PIAGAM DEWAN KOMISARIS
CHARTER OF THE BOARD OF COMMISSIONERS

PT TBS ENERGI UTAMA TBK

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BAB I
PENDAHULUAN

CHAPTER I
INTRODUCTION

A. PEMBUKAAN

Untuk mewujudkan penerapan tata kelola perusahaan yang baik diperlukan adanya pengaturan hubungan kerja organ-organ perusahaan utamanya antara Dewan Komisaris *(Board of Commissioners)* dengan Direksi *(Board of Directors)* serta pedoman yang dapat dijadikan landasan oleh Dewan Komisaris / Direksi dalam melaksanakan tugasnya.

Piagam Dewan Komisaris adalah panduan bagi Dewan Komisaris PT TBS Energi Utama Tbk (selanjutnya dalam dokumen ini disebut "**TBS**" atau "**Perusahaan**" atau "**Perseroan**") yang menjelaskan tahapan aktivitas secara terstruktur, sistematis, mudah dipahami dan dapat dijalankan dengan konsisten, sehingga dapat menjadi acuan bagi Dewan Komisaris dalam melaksanakan tugas masing-masing untuk mencapai Visi dan Misi Perseroan agar tercipta pengelolaan Perseroan secara profesional, transparan dan efisien.

Piagam Dewan Komisaris disusun berdasarkan prinsip-prinsip hukum korporasi, peraturan perundang-undangan yang berlaku, ketentuan Anggaran Dasar, keputusan-keputusan serta arahan Rapat Umum Pemegang Saham, dan praktik-praktik terbaik (*best practices*) *Good Corporate Governance* (GCG).

Ketentuan-ketentuan yang berlaku dalam Piagam Dewan Komisaris ini harus selalu sesuai dengan peraturan perundang-undangan dan keputusan

A. OPENING

In order to realize the implementation of good corporate governance, it is necessary to regulate the working relationship among the company's organs, primarily between the Board of Commissioners and the Board of Directors, as well as to establish guidelines that can serve as a foundation for the Board of Commissioners / Board of Directors in carrying out their duties.

The Charter of the Board of Commissioners serves as a guideline for the Board of Commissioners of PT TBS Energi Utama Tbk (hereinafter in this document referred to as "**TBS**" or the "**Company**" or the "**Corporation**"), which explains the stages of activities in a structured, systematic, easily understandable, and consistently applicable manner, so that it can become a reference for the Board of Commissioners in performing their respective duties to achieve the Corporation's Vision and Mission, in order to establish professional, transparent, and efficient management of the Corporation.

The Charter of the Board of Commissioners is prepared based on the principles of corporate law, prevailing laws and regulations, the provisions of the Articles of Association, resolutions and directives of the General Meeting of Shareholders, and the best practices of Good Corporate Governance (GCG).

The provisions set forth in this Charter of the Board of Commissioners must always be in compliance with the applicable laws and regulations and resolutions of the

RUPS sebagai ketentuan yang lebih tinggi. Apabila terdapat ketentuan dalam Piagam Dewan Komisaris yang bertentangan dengan ketentuan yang lebih tinggi, maka ketentuan dalam Piagam Dewan Komisaris dinyatakan tidak berlaku dan yang berlaku adalah ketentuan yang lebih tinggi.

General Meeting of Shareholders as higher-ranking provisions. In the event that any provision in the Charter of the Board of Commissioners contradicts a higher-ranking provision, such provision in the Charter shall be deemed invalid, and the higher-ranking provision shall prevail.

Pelaksanaan Piagam Dewan Komisaris merupakan salah satu bentuk komitmen dari Dewan Komisaris dalam rangka mengimplementasikan prinsip-prinsip *Good Corporate Governance*. Piagam Dewan Komisaris diharapkan dapat mendukung terciptanya suatu pola hubungan kerja yang mengedepankan implementasi prinsip GCG sesuai dengan standar etika dan nilainilai yang berlaku di Perseroan, serta mematuhi Anggaran Dasar dan semua peraturan perundang-undangan yang berlaku guna mencapai maksud dan tujuan Perseroan.

The implementation of the Charter of the Board of Commissioners constitutes a form of commitment by the Board of Commissioners to the implementation of the principles of Good Corporate Governance. This Charter of the Board of Commissioners is expected to support the establishment of a working relationship framework that prioritizes the implementation of GCG principles in accordance with the ethical standards and values upheld by the Corporation, and to ensure compliance with the Articles of Association and all applicable laws and regulations, in order to achieve the purposes and objectives of the Corporation.

B. AKUNTABILITAS

Dewan Komisaris bertanggung jawab kepada Rapat Umum Pemegang Saham (RUPS) terhadap tugas pengawasan untuk kepentingan sesuai dengan maksud dan tujuan Perseroan yang ditetapkan dalam Anggaran Dasar.

B. ACCOUNTABILITY

The Board of Commissioners is accountable to the General Meeting of Shareholders (GMS) for its supervisory duties in the interest of fulfilling the purposes and objectives of the Corporation as stipulated in the Articles of Association

C. NILAI

Nilai yang ditanamkan oleh Perseroan adalah “bekerja dengan hati, bergerak dengan nurani”. Dengan penerapan nilai ini diharapkan segenap insan Perseroan dapat menjadi pribadi yang profesional yang mampu bekerja dengan hati serta berjalan sinergis dengan lingkungan dan mampu

C. VALUES

The values instilled by the Corporation are “working with heart, acting with conscience.” Through the implementation of this value, it is expected that all members of the Corporation may become professional individuals capable of working wholeheartedly, moving in synergy with the environment, and providing meaningful contributions to memberikan manfaat bagi masyarakat di masa depan.

society in the future

BAB II
DASAR HUKUM PIAGAM DEWAN KOMISARIS

Penyusunan Piagam Dewan Komisaris ini berpedoman pada:

1. Anggaran Dasar PT TBS Energi Utama Tbk.
2. Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas.
3. Undang-Undang Republik Indonesia Nomor 8 Tahun 1995 tentang Pasar Modal.
4. Peraturan Otoritas Jasa Keuangan Nomor 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka.
5. Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
6. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
7. Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.04/2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit.
8. Peraturan Otoritas Jasa Keuangan Nomor 56/POJK.04/2015 tentang Pembentukan dan Pedoman Penyusunan Piagam Unit Audit

CHAPTER II
LEGAL BASIS OF THE CHARTER OF THE BOARD OF COMMISSIONERS

The preparation of this Charter of the Board of Commissioners is based on the following:

1. The Articles of Association of PT TBS Energi Utama Tbk.
2. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies
3. Law of the Republic of Indonesia Number 8 of 1995 concerning Capital Markets
4. Financial Services Authority Regulation Number 21/POJK.04/2015 concerning the Implementation of Corporate Governance Guidelines for Public Companies.
5. Financial Services Authority Regulation Number 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.
6. Financial Services Authority Regulation Number 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.
7. Financial Services Authority Regulation Number 55/POJK.04/2015 concerning the Establishment and Guidelines for the Implementation of the Audit Committee.
8. Financial Services Authority Regulation Number 56/POJK.04/2015 concerning the Establishment and Guidelines for the

Internal.

Sebagaimana diubah dan/atau diganti sewaktu-waktu.

BAB III
STRUKTUR ORGANISASI DAN KEANGGOTAAN

A. Persyaratan dan Komposisi Dewan Komisaris

<u>Persyaratan</u>

1. Dewan Komisaris paling kurang terdiri dari 2 (dua) orang anggota Dewan Komisaris yang terdiri dari Komisaris dan Komisaris Independen. Setiap anggota Dewan Komisaris tidak dapat bertindak sendiri-sendiri, melainkan berdasarkan keputusan Dewan Komisaris (kolegial).
2. Yang dapat diangkat sebagai anggota Dewan Komisaris adalah orang perseorangan yang harus memenuhi beberapa persyaratan sebagai berikut:
   a) Mempunyai akhlak, moral dan integritas yang baik.
   b) Cakap melakukan perbuatan hukum.
   c) Dalam 5 (lima) tahun sebelum dan selama menjabat Anggota Dewan Komisaris:
      1) Tidak pernah dinyatakan pailit.
      2) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan

Preparation of the Internal Audit Unit Charter

As amended and/or replaced from time to time.

CHAPTER III
ORGANIZATIONAL STRUCTURE AND MEMBERSHIP

A. Requirements and Composition of the Board of Commissioners

<u>Requirement</u>

1. The Board of Commissioners shall consist of at least 2 (two) members, comprising Commissioners and Independent Commissioners. Each member of the Board of Commissioners may not act individually but must act based on resolutions of the Board of Commissioners (collegial principle).
2. Individuals eligible to be appointed as members of the Board of Commissioners must meet the following requirements:
   a) Possess good character, morals, and integrity.
   b) Be legally competent to perform legal acts.
   c) Within 5 (five) years prior to and during their tenure as a member of the Board of Commissioners:
      1) Have never been declared bankrupt.
      2) Have never served as a member of the Board of Directors and/or a member of the Board of Commissioners who was declared at fault for causing a company to be declared bankrupt.

pailit.

3) Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan.
4) Tidak pernah menjadi anggota Direksi dan atau anggota Dewan Komisaris yang selama menjabat:
   a. Pernah tidak menyelenggarakan RUPS Tahunan.
   b. Pertanggungjawabannya sebagai anggota Direksi dan/ atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/ atau anggota Dewan Komisaris kepada RUPS.
   c. Pernah menyebabkan perusahaan tidak memenuhi kewajiban atau ketentuan peraturan dan hukum yang berlaku.
   d. Memiliki komitmen untuk mematuhi peraturan perundang-undangan.
   e. Memiliki pengetahuan dan/ atau keahlian di bidang yang dibutuhkan Perseroan.

d) Memiliki integritas, dedikasi, pemahaman mengenai masalah-masalah manajemen perusahaan.

3) Have never been convicted for a criminal offense that caused financial loss to the state and/or related to the financial sector.
4) Have never served as a member of the Board of Directors and/or the Board of Commissioners who, during their term of office:
   a. Failed to convene an Annual GMS.
   b. Had their accountability as a member of the Board of Directors and/or Board of Commissioners rejected by the GMS or failed to provide accountability as a member of the Board of Directors and/or member of the Board of Commissioners to the GMS.
   c. Caused the company to fail to fulfil its legal or regulatory obligations.
   d. Have a commitment to comply with prevailing laws and regulations.
   e. Possess knowledge and/or expertise in fields required by the Company.

d) Possess integrity, dedication, and an understanding of corporate management issues.

e) Memiliki pengetahuan yang memadai di bidang usaha Perseroan

3. Untuk **Komisaris Independen** 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 periode berikutnya.
   b. Tidak mempunyai saham pada Perseroan baik langsung maupun tidak langsung.
   c. Tidak mempunyai hubungan Afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi atau pemegang saham utama Perseroan.
   d. Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perseroan.

e) Have adequate knowledge in the Company's line of business.

3. An **Independent Commissioner** must also fulfill the following requirements:
   a. Not be a person who works for or has authority and responsibility for planning, directing, controlling, or supervising the Company's activities within the last 6 (six) months, except for reappointment as the Company's Independent Commissioner for the subsequent term.
   b. Not have any shares in the Company, either directly or indirectly.
   c. Not have any Affiliated relationship with the Company, members of the Board of Commissioners, members of the Board of Directors, or the Company's major shareholders
   d. Not have any business relationship, either directly or indirectly, related to the Company's business activities.

<u>Komposisi Dewan Komisaris</u>

1. Dewan Komisaris terdiri dari sekurang-kurangnya 2 (dua) orang, dan seorang diantaranya diangkat sebagai Komisaris Utama.
2. Perusahaan wajib memiliki Komisaris Independen dengan jumlah Komisaris Independen paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan

<u>Composition of the Board of Commissioners</u>

1. The Board of Commissioners shall consist of at least 2 (two) members, one of whom shall be appointed as President Commissioner.
2. The Company is required to have Independent Commissioners, with the number of Independent Commissioners comprising at least 30% (thirty percent) of the total

Komisaris.

members of the Board of Commissioners.

B. Keanggotaan Dewan Komisaris

1. Setiap anggota Dewan Komisaris tidak dapat bertindak sendiri-sendiri, melainkan berdasarkan keputusan Dewan Komisaris atau berdasarkan penunjukan dari Dewan Komisaris.
2. Anggota Dewan Komisaris diangkat dan diberhentikan oleh RUPS.
3. Kepada anggota Dewan Komisaris baru wajib diberikan program pengenalan oleh Sekretaris Perusahaan atau siapapun yang menjalankan fungsi sebagai sekretaris perusahaan.
4. Ketentuan mengenai pengunduran diri anggota Dewan Komisaris mengacu pada ketentuan Anggaran Dasar Perseroan dan peraturan yang berlaku.

B. Membership of the Board of Commissioners

1. Each member of the Board of Commissioners may not act individually but must act based on the resolution of the Board of Commissioners or based on a delegation by the Board of Commissioners.
2. Members of the Board of Commissioners are appointed and dismissed by the GMS.
3. To newly appointed member of the Board of Commissioners must be provided with an induction program by the Corporate Secretary or any party performing the function of the corporate secretary.
4. Provisions concerning the resignation of members of the Board of Commissioners shall refer to the provisions of the Company's Articles of Association and the prevailing laws and regulations.

C. Masa Jabatan

1. Masa jabatan anggota Dewan Komisaris yang ditetapkan dalam RUPS tidak boleh lebih dari 4 (empat) tahun atau terhitung sejak tanggal pengangkatan yang ditetapkan oleh RUPS, dan berakhir penutupan RUPS Tahunan yang ke-4 (empat) setelah tanggal pengangkatannya dengan memperhatikan peraturan perundangundangan di bidang Pasar Modal, namun tidak mengurangi hak dari

C. Term of Office

1. The term of office for members of the Board of Commissioners as determined by the GMS shall not exceed 4 (four) years from the date of appointment as stipulated by the GMS and shall end at the close of the 4th (fourth) Annual GMS following the date of appointment, subject to the laws and regulations in the Capital Market sector. However, this does not prejudice the right of the GMS to dismiss any member of the Board of Commissioners at any

RUPS untuk sewaktu-waktu dapat memberhentikan para anggota Dewan Komisaris sebelum masa jabatannya berakhir.

time prior to the end of their term of office.

2. Ketentuan mengenai berakhirnya masa jabatan Dewan Komisaris mengacu pada ketentuan Anggaran Dasar Perseroan dan peraturan yang berlaku

2. Provisions concerning the expiration of the term of office of members of the Board of Commissioners shall refer to the provisions of the Company's Articles of Association and applicable laws and regulations.

D. Program Pengenalan

1. Anggota Dewan Komisaris yang baru diangkat wajib mengikuti Program Pengenalan agar dapat memahami tugas dan tanggung jawab sebagai Anggota Dewan Komisaris, proses bisnis Perseroan, serta dapat bekerja selaras dengan Organ Perseroan lainnya.
2. Penyelenggaraan Program Pengenalan merupakan tanggung jawab Sekretaris Perusahaan.
3. Program Pengenalan bagi Anggota Dewan Komisaris yang baru diangkat sekurang-kurangnya mencakup:
   a. Pelaksanaan prinsip-prinsip GCG oleh Perseroan;
   b. Keterangan mengenai tugas dan tanggung jawab Dewan Komisaris (*Fiduciary Duty*);
   c. Gambaran umum mengenai Perseroan berkaitan dengan Visi, Misi, Nilai Perusahaan, sifat dan lingkup kegiatan,

D. Induction Program

1. Each newly appointed member of the Board of Commissioners must participate in an Induction Program to understand their duties and responsibilities as a member of the Board of Commissioners, gain insight into the Company's business processes, and be able to work in harmony with other Corporate Organs.
2. The implementation of the Induction Program shall be the responsibility of the Corporate Secretary.
3. The Induction Program for newly appointed members of the Board of Commissioners shall at a minimum include:
   a. Implementation of the principles of Good Corporate Governance (GCG) by the Company;
   b. Information regarding the duties and responsibilities of the Board of Commissioners (Fiduciary Duty);
   c. General overview of the Company, including Vision, Mission, Corporate Values, nature and scope of activities, financial and

kinerja keuangan dan operasi, strategi, rencana jangka pendek dan jangka panjang, tingkat risiko, posisi kompetitif, dan berbagai masalah strategis lainnya;

d. Keterangan mengenai tugas, wewenang, tanggung jawab dan hak-hak Dewan Komisaris serta keterangan yang berkaitan audit Internal dan eksternal, sistem dan kebijakan pengendalian Internal, termasuk Komite Audit;

e. Berbagai peraturan perundang-undangan yang berlaku serta Kebijakan Perusahaan, seperti Undang-Undang Perseroan Terbatas, Undang-Undang Tipikor, Undang-Undang Persaingan Usaha, Peraturan Pemerintah tentang industri beton, dan lain-lain;

f. Hal-hal lain yang berkaitan dengan kegiatan perusahaan.

4. Program Pengenalan dapat berupa presentasi, pertemuan, kunjungan ke kantor unit kerja/ proyek, atau program lainnya yang dianggap sesuai dengan kebutuhan.

E. PROGRAM PELATIHAN

1. Program pendidikan dan pelatihan profesional yang berkelanjutan untuk Dewan Komisaris dilaksanakan sesuai kebutuhan Perseroan dapat berupa pelatihan,

operational performance, strategy, short- and long-term plans, risk level, competitive position, and other strategic matters;

d. Information on the duties, authorities, responsibilities, and rights of the Board of Commissioners as well as matters related to internal and external audit, internal control systems and policies, including the Audit Committee;

e. Applicable laws and regulations as well as Company Policies, such as the Law on Limited Liability Companies, the Anti-Corruption Law, the Law on Business Competition, Government Regulations on the concrete industry, and others;

f. Other matters relevant to the activities of the Company.

4. The Induction Program may take the form of presentations, meetings, site visits to work units/projects, or other programs deemed suitable based on the Company's needs.

E. TRAINING PROGRAM

1. Ongoing professional education and training programs for the Board of Commissioners shall be carried out in accordance with the Company's needs and

seminar, workshop maupun *short course*.

2. Dewan Komisaris menyusun program pelatihan/ seminar yang akan diikuti dan memasukkan dalam Rencana Kerja Tahunan. Dewan Komisaris diharapkan dapat berbagi informasi dan pengetahuan (*sharing knowledge*) kepada Dewan Komisaris/ Direksi lainnya, dari program pendidikan dan pelatihan yang telah diikutinya.

may include training, seminars, workshops, or short courses.

2. The Board of Commissioners shall prepare a training/seminar program to be attended and include it in the Annual Work Plan. The Board of Commissioners are expected to share information and knowledge gained from the educational and training programs with other Board of Commissioners and/or the Board of Directors, from the education and training programs they have attended.

F. KOMISARIS INDEPENDEN

1. Yang dimaksud dengan Komisaris Independen adalah anggota Dewan Komisaris yang tidak memiliki hubungan keuangan, kepengurusan, kepemilikan saham dan/atau hubungan keluarga dengan anggota Dewan Komisaris lainnya, anggota Direksi dan/atau Pemegang Saham Pengendali atau hubungan dengan Perusahaan yang bersangkutan, yang dapat mempengaruhi kemampuan untuk bertindak independen.
2. Komisaris Independen diharapkan dapat menciptakan iklim yang obyektif, independen, dan menjaga fairness untuk kepentingan Perusahaan dan tidak terikat dari pengaruh pihak-pihak yang memiliki kepentingan yang bisa jadi berbeda dengan kepentingan Perusahaan dikarenakan fungsi pengawasannya dapat

F. INDEPENDENT COMMISSIONER

1. An Independent Commissioner is a member of the Board of Commissioners who does not have any financial, management, share ownership and/or family relationship with other members of the Board of Commissioners, members of the Board of Directors, and/or the Controlling Shareholders, or any relationship with the Company that could affect their ability to act independently.
2. Independent Commissioners are expected to foster an objective and independent climate and to maintain fairness for the interest of the Company, being free from the influence of parties whose interests may differ from that of the Company. This is due to their supervisory function, which enables them to express independent views in meetings.

dilakukan dengan menyuarakan pendapat yang independen dalam rapat.

BAB IV
TUGAS, KEWAJIBAN DAN WEWENANG DEWAN KOMISARIS

CHAPTER IV
DUTIES, OBLIGATIONS, AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

Dalam melaksanakan tugas, kewajiban dan wewenangnya kepada Perseroan, Dewan Komisaris bekerja pada waktu kerja yang wajar selama hari-hari di luar hari yang telah ditetapkan oleh pemerintah sebagai hari libur nasional.

In carrying out its duties, obligations, and authorities to the Company, the Board of Commissioners works during reasonable working hours on days other than those designated as national holidays by the government.

A. Tugas Dewan Komisaris

Dewan Komisaris bertugas secara kolektif, namun agar lebih efisien dan efektif dalam melaksanakan tugas, dapat dilakukan pembagian tugas di antara anggota Dewan Komisaris. Namun demikian, sekalipun telah dilakukan pembagian tugas, tanggung jawab atas pengawasan jalannya Perseroan secara keseluruhan tetap secara kolektif sebagai Organ Perseroan, yaitu:

1. Melakukan pengawasan atas kebijakan pengurusan, jalannya pengurusan umumnya baik mengenai Perseroan maupun usaha Perseroan yang dilakukan oleh Direksi.
2. Menetapkan kebijakan Dewan Komisaris mengenai penilaian kinerja Direksi secara kolegial dan individual.
3. Melakukan penilaian kinerja Direksi secara kolegial dan individu dengan realisasi pencapaian masing-masing.
4. Menyampaikan hasil penilaian kinerja Direksi kepada RUPS dalam laporan tugas pengawasan Dewan

A. Duties of the Board of Commissioners

The Board of Commissioners performs its duties collectively, however, to ensure more efficient and effective execution of these duties, a division of tasks among the members of the Board of Commissioners may be implemented. Nevertheless, despite the division of tasks, the responsibility for supervising the overall management of the Company remains collective as a Company Organ, namely:

1. Supervising the management policies, the general conduct of management of the Company and the Company's business carried out by the Directors.
2. Establishing the Board of Commissioners' policy for the performance appraisal of the Directors both collectively and individually.
3. Conducting performance appraisals of the Directors on both a collective and individual basis against the realization of each director's performance.
4. Presenting the results of the performance appraisals of the Directors to the GMS in the annual

Komisaris secara tahunan.

5. Pengawasan terhadap pelaksanaan rencana kerja tahunan Perseroan, ketentuan anggaran dasar dan keputusan RUPS serta peraturan perundang-undangan, untuk kepentingan Perseroan dan sesuai dengan maksud dan tujuan Perseroan.

supervisory report of the Board of Commissioners.

5. Supervising the implementation of the Company's annual work plan, the provisions of the articles of association, GMS resolutions, and applicable laws and regulations, in the interest of the Company and in accordance with the Company's purposes and objectives.

B. Kewajiban Dewan Komisaris

Sehubungan dengan pelaksanaan tugas Dewan Komisaris, Dewan Komisaris berkewajiban:

1. Berwenang melakukan pengawasan atas kebijakan pengurusan, jalannya pengurusan umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberikan nasihat kepada Direksi dalam melaksanakan pengurusan Perseroan.
2. Memberikan pendapat dan persetujuan rencana kerja tahunan Perseroan serta rencana kerja lainnya yang disiapkan Direksi, sesuai dengan ketentuan anggaran dasar Perseroan.
3. Mengikuti perkembangan kegiatan Perseroan, memberikan pendapat dan saran kepada Direksi mengenai setiap masalah yang dianggap penting bagi kepengurusan Perseroan.
4. Melakukan penunjukan akuntan publik yang akan melakukan pemeriksaan atas laporan keuangan Perseroan sesuai kewenangan yang diberikan oleh Rapat Umum Pemegang Saham Perseroan.
5. Meneliti dan menelaah laporan berkala dan laporan tahunan yang disiapkan Direksi serta

B. Obligations of the Board of Commissioners

In relation to the implementation of its duties, the Board of Commissioners is obliged to:

1. Be authorized to supervise the management policies, the general management of the Company and the Company's business and to provide advice to the Board of Directors in the execution of the Company's management.
2. Provide opinions and approve the annual work plan of the Company and other work plans prepared by the Directors, in accordance with the provisions of the Company's articles of association.
3. Monitor the Company's activities and provide opinions and suggestions to the Directors on any issues considered important for the Company's management.
4. Appoint a public accountant to audit the Company's financial statements, in accordance with the authority granted by the Company's General Meeting of Shareholders.
5. Review and assess periodic and annual reports prepared by the Board of Directors and sign the Company's

menandatangani laporan tahunan Perseroan.

annual report.

6. Membuat risalah rapat Dewan Komisaris dan menyimpan salinannya.
7. Melaporkan kepada Perseroan mengenai kepemilikan sahamnya dan/atau keluarganya dalam Perseroan dan di perseroan lain.
8. Memberikan laporan tentang tugas pengawasan yang telah dilakukan selama tahun buku yang baru lampau kepada Rapat Umum Pemegang Saham Perseroan.
9. Melaksanakan kewajiban lainnya dalam rangka tugas pengawasan dan pemberian nasihat, sepanjang tidak bertentangan dengan peraturan perundang undangan, anggaran dasar dan/atau keputusan Rapat Umum Pemegang Saham Perseroan.
10. Memantau dan memastikan bahwa tata kelola perusahaan yang baik telah diterapkan secara efektif dan berkelanjutan.
11. Mengevaluasi efektivitas Unit Audit Internal dibantu Komite Audit.
12. Menetapkan kebijakan dan/atau prosedur proses penunjukkan calon Auditor Eksternal dan/atau penunjukkan kembali Auditor Eksternal dan penyampaian usulan calon Auditor Eksternal kepada RUPS.
13. Menyusun rencana kerja penunjukkan dan anggaran biaya audit eksternal untuk calon Auditor, dan memasukkannya ke dalam Rencana Kerja Tahunan Dewan Komisaris.
14. Mengevaluasi kinerja Auditor Eksternal sesuai dengan ketentuan yang berlaku.
15. Pengawasan dan pemberian nasihat dilakukan untuk

6. Prepare the minutes of Board of Commissioners' meetings and retain copies thereof.
7. Report to the Company regarding share ownership and/or their families' share ownership in the Company and in other companies.
8. Submit a report on the supervisory duties performed during the past financial year to the Company's General Meeting of Shareholders.
9. Carry out other obligations in relation to supervision and the provision of advice, as long as such obligations do not conflict with prevailing laws and regulations, the Company's articles of association, and/or resolutions of the GMS.
10. Monitor and ensure that good corporate governance is implemented effectively and sustainably.
11. Evaluate the effectiveness of the Internal Audit Unit with the assistance of the Audit Committee.
12. Establish policies and/or procedures for the process of appointing candidates for External Auditor and/or reappointing External Auditor and submit proposals for candidates for External Auditor to the GMS.
13. Prepare the work plan and audit cost budget for the candidate Auditor and include it in the Annual Work Plan of the Board of Commissioners.
14. Evaluate the performance of the External Auditor in accordance with the applicable regulations.
15. Supervision and advice shall be given in the interest of the Company and in

kepentingan Perseroan dan sesuai dengan maksud dan tujuan Perseroan, dan tidak dimaksudkan untuk kepentingan pihak atau golongan tertentu.

accordance with its purposes and objectives, and not intended for the benefit of any specific party or group.

C. Wewenang Dewan Komisaris

1. Memeriksa Perseroan

Dalam melaksanakan tugas pengawasan, Dewan Komisaris berwenang untuk secara bersama-sama maupun sendiri-sendiri setiap waktu dalam jam kerja kantor Perseroan untuk:

a. Memeriksa buku, surat, serta dokumen lainnya, memeriksa kas untuk keperluan verifikasi dan lain-lain surat berharga dan memeriksa kekayaan Perseroan.
b. Memasuki pekarangan, gedung dan kantor yang dipergunakan oleh Perseroan.
c. Meminta penjelasan dari Direksi dan/atau pejabat lainnya mengenai segala persoalan yang menyangkut pengelolaan Perseroan.
d. Mengetahui segala kebijakan dan tindakan yang telah dan akan dijalankan oleh Direksi.
e. Meminta Direksi dan/atau pejabat lainnya di bawah Direksi dengan sepengetahuan Direksi untuk menghadiri rapat Dewan Komisaris.
f. Melaksanakan kewenangan pengawasan lainnya sepanjang tidak bertentangan dengan peraturan perundang-undangan, anggaran dasar dan/atau keputusan Rapat Umum Pemegang Saham

C. Authorities of the Board of Commissioners

1. Inspecting the Company

In carrying out supervisory duties, the Board of Commissioners has the authority, either collectively or individually, at any time during the Company's office hours, to:

a. Examine the books, letter, and other documents, inspect the cash for verification purposes, as well as other securities and review the Company's assets.
b. Enter the premise, building, and office used by the Company.
c. Request explanations from the Directors and/or other officers regarding all matters concerning the management of the Company.
d. Be informed of all policies and actions that have been or will be taken by the Directors.
e. Request the presence of the Directors and/or other officers under the Directors, with the knowledge of the Directors, to attend the Board of Commissioners meetings.
f. Exercise other supervisory authorities as long as they do not conflict with prevailing laws and regulations, the Company's articles of association, and/or Company's General Meeting of Shareholders resolutions.

Perseroan.

2. **Membentuk Komite dan Bantuan Tenaga Ahli**
   Dewan Komisaris memiliki wewenang untuk:
   a. Membentuk Komite Audit, Komite Nominasi dan Remunerasi atau komite lainnya yang membantu tugas pengawasan Dewan Komisaris, sesuai ketentuan perundang-undangan yang berlaku.
   b. Mengangkat dan memberhentikan seorang sekretaris Dewan Komisaris, apabila diperlukan.

2. **Forming Committees and Engaging Expert Assistance**
   The Board of Commissioners is authorized to:
   a. Establish an Audit Committee, a Nomination and Remuneration Committee, or other committees to assist with the Board of Commissioners supervisory duties, in accordance with applicable laws and regulations.
   b. Appoint and dismiss a secretary of the Board of Commissioners, if deemed necessary.

BAB V
HAK-HAK DEWAN KOMISARIS

Dewan Komisaris memiliki hak untuk:

1. Menerima remunerasi yang jumlahnya ditetapkan oleh RUPS dengan memperhatikan ketentuan peraturan perundang- undangan.
2. Mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir sesuai dengan ketentuan yang diatur dalam anggaran dasar Perseroan.

CHAPTER V
RIGHTS OF THE BOARD OF COMMISSIONERS

The Board of Commissioners shall have the right to:

1. Receive remuneration in an amount determined by the GMS, taking into account the provisions of applicable laws and regulations.
2. Resign from their position prior to the expiration of their term of office in accordance with the provisions stipulated in the Company's articles of association.

BAB VI
ORGAN PENDUKUNG DEWAN KOMISARIS

1. Dalam menjalankan tugasnya sesuai prinsip-prinsip *Good Corporate Governance* Dewan Komisaris perlu dibantu oleh organ pendukung untuk mewujudkan pengawasan yang efektif.
2. Organ pendukung Dewan Komisaris

CHAPTER VI
SUPPORTING ORGANS OF THE BOARD OF COMMISSIONERS

1. In carrying out its duties in accordance with the principles of Good Corporate Governance, the Board of Commissioners requires the support of supporting organs to ensure effective oversight.

terdiri dari Komite yang pembentukannya disesuaikan dengan kondisi dan kebutuhan Perusahaan.

2. The supporting organs of the Board of Commissioners consist of Committee, the formation of which shall be adjusted to the conditions and needs of the Company.

BAB VII
PRINSIP- PRINSIP PENGAMBILAN KEPUTUSAN DEWAN KOMISARIS

Prinsip-prinsip pengambilan keputusan Dewan Komisaris dalam pelaksanaan tugas pengawasan dan pemberian nasihat kepada Direksi adalah sebagai berikut:

1. Setiap Anggota Dewan Komisaris bertanggung jawab atas keputusan Dewan Komisaris.
2. Setiap Anggota Dewan Komisaris terlibat dalam proses pengambilan keputusan Dewan Komisaris.
3. Dalam menetapkan keputusan terhadap suatu permasalahan, setiap anggota Dewan Komisaris wajib mempertimbangkan prinsip-prinsip sebagai berikut:
   a. Mematuhi anggaran dasar Perseroan dan peraturan perundang-undangan serta prinsip profesionalisme, efisiensi, transparansi, kemandirian, akuntabilitas, pertanggungjawaban, serta kewajaran;
   b. Beritikad baik;
   c. Pertimbangan rasional dan informasi yang cukup;
   d. Investigasi terhadap permasalahan serta berbagai kemungkinan pemecahan; serta
   e. Keputusan diambil dan dilakukan berdasarkan pertimbangan semata-mata untuk kepentingan Perseroan.

CHAPTER VII
PRINCIPLES OF DECISION-MAKING BY THE BOARD OF COMMISSIONERS

The principles of decision-making by the Board of Commissioners in carrying out its supervisory duties and providing advice to the Directors are as follows:

1. Each member of the Board of Commissioners is responsible for the decisions of the Board of Commissioners.
2. Each member of the Board of Commissioners is involved in the decision-making process of the Board of Commissioners.
3. In making decisions on an issue, each member of the Board of Commissioners must take into account the following principles:
   a. Compliance with the Company's articles of association and prevailing laws and regulations, as well as the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness;
   b. Good faith;
   c. Rational judgment and sufficient information;
   d. Investigation into the issue and possible solutions; and
   e. Decisions must be made and executed solely in the interest of the Company.

BAB VIII
RAPAT DEWAN KOMISARIS

A. Jenis dan Jadwal Rapat

1. Rapat Dewan Komisaris terdiri dari (i) Rapat Dewan Komisaris dan (ii) Rapat Gabungan Dewan Komisaris dan Direksi.
2. Dewan Komisaris wajib mengadakan Rapat Dewan Komisaris paling kurang 1 (satu) kali dalam 2 (dua) bulan.
3. Dewan Komisaris wajib mengadakan Rapat Gabungan Dewan Komisaris dan Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
4. Dewan komisaris dapat mengadakan rapat sewaktu-waktu atas permintaan 1 (satu) atau beberapa anggota Dewan Komisaris atau Direksi, dengan menyebutkan hal yang akan dibicarakan.
5. Keputusan-keputusan yang mengikat dapat juga ditetapkan tanpa mengadakan Rapat Dewan Komisaris, dengan ketentuan semua anggota Dewan Komisaris telah diberitahu secara tertulis mengenai usul keputusan yang dimaksud dan semua anggota Dewan Komisaris memberikan persetujuan mengenai usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Dewan Komisaris

CHAPTER VIII
BOARD OF COMMISSIONERS MEETING

A. Types and Schedule of Meetings

1. Meetings of the Board of Commissioners consist of: (i) Board of Commissioners Meetings and (ii) Joint Meetings between the Board of Commissioners and the Directors.
2. The Board of Commissioners must hold a Board of Commissioners Meeting at least once every two (2) months.
3. The Board of Commissioners must hold a Joint Meeting with the Board of Directors periodically, at least once every four (4) months.
4. The Board of Commissioners may hold meetings at any time upon the request of one or more members of the Board of Commissioners or the Directors, specifying the matters to be discussed.
5. Binding decisions may also be made without convening a physical meeting of the Board of Commissioners, provided that all members of the Board of Commissioners have been notified in writing of the proposed resolution and all members of the Board of Commissioners have given their written approval and signed the said resolution. Resolution adopted in this manner shall have the same legal force as those made in a duly convened Board of Commissioners Meeting.

B. Pelaksanaan Rapat

Teknis pelaksanaan Rapat Dewan Komisaris dan Rapat Gabungan Dewan Komisaris dan Direksi, termasuk namun tidak terbatas pada tempat rapat, pemanggilan rapat, pimpinan rapat dan kuorum rapat, dilaksanakan sesuai ketentuan Anggaran Dasar Perseroan.

C. Risalah Rapat

1. Setiap Rapat Dewan Komisaris harus dibuatkan Risalah Rapat. Risalah Rapat ditandatangani oleh seluruh peserta rapat yang hadir.
2. Dalam hal terdapat anggota Dewan Komisaris dan/atau anggota Direksi yang tidak menandatangani hasil rapat, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan risalah rapat.
3. Risalah Rapat wajib didokumentasikan oleh Perseroan.
4. Setiap Anggota Dewan Komisaris berhak mendapatkan salinan Risalah Rapat, terlepas apakah Anggota Dewan Komisaris yang bersangkutan hadir atau tidak hadir dalam Rapat tersebut.

D. Rapat Dewan Komisaris Melalui Sarana Video Telekonferensi atau Sarana Elektronik lainnya

Dalam hal anggota Dewan Komisaris tidak dapat menghadiri rapat secara fisik, maka anggota Dewan Komisaris dapat menghadiri rapat dengan melalui media telekonferensi, video konferensi, atau sarana media

B. Meeting Implementation

The technical implementation of the Board of Commissioners Meetings and Joint Meetings between the Board of Commissioners and the Directors, including but not limited to the meeting venue, notice of meetings, meeting leadership, and meeting quorum, shall be conducted in accordance with the Company's articles of association.

C. Minutes of Meeting

1. Every Board of Commissioners Meeting must have Minutes of Meeting. The Minutes of Meeting shall be signed by all attending members.
2. In the event that any member of the Board of Commissioners and/or the Directors does not sign the minutes, that individual must state the reason in writing in a separate letter attached to the minutes of meeting.
3. Minutes of Meeting must be documented by the Company.
4. Every member of the Board of Commissioners has the right to obtain a copy of the minutes, regardless of whether the Member of the Board of Commissioners was present at the meeting.

D. Board of Commissioners Meetings via Video Teleconference or Other Electronic Means

If a member of the Board of Commissioners is unable to attend a meeting in person, then the member of the Board of Commissioners may attend through teleconference, video conference, or other electronic media, in accordance with the applicable provisions.

elektronik lainnya sesuai dengan ketentuan yang berlaku.

E. Prinsip-prinsip pengambilan keputusan Dewan Komisaris

1. Setiap Anggota Dewan Komisaris bertanggung jawab atas keputusan Dewan Komisaris.
2. Setiap Anggota Dewan Komisaris terlibat dalam proses pengambilan keputusan Dewan Komisaris.
3. Dalam menetapkan keputusan terhadap suatu permasalahan, setiap anggota Dewan Komisaris wajib mempertimbangkan prinsip-prinsip sebagai berikut:
    a. Mematuhi anggaran dasar Perseroan dan peraturan perundang-undangan serta prinsip profesionalisme, efisiensi, transparansi, kemandirian, akuntabilitas, pertanggungjawaban, serta kewajaran;
    b. Beritikad baik;
    c. Pertimbangan rasional dan informasi yang cukup;
    d. Investigasi terhadap permasalahan serta berbagai kemungkinan pemecahan;
    e. Keputusan dilakukan berdasarkan pertimbangan semata-mata untuk kepentingan Perseroan; serta
    f. Keputusan diambil dengan suara terbanyak.

E. Principles of Decision-Making by the Board of Commissioners

1. Each member of the Board of Commissioners is responsible for decisions made by the Board of Commissioners.
2. Each member of the Board of Commissioners shall be involved in the decision-making process of the Board.
3. In making decisions on a particular matter, each member of the Board of Commissioners must take into account the following principles:
    a. Compliance with the Company's articles of association and prevailing laws and regulations, as well as the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness;
    b. Acting in good faith;
    c. Rational consideration and adequate information;
    d. Investigation into the issues and exploration of possible solutions;
    e. Decisions must be made solely in the interest of the Company;
    f. Decisions are made based on the majority vote.

BAB IX
ETIKA JABATAN

Dalam melaksanakan tugas dan fungsinya Dewan Komisaris harus selalu melandasi diri dengan etika jabatan. Etika jabatan Dewan Komisaris adalah sebagai berikut:

1. Anggota Dewan Komisaris dilarang melakukan tindakan yang mempunyai benturan kepentingan (*conflict of interest*) dan mengambil keuntungan pribadi, dari pengambilan keputusan dan/atau pelaksanaan kegiatan Perusahaan, selain penghasilan yang sah.
2. Anggota Dewan Komisaris wajib melaporkan kepada Sekretaris Perusahaan mengenai kepemilikan sahamnya dan atau keluarganya Perusahaan tersebut dan Perusahaan lain termasuk setiap perubahannya.
3. Anggota Dewan Komisaris wajib melakukan pengungkapan dalam hal terjadi benturan kepentingan, dan anggota Dewan Komisaris yang bersangkutan tidak boleh melibatkan diri dalam proses pengambilan keputusan Dewan Komisaris yang berkaitan dengan hal tersebut.
4. Dalam melaksanakan tugas dan fungsinya, setiap anggota Dewan Komisaris harus:
   a. Mematuhi Anggaran Dasar dan peraturan perundang-undangan serta prinsipprinsip profesionalisme, efisiensi, transparansi, kemandirian, akuntabilitas, pertanggungjawaban, serta kewajaran.
   b. Beritikad baik, penuh kehati-hatian dan bertanggung jawab dalam menjalankan tugas pengawasan dan pemberian

CHAPTER IX
CODE OF ETHICS

In carrying out its duties and functions, the Board of Commissioners must always be guided by ethical standards. The code of ethics for the Board of Commissioners is as follows:

1. Members of the Board of Commissioners are prohibited from engaging in actions that create a conflict of interest and from deriving personal gain from the Company's decision-making or business activities, other than lawful remuneration.
2. Members of the Board of Commissioners are required to report to the Corporate Secretary regarding their share ownership and/or that of their family members in the Company and other companies, including any changes thereto.
3. Members of the Board of Commissioners are required to make disclosures in the event of a conflict of interest and the relevant member of the Board of Commissioners shall not participate in the Board of Commissioners' decision-making process related to the matter.
4. In performing their duties and functions, each member of the Board of Commissioners must:
   a. Comply with the Articles of Association and applicable laws and regulations, as well as adhere to the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness.
   b. Act in good faith, with due care and full responsibility in carrying out their supervisory duties and in providing advice to the Directors for

nasihat kepada Direksi untuk kepentingan Perusahaan dan sesuai dengan maksud dan tujuan Perusahaan.

the benefit of the Company and in accordance with the Company's objectives and purposes.

BAB X
HUBUNGAN KERJA DENGAN DIREKSI

Hubungan kerja yang baik antara Dewan Komisaris dengan Direksi merupakan salah satu hal yang sangat penting agar masing-masing organ Perusahaan dapat bekerja sesuai fungsinya dengan efektif dan efisien. Direksi bertugas menjalankan kegiatan operasional Perusahaan dan Dewan Komisaris bertugas mengawasi pelaksanaan kegiatan yang dilakukan Direksi tersebut. Untuk itu, dalam menjaga hubungan kerja yang baik antara Dewan Komisaris dan Direksi harus menerapkan prinsip-prinsip sebagai berikut:

1. Dewan Komisaris menghormati fungsi dan peran Direksi dalam mengurus Perusahaan sebagaimana telah diatur dalam peraturan perundang undangan.
2. Direksi menghormati fungsi dan peran Dewan Komisaris dalam melakukan pengawasan dan pemberian nasihat terhadap kebijakan pengurusan Perusahaan.
3. Untuk menjaga independensi masing-masing organ Perusahaan, setiap hubungan kerja antara Dewan Komisaris dan Direksi merupakan hubungan yang bersifat formal, dalam arti harus senantiasa dilandasi oleh suatu mekanisme baku atau korespondensi yang dapat dipertanggungjawabkan.
4. Hubungan yang bersifat informal dapat dilakukan oleh masing- masing anggota Dewan Komisaris dan anggota Direksi, namun tidak dapat

CHAPTER X
WORKING RELATIONSHIP WITH THE BOARD OF DIRECTORS

A good working relationship between the Board of Commissioners and the Directors is crucial for each corporate organ to function effectively and efficiently. The Directors is responsible for managing the Company's operations and the Board of Commissioners oversees the implementation of such management activities. To maintain a sound working relationship between the Board of Commissioners and the Board of Directors, the following principles must be observed:

1. The Board of Commissioners shall respect the functions and roles of the Directors in managing the Company as regulated by prevailing laws and regulations.
2. The Directors shall respect the functions and roles of the Board of Commissioners in supervising and providing advice on the Company's management policies.
3. To preserve the independence of each corporate organ, all working relationships between the Board of Commissioners and the Directors must be formal in nature, and therefore must always be based on an established mechanism or correspondence that is accountable.
4. Informal communication may occur between individual members of the Board of Commissioners and the Directors, but such communication

dipakai sebagai kebijakan formal sebelum melalui mekanisme atau korespondensi yang dapat dipertanggungjawabkan.

5. Setiap hubungan kerja antara Dewan Komisaris dan Direksi merupakan hubungan kelembagaan dalam arti bahwa Dewan Komisaris dan Direksi sebagai jabatan kolektif yang merepresentasikan keseluruhan anggotanya sehingga setiap hubungan kerja antara anggota Dewan Komisaris dan anggota Direksi harus diketahui oleh anggota Dewan Komisaris dan anggota Direksi lainnya.
6. Anggota Dewan Komisaris baik secara sendiri-sendiri maupun kolegial dapat memperoleh akses informasi yang berhubungan dengan pengelolaan Perusahaan termasuk tetapi tidak terbatas informasi mengenai Anak Perusahaan.
7. Dalam hal permintaan informasi oleh Dewan Komisaris menyangkut Perusahaan Anak maka permintaan tersebut disalurkan melalui Direksi Perusahaan. Merupakan wewenang Direksi Perusahaan untuk meminta informasi tersebut dari Anak Perusahaan dengan kewenangannya sebagai Pemegang Saham.
8. Dewan Komisaris bersama-sama Direksi Perusahaan secara periodik melakukan rapat koordinasi dan konsultasi dalam rangka membahas berbagai permasalahan yang menyangkut Perusahaan yang dituang dalam Risalah Rapat.
9. Semua rapat koordinasi Direksi dan Dewan Komisaris dipimpin oleh Komisaris Utama. Dalam hal Komisaris Utama tidak hadir atau berhalangan, rapat dipimpin oleh anggota Dewan Komisaris yang

shall not serve as formal policy until it has gone through an accountable mechanism or correspondence.

5. All working relationships between the Board of Commissioners and the Directors are institutional in nature, meaning that both the Board of Commissioners and the Directors act as collective bodies representing all of their members. Accordingly, any working relationship between individual members of the Board of Commissioners and the Directors must be made known to other members of the Board of Commissioners and the Directors.
6. Members of the Board of Commissioners, individually or collectively, may obtain access to information related to the management of the Company, including but not limited to information regarding Subsidiaries.
7. If the information request from the Board of Commissioners pertains to a Subsidiary, such request shall be channelled through the Directors of the Company. The Directors has the authority to request the information from the Subsidiary in its capacity as the Shareholder.
8. The Board of Commissioners and the Board of Directors shall periodically hold coordination and consultation meetings to discuss various matters concerning the Company, which shall be documented in the Minutes of Meeting.
9. All coordination meetings between the Directors and the Board of Commissioners shall be chaired by the President Commissioner. In the event the President Commissioner is absent or unavailable, the meeting shall be

ditentukan oleh anggota Dewan Komisaris yang hadir.

10. Keputusan rapat koordinasi Direksi dan Dewan Komisaris merupakan sesuatu yang mengikat bagi semua peserta rapat.

chaired by a member of the Board of Commissioners appointed by the attending members of the Board of Commissioners.

10. Resolutions made in coordination meetings between the Directors and the Board of Commissioners are binding on all meeting participants.

BAB XI
BENTURAN KEPENTINGAN

Benturan kepentingan Dewan Komisaris adalah suatu kondisi tertentu dimana kepentingan individual anggota Dewan Komisaris berpotensi untuk bertentangan dengan kepentingan Perusahaan untuk meraih laba, meningkatkan nilai perusahaan, mencapai visi dan menjalankan misi Perusahaan serta melaksanakan keputusan RUPS.

Beberapa prinsip yang dianut Perusahaan untuk mencegah terjadinya benturan kepentingan dan implikasi lanjutan yang sering ditimbulkannya antara lain adalah sebagai berikut:

1. Dewan Komisaris selalu menghindari adanya benturan kepentingan di dalam melaksanakan tugasnya. Dewan Komisaris tidak akan memanfaatkan jabatan untuk kepentingan pribadi atau untuk kepentingan orang atau pihak lain yang terkait.
2. Dewan Komisaris harus menghindari setiap aktivitas yang dapat mempengaruhi independensinya dalam tugas pengawasan Perusahaan.
3. Dewan Komisaris berkewajiban mengisi Daftar Khusus yang berisikan kepemilikan sahamnya dan/atau keluarganya perusahaan lain.

CHAPTER XI
CONFLICT OF INTEREST

A conflict of interest for the Board of Commissioners refers to a specific condition in which the personal interests of an individual member of the Board of Commissioners have the potential to conflict with the interests of the Company in generating profit, enhancing corporate value, achieving its vision, fulfilling the Company’s mission, and implementing GMS resolutions.

Some of the principles adopted by the Company to prevent conflicts of interest and the subsequent implications that often arise include the following:

1. The Board of Commissioners shall always avoid any conflict of interest in the performance of its duties. Members of the Board of Commissioners must not use their positions for personal gain or for the benefit of any related person or party.
2. The Board of Commissioners must avoid any activity that may affect their independence in carrying out their supervisory duties for the Company.
3. The Board of Commissioners is obliged to complete a Special Register containing information on their share ownership and/or that of their family members in other companies.

4. Apabila terjadi benturan kepentingan, maka harus diungkapkan, dan Dewan Komisaris yang bersangkutan tidak boleh melibatkan diri dalam proses pengambilan keputusan Perusahaan.

4. In the event of a conflict of interest, it must be disclosed, and the member of the Board of Commissioners concerned must refrain from participating in the Company's decision-making process related to the matter.

BAB XII
PENUTUP

CHAPTER XII
CLOSING

Piagam Dewan Komisaris ini berlaku efektif sejak tanggal 16 Desember 2020 dan secara berkala akan dievaluasi untuk penyempurnaan.

This Charter of the Board of Commissioners shall become effective as of 16 December 2020 and shall be reviewed periodically for refinement.