimana jadwal yang telah ditetapkan dan/atau sewaktu-waktu setiap kali diminta.

8. Working Hours

Each member of the Board of Commissioners shall devote his/her time for and has full attention to the Company and be ready to attend any meetings as scheduled and/or at any time as requested.

9. Penilaian Kinerja

Kinerja anggota Dewan Komisaris dinilai dengan menggunakan beberapa indikator, antara lain:

1. Pelaksanaan tugas dan kewajiban anggota Komisaris yang berpedoman pada ketentuan yang tercantum dalam Anggaran Dasar Perseroan;
2. Kepatuhan terhadap peraturan perundang-undangan yang berlaku;
3. Kehadiran dalam Rapat.

9. Performance Evaluation

The performance of the members of the Board of Commissioners is evaluated using several indicators, among others:

1. Implementation of duties and obligations of members of the Board of Commissioners based on the provisions stated in the Company's Articles of Association;
2. Compliance with applicable laws and regulations;
3. Attendance in the meetings.

Dewan Komisaris mempunyai kebijakan penilaian mandiri (*self assessment*) untuk menilai kinerja Dewan Komisaris. Kebijakan penilaian mandiri (*self assessment*) ini merupakan suatu pedoman yang digunakan sebagai bentuk akuntabilitas atas penilaian kinerja Dewan Komisaris secara kolegal. *Self Assessment* atau penilaian mandiri dilakukan oleh masing-masing anggota Dewan Komisaris untuk menilai pelaksanaan kinerja Dewan Komisaris secara kolegal, dan bukan menilai kinerja individual masing-masing anggota Dewan Komisaris.

9. Transparansi

Anggota Dewan Komisaris wajib mengungkapkan:

- a. Kepemilikan saham pada Perseroan;
- b. Jabatan mereka di Emiten atau Perusahaan Publik lain.

10. Pelaporan dan Pertanggung Jawaban

Dewan Komisaris wajib melaporkan dan mempertanggungjawabkan kegiatan kepengurusan sepanjang berlaku dan kegiatan pengawasan yang dilakukan selama Tahun Buku, termasuk kegiatan Komite Audit kepada pemegang saham melalui Laporan Tahunan yang disusun sesuai aturan yang berlaku; untuk kemudian mendapat persetujuan dari pemegang saham melalui RUPS Tahunan.

Persetujuan Laporan Tahunan oleh RUPS Tahunan, berarti memberikan

The Board of Commissioners has a self-assessment policy to assess the performance of the Board of Commissioners. This self-assessment policy is a guideline used as a form of accountability for the performance evaluation of the Board of Commissioners collegially. Self-assessment is conducted by each member of the Board of Commissioners to evaluate the performance of the Board of Commissioners collegially, and not to evaluate the individual performance of each member of the Board of Commissioners.

9. Transparency

Members of the Board of Commissioners shall disclose:

- a. Their share ownership in the Company;
- b. Their positions in any other Listed Companies or Public Companies.

10. Reporting and Accountability

The Board of Commissioners shall report and account for the management activities to the extent applicable and the supervisory activities undertaken during the Financial Year, including the activities of the Audit Committee, to the shareholders through an Annual Report prepared in accordance with the applicable rules; to be thereafter approved by the shareholders through an Annual GMS.

The approval of an Annual Report by an Annual GMS shall release and fully

pelunasan dan pembebasan tanggung jawab sepenuhnya kepada anggota Dewan Komisaris atas pengawasan yang telah dijalankan selama Tahun Buku sebelumnya, sejauh tindakan tersebut tercermin dalam Laporan Tahunan.

RUPS Tahunan untuk menyetujui Laporan Tahunan diadakan paling lambat dalam waktu 6 (enam) bulan setelah penutupan Tahun Buku yang bersangkutan.

Pertanggungjawaban Dewan Komisaris kepada RUPS merupakan perwujudan akuntabilitas pengawasan Perseroan dalam rangka pelaksanaan asas-asas tata kelola perusahaan yang baik.

11. Penutup

Pedoman kerja dan tata tertib Dewan Komisaris disusun berdasarkan peraturan perundang-undangan dan ketentuan yang berlaku. Pedoman kerja dan tata tertib ini mengikat setiap anggota Dewan Komisaris. Dengan menerapkan pedoman kerja dan tata tertib ini, Dewan Komisaris secara bertanggung jawab akan meningkatkan penerapan prinsip tata kelola perusahaan yang baik bagi Perseroan, dan pada akhirnya akan memberikan nilai tambah bagi Perseroan.

Pedoman kerja dan tata tertib Dewan Komisaris Perseroan pertama kali disusun dan disahkan pada tanggal 8 Desember 2015, yang kemudian diubah dari waktu ke waktu dan disesuaikan dengan peraturan terkini

discharge the responsibilities of the members of the Board of Commissioners upon their supervision that has been carried out during the previous Financial Year, to the extent that such action is reflected in the Annual Report.

The Annual GMS to approve an Annual Report shall be convened at the latest within 6 (six) months after the closing of the relevant Financial Year.

The accountability of the Board of Commissioners to a GMS shall constitute the accountability of the Company's supervision in the implementation of the good corporate governance principles.

11. Closing

The Code of Conduct for the Board of Commissioners is based on the applicable laws and regulations. The Code of Conduct shall be binding upon each member of the Board of Commissioners. By applying the Code of Conduct, the Board of Commissioners is responsible for improving the implementation of the good corporate governance principles in the Company, and will ultimately provide added value for the Company.

The Company's Board of Commissioners Charter was first developed and ratified on December 8, 2015, which was subsequently amended from time to time and in accordance with the latest regulations regarding the Board of Directors and Board of Commissioners as stipulated

mengenai Direksi dan Dewan Komisaris sebagaimana tertuang dalam Peraturan Otoritas Jasa Keuangan (POJK), Anggaran Dasar Perseroan dan peraturan pasar modal lainnya.

in the Financial Services Authority (OJK) Regulations, the Company's Articles of Association and other capital market regulations.

Jakarta, 9 September 2020



Irawan Sastrotanojo

Komisaris Utama/President Commissioner