

## BOARD OF COMMISSIONERS

## BOARD OF COMMISSIONERS CHARTER

In performing its duties, the Board of Commissioners has a working guideline namely the Board of Commissioners Charter (BOC Charter), which has been updated and ratified based on the Decree of the Board of Commissioners No. KEP.KOM/014/2019 dated 25 September 2019. This Charter regulates the Board of Commissioner's work procedures and stages of activities in a structured and systematic manner, easy to understand and can be carried out consistently. The BOC Charter serves as a reference in carrying out their respective duties to achieve the Company's goals.

The BOC Charter is prepared based on the Limited Liability Company Law, Capital Market Law, OJK Regulation, BEI Regulation and the Company's Articles of Association.

The BOC Charter regulates the following matters:

1. General Provisions
2. Duties, Responsibilities and Authority
  - a. Duties, Obligations and Responsibilities
  - b. Rights and Powers of the Board of Commissioners
  - c. Information Disclosure and Conflict of Interest
  - d. Committee
  - e. Secretary of the Board of Commissioners
3. Board of Commissioners Meeting
  - a. Meeting Quorum Types and Quorums

- b. Guest Participants in the Board of Commissioners' Meeting
  - c. Chairman of the Meeting
  - d. Meeting materials
  - e. Meeting Decision
  - f. Minutes of meetings
  - g. Meeting Summons and Organizations
4. Working Mechanism
  - a. Assignment of duties
  - b. Commissioner Working Time
  - c. c. Signing of Documents
  - d. Business trip
  - e. Performance Evaluation of the Board of Commissioners
5. Others
  - a. Work Ethics and Corporate Culture
  - b. Continuing Education
  - c. Change
  - d. Closing

## BOARD OF COMMISSIONERS DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Board of Commissioners refer to the BOC Charter, as follows:

1. The Board of Commissioners has the duty to supervise the management policies, the general management of the Company and the business of the Company conducted by the Board of Directors, including oversight of the implementation of the Company's Long-Term Plan, Corporate Work Plans and Budget, Articles of Association, the GMS decisions and prevailing laws and regulations, for the benefit of the Company in accordance with the aims and objectives of the Company.

2. In carrying out its duties in conducting supervision and providing advice, the Board of Commissioners is responsible for:

- a. Ensuring that good governance is implemented in every business activity of the Company at all organizational levels and evaluating the integrated corporate governance policies.
- b. Safeguarding the interests of the Company by taking into account the interests of the Shareholders and being accountable to the GMS.
- c. Ensuring the application of Risk Management and Capital Management integrally in accordance with the characteristics and complexity of the Financial Conglomerate's business

within the Company.

3. Specifically in the implementation of the internal control system, the Board of Commissioners is also responsible for:
  - a. Ensuring the Board of Directors develops and maintains an adequate, effective and efficient internal control system.
  - b. Reviewing the effectiveness and efficiency of the internal control system based on information obtained from the Internal Audit Work Unit at least once in 1 (one) year.
  - c. Appoint an independent quality controller from an external party to conduct a review of the Internal Audit Unit performance, taking into account the recommendations of the Audit Committee.