

**PIAGAM DEWAN KOMISARIS
PT DIAN SWASTATIKA SENTOSA Tbk
("Perseroan")**

**CHARTER OF THE BOARD OF
COMMISSIONERS OF
PT DIAN SWASTATIKA SENTOSA TBK
("Company")**

Piagam Dewan Komisaris ini disusun sesuai prinsip tata kelola perusahaan yang baik, sebagai pedoman dan tata tertib kerja yang mengikat setiap anggota Dewan Komisaris untuk melaksanakan tugas dan tanggung jawabnya secara efektif, sehingga diharapkan dapat meningkatkan kepercayaan publik dan memberikan nilai tambah berkelanjutan secara jangka panjang bagi pemegang saham.

Piagam ini merupakan penyempurnaan dari piagam Dewan Komisaris yang telah diterbitkan Perseroan pada tanggal 1 Desember 2015.

1. Landasan Hukum

- Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas
- Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal
- Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik ("POJK 33")
- Anggaran Dasar Perseroan

2. Nilai dan Etika

- Dalam menjalankan tugas, tanggung jawab, dan wewenangnya, seluruh anggota Dewan Komisaris wajib menerapkan Enam Nilai Grup Sinarmas, yaitu, Integritas, Sikap Positif, Komitmen, Perbaikan Berkelanjutan, Inovasi, dan Loyalitas.
- Anggota Dewan Komisaris wajib bertindak sesuai dengan peraturan perundang-undangan yang berlaku, Anggaran Dasar Perseroan, Kode Etik Perseroan, dan Piagam Dewan Komisaris.

This charter of the Board of Commissioners is prepared according to the principles of good corporate governance, as a guideline that binds every member of the Board of Commissioners in carrying out his/her duties and responsibilities effectively, which in turn, is expected to increase public trust and provide long-term sustainable added value for shareholders.

This charter is a refinement of the Charter of the Board of Commissioners which was issued by the Company on December 1, 2015.

1. Legal Basis

- Law Number 40 Year 2007 regarding Limited Liability Company
- Law Number 8 Year 1995 regarding Capital Market
- Indonesia Financial Services Authority's Regulation Number 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Companies ("POJK 33")
- Company's Articles of Association

2. Values and Ethics

- In performing its duties, responsibilities, and authorities, all members of the Board of Commissioners must implement Six Values of Sinarmas Group, i.e., Integrity, Positive Attitude, Commitment, Continuous Improvement, Innovation, and Loyalty.
- All members of the Board of Commissioners must act in accordance with applicable regulations, Articles of Association of the Company, Company's Code of Conduct, and Charter of the Board of Commissioners.

- Anggota Dewan Komisaris wajib berlandaskan pada itikad baik, akuntabilitas, independensi, dan kehati-hatian, sehingga keputusan yang diambil bersifat obyektif dan bebas dari tekanan maupun kepentingan pihak manapun dan mendukung kepentingan Perseroan.

3. Komposisi dan Kriteria

- Dewan Komisaris terdiri dari sedikitnya 3 (tiga) orang, dipimpin oleh Presiden Komisaris dan dibantu oleh 1 (satu) atau lebih Wakil Presiden Komisaris dan/atau Komisaris dan Komisaris Independen.
- Jumlah anggota Komisaris Independen sedikitnya berjumlah 30% (tiga puluh persen) dari jumlah anggota Dewan Komisaris.
- Jumlah, komposisi, dan keberagaman anggota Dewan Komisaris dapat ditinjau secara berkala oleh Komite Nominasi.
- Setiap individu dapat diangkat sebagai anggota Dewan Komisaris dengan mempertimbangkan usia, pendidikan, pengalaman, dan kemampuan khusus yang dimiliki, tanpa melihat gender, suku, agama, dan ras.
- Kriteria atau persyaratan umum seseorang untuk dapat diangkat sebagai anggota Dewan Komisaris dan Komisaris Independen Perseroan adalah sesuai dengan ketentuan sebagaimana tercantum dalam POJK 33 dan Anggaran Dasar Perseroan.

4. Pengangkatan, Pemberhentian, dan Masa Jabatan

- Anggota Dewan Komisaris diangkat dan diberhentikan oleh Rapat Umum Pemegang Saham (“RUPS”) untuk jangka waktu sampai dengan ditutupnya RUPS Tahunan yang ke-5 (kelima) setelah RUPS yang mengagendakan pengangkatan anggota Dewan Komisaris yang bersangkutan.

- Member of the Board of Commissioners must act on good faith, accountability, independency, and prudence, so that the resolutions can be made objectively and free of conflicts of interests and support the Company's interests.

3. Composition and Criteria

- The Board of Commissioners shall consist at least of 3 (three) members, led by President Commissioner and assisted by 1 (one) or more Vice President Commissioner(s) and/or Commissioner(s) and Independent Commissioner(s).
- Independent Commissioner(s) shall constitute at least 30% (thirty percent) from total members of the Board of Commissioners.
- The number, composition, and diversity of members of the Board of Commissioners can be reviewed periodically by the Nomination Committee.
- Each individual can be appointed as member of the Board of Commissioners by considering age, education, experience, and special skills, regardless of gender, ethnicity, religion, and race.
- Criteria or general requirements for a person to be appointed as member of the Company's Board of Commissioners and Independent Commissioner(s) are in accordance with the provisions as stipulated in POJK 33 and the Company's Articles of Association.

4. Appointment, Termination, and Tenure

- Member of the Board of Commissioners is appointed and dismissed by General Meeting of Shareholders (“GMS”) for the period until the closing of the 5th (fifth) annual GMS which schedules the appointment of the relevant member of the Board of Commissioners.

- Anggota Dewan Komisaris yang masa jabatannya telah berakhir dapat diangkat kembali dengan persetujuan RUPS.
- Komisaris Independen diperkenankan untuk menjabat selama 2 (dua) periode jabatan dan dapat diangkat kembali selama yang bersangkutan menyatakan tetap independen, mendapatkan persetujuan RUPS.
- RUPS berhak memberhentikan anggota Dewan Komisaris pada setiap waktu sebelum masa jabatannya berakhir.
- Anggota Dewan Komisaris berhak mengundurkan diri dari jabatannya dengan memenuhi ketentuan Anggaran Dasar Perseroan.
- Jabatan anggota Dewan Komisaris dengan sendirinya berakhir, jika:
 - i. Anggota Dewan Komisaris mengundurkan diri sesuai dengan ketentuan Anggaran Dasar Perseroan;
 - ii. Anggota Dewan Komisaris meninggal dunia;
 - iii. Anggota Dewan Komisaris diberhentikan berdasarkan keputusan RUPS;
 - iv. Anggota Dewan Komisaris dinyatakan pailit atau asetnya ditaruh di bawah pengampuan berdasarkan suatu keputusan pengadilan;
 - v. Anggota Dewan Komisaris tidak lagi memenuhi persyaratan perundangan yang berlaku, termasuk jika anggota Dewan Komisaris yang bersangkutan terbukti terlibat dalam kejahatan keuangan;
 - vi. Masa jabatan anggota Dewan Komisaris berakhir.
- Usulan pengangkatan, pemberhentian, dan/atau penggantian anggota Dewan Komisaris kepada RUPS perlu memperhatikan rekomendasi dari Komite Nominasi. Dalam hal anggota Dewan Komisaris memiliki benturan kepentingan dengan usulan yang direkomendasikan, benturan kepentingan tersebut wajib diungkapkan.
- Member of the Board of Commissioners whose tenure has ended, can be re-appointed with approval from GMS.
- The Independent Commissioner is allowed to serve for 2 (two) periods and may be re-appointed as long as he/she declares independency, and obtains approval from GMS.
- GMS is entitled to dismiss the member of the Board of Commissioners before the tenure ends.
- A member of the Board of Commissioners is entitled to resign from his/her position in accordance with Articles of Association of the Company.
- Tenure of member of Board of Commissioners ends automatically, if:
 - i. He or she resigns in accordance with the Articles of Association of the Company;
 - ii. He or she dies;
 - iii. He or she is dismissed by the GMS
 - iv. He or she is declared bankrupt or his or her assets are placed under judicial management by court decision;
 - v. He or she no longer meets the legal requirements, including if the member of the Board of Commissioners concerned is proven to be involved in financial crimes;
 - vi. The tenure ends.
- Proposal of appointment, termination, and/or replacement of member of the Board of Commissioners to GMS shall refer to the recommendations from the Nomination Committee. In the event the member of the Board of Commissioners has conflict of interest with the proposal, such conflict of interest must be disclosed.

- Tata cara pengangkatan, penggantian, pemberhentian, atau pengunduran diri anggota Dewan Komisaris Perseroan adalah sesuai dengan ketentuan sebagaimana tercantum dalam POJK 33 dan Anggaran Dasar Perseroan.
- The procedure for appointment, replacement, termination, or resignation of the member of the Board of Commissioners is in accordance with the provisions as stipulated in POJK 33 and the Company's Articles of Association.

5. Program Orientasi dan Pelatihan

- Program orientasi bagi anggota Dewan Komisaris yang baru dilaksanakan untuk memberi arahan bagi anggota Dewan Komisaris yang bersangkutan agar memperoleh pemahaman tentang Perseroan dan membantu anggota Dewan Komisaris baru tersebut menjalankan tugas dan tanggung jawabnya dengan efektif.
- Materi program orientasi anggota Dewan Komisaris baru, mencakup antara lain:
 - i. Kode Etik Perseroan;
 - ii. Piagam Dewan Komisaris;
 - iii. Visi, misi, dan strategi Perseroan;
 - iv. Tinjauan singkat atas bisnis Perseroan;
 - v. Rencana jangka menengah dan panjang Perseroan;
 - vi. Kinerja dan kondisi keuangan Perseroan;
 - vii. Anggaran Dasar Perseroan;
 - viii. Peraturan-peraturan di bidang pasar modal yang relevan;
 - ix. Risalah rapat Direksi, risalah rapat Dewan Komisaris, dan risalah rapat gabungan Dewan Komisaris dan Direksi dalam 1 (satu) tahun terakhir (apabila dibutuhkan);
 - x. Laporan Tahunan Perseroan.
- Anggota Dewan Komisaris yang sedang mengikuti orientasi dapat meminta Direksi untuk melakukan presentasi untuk memperoleh penjelasan mengenai berbagai aspek;
- Program pelatihan berkesinambungan bagi anggota Dewan Komisaris merupakan hal yang penting agar Dewan Komisaris dapat memperbaharui pengetahuan yang terkait dengan bisnis Perseroan, keuangan,

5. Orientation and Training Programs

- Orientation program for new member of the Board of Commissioners is held to give guidance for the new member of the Board of Commissioners to gain understanding about the Company and help the new member of the Board of Commissioners to be able to perform its duties and responsibilities effectively.
- Material for orientation program of new member of the Board of Commissioners, includes, among others, the followings:
 - i. Code of Conduct of the Company;
 - ii. Charter of the Board of Commissioners;
 - iii. Vision, mission, and strategy of the Company;
 - iv. Overview of Company's business
 - v. Medium and long terms plans of the Company;
 - vi. Financial condition and performance of the Company;
 - vii. Articles of Association of the Company;
 - viii. Relevant regulations in capital market;
 - ix. Minutes of meetings of Board of Commissioners, Board of Directors, and joint meetings in the past 1 (one) year (if needed);
 - x. Company's Annual Report.
- Member of Board of Commissioners who is in the orientation program can request the Board of Directors to make presentation to obtain explanation on various aspects;
- Continuing training programs for member of the Board of Commissioners are essential in order for the Board of Commissioners to update the knowledge related to Company's business, financials, economy,

- perekonomian, dan lain-lain yang menunjang dalam pelaksanaan tugas Dewan Komisaris.
- Anggota Dewan Komisaris diwajibkan untuk mengikuti program pelatihan, seminar, atau lokakarya sekurang-kurangnya 1 (satu) kali dalam 1 (satu) tahun kalender guna menunjang pelaksanaan tugas dan kewajibannya.

6. Waktu Kerja

- Anggota Dewan Komisaris wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya kepada Perseroan.

7. Rangkap Jabatan

- Anggota Dewan Komisaris dapat melakukan rangkap jabatan paling banyak 5 (lima) jabatan, dengan memperhatikan ketentuan dalam POJK 33 dan Anggaran Dasar Perseroan, sebagai berikut:
 - i. Anggota Dewan Komisaris dapat menjabat sebagai anggota Dewan Komisaris paling banyak pada 2 (dua) emiten atau perusahaan publik lain dan sebagai anggota Direksi paling banyak pada 2 (dua) emiten atau perusahaan publik lain, dan/atau
 - ii. Dalam hal anggota Dewan Komisaris tidak melakukan rangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris dapat melakukan rangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada 4 (empat) emiten atau perusahaan publik lain, dan/atau
 - iii. Anggota Dewan Komisaris dapat menjabat sebagai anggota komite paling banyak pada 4 (empat) komite di emiten atau perusahaan publik lain dimana anggota Dewan Komisaris yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris

and any other things that support the duties of the Board of Commissioners.

- Members of the Board of Commissioners must participate in training program, seminar, or workshop at least once in 1 (one) calendar year to support their duties and responsibilities.

6. Working Hours

- Members of the Board of Commissioners must provide sufficient time to carry out their duties and responsibilities to the Company.

7. Multiple Positions

- A member of the Board of Commissioners can serve multiple positions at most 5 (five) positions, taking into account the provisions stipulated in POJK 33 and Article Association of the Company, as follows:
 - i. Member of Board of Commissioners can serve as member of the Board of Commissioners at most in 2 (two) other issuers or public companies and as member of Board of Directors at most in 2 (two) other issuers or public companies, and/or
 - ii. In the event that a member of Board of Commissioners does not serve multiple positions as member of the Board of Directors, the member of the Board of Commissioners can serve multiple positions as member of Board of Commissioners at most in 4 (four) other issuers or public companies, and/or
 - iii. Member of the Board of Commissioners can serve as member of committee at most in 4 (empat) other issuers or public companies where he or she also serves as member of Board of Directors or member of Board of Commissioners

8. Tugas, Wewenang, dan Tanggung Jawab

• Tugas

- i. Bersama-sama dengan Direksi, Dewan Komisaris wajib mengkaji dan menyetujui visi dan misi Perseroan – minimal dalam 5 (lima) tahun sekali.
- ii. Dewan Komisaris wajib mengarahkan, memantau, dan mengevaluasi pelaksanaan kebijakan strategis, rencana bisnis, dan anggaran tahunan Perseroan serta melakukan pengawasan terhadap pelaksanaan tugas dan tanggung jawab Direksi serta memberikan nasihat kepada Direksi.
- iii. Dewan Komisaris wajib mengawasi terselenggaranya pelaksanaan tata kelola perusahaan yang baik dalam Perseroan.
- iv. Dewan Komisaris wajib membentuk sekurang-kurangnya Komite Audit dan dapat membentuk Komite Nominasi, Komite Remunerasi, dan komite lainnya apabila dipandang perlu untuk mendukung efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris.
- v. Dewan Komisaris wajib melaksanakan fungsi komite nominasi dan renumerasi, dalam hal tidak membentuk Komite Nominasi dan Komite Renumerasi.
- vi. Dewan Komisaris wajib memastikan bahwa Direksi telah menindaklanjuti temuan dan rekomendasi audit dari Komite Audit, Auditor Internal, Auditor Eksternal, dan/atau hasil pengawasan otoritas di bidang pasar modal.

8. Duties, Authorities, and Responsibilities

• Duties

- i. Together with the Board of Directors, the Board of Commissioners must review and approve the Company's vision and mission - at least every 5 (five) years.
- ii. The Board of Commissioners must guide, supervise, and evaluate the execution of strategic policies, business plan, and budget of the Company and also perform supervision on duties and responsibilities of the Board of Directors and give advice to the Board of Directors.
- iii. The Board of Commissioners must supervise the implementation of good corporate governance in the Company.
- iv. The Board of Commissioners must establish at least Audit Committee and can establish Nomination Committee, Remuneration Committee, and other committees deemed necessary to support the effectiveness of the implementation of the duties and responsibilities of the Board of Commissioners.
- v. The Board of Commissioners must perform nomination and remuneration committee functions, if the Board of Commissioners has not established Nomination Committee and Remuneration Committee.
- vi. The Board of Commissioners must ensure that audit findings and recommendations from Audit Committee, Internal Auditor, External Auditor, and/or supervisory notice from capital market authority has been followed up by the Board of Directors.

- vii. Presiden Komisaris pada dasarnya memiliki tugas dan tanggung jawab yang sama dengan anggota Dewan Komisaris lainnya, ditambah tugas khusus mengkoordinasikan kegiatan Dewan Komisaris, melakukan pemanggilan rapat Dewan Komisaris dan memimpin rapat Dewan Komisaris.
- viii. Komisaris Independen wajib meninjau transaksi dengan pihak berelasi yang material untuk memastikan bahwa transaksi tersebut dilakukan secara wajar dengan mempertimbangkan kepentingan terbaik Perseroan.
- ix. Komisaris Independen wajib mengadakan rapat terpisah sekurangnya 1 (satu) kali selama setahun, tanpa kehadiran pejabat eksekutif.
- vii. The President Commissioner basically has the same duties and responsibilities as other members of the Board of Commissioners, with additional special tasks to coordinate the activities of the Board of Commissioners, announce notification for the meeting of the Board of Commissioners, and lead the Board of Commissioners' meeting.
- viii. The Independent Commissioner(s) must review material transactions with related parties to ensure that the transaction is carried out on arm's length basis in the best interest of the Company.
- ix. Independent Commissioner(s) must hold separate meetings at least once a year, without the presence of executive officers.

• Wewenang

- i. Anggota Dewan Komisaris, baik bersama-sama maupun sendiri-sendiri, setiap waktu pada jam kerja Perseroan berhak memasuki bangunan dan halaman atau tempat lain yang digunakan atau dikuasai oleh Perseroan dan berhak memeriksa semua pembukuan, dokumen, kas, dan alat bukti lainnya.
- ii. Dewan Komisaris berhak meninjau tindakan manajemen dan mengadakan pertemuan-pertemuan dengan Direksi untuk mendiskusikan berbagai masalah Perseroan;
- iii. Mengadakan kunjungan-kunjungan pada berbagai lokasi entitas anak dan/atau cabang-cabang Perseroan.
- iv. Dewan Komisaris berhak mengusulkan penggantian dan/atau pengangkatan anggota Direksi kepada RUPS dengan memperhatikan rekomendasi dari Komite Nominasi.
- v. Dewan Komisaris setiap waktu berhak memutuskan untuk memberhentikan untuk sementara waktu seorang atau

• Authorities

- i. Any member of the Board of Commissioners, individually or collectively, is entitled to enter the building or any other places used or controlled by the Company and is entitled to check all records, documents, cash, and any other evidence.
- ii. The Board of Commissioners is entitled to review management actions and hold meetings with the Board of Directors to discuss various Company's issues;
- iii. Conduct site visits to various Company's subsidiaries and/or branches.
- iv. The Board of Commissioners is entitled to propose replacement and/or appointment of member of the Board of Directors to GMS with respect to recommendations from the Nomination Committee.
- v. The Board of Commissioners is entitled to temporarily terminate at any time, one or more members of the Board of Directors,

lebih anggota Direksi jika anggota Direksi tersebut bertindak bertentangan dengan Anggaran Dasar Perseroan, merugikan Perseroan, melalaikan kewajiban dan/atau melanggar peraturan perundang-undangan yang berlaku. Adapun tata cara pemberhentian sementara tersebut mengacu pada Anggaran Dasar Perseroan.

- vi. Dewan Komisaris berhak menjalankan tindakan lainnya yang merupakan tanggung jawab dan wewenangnya berdasarkan Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku.

- **Tanggung Jawab**

- i. Setiap anggota Dewan Komisaris bertindak berdasarkan keputusan Dewan Komisaris dan bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan karena kelalaian anggota Dewan Komisaris dalam menjalankan tugasnya.
- ii. Anggota Dewan Komisaris tidak dapat dimintakan pertanggungjawaban atas kerugian Perseroan apabila dapat membuktikan:
 - Kerugian tersebut bukan karena kesalahan atau kelalaianya.
 - Telah melakukan pengawasan dengan itikad baik, bertanggung jawab, dan kehati-hatian untuk kepentingan Perseroan dan sesuai dengan maksud dan tujuan Perseroan.
 - Tidak mempunyai kepentingan pribadi baik langsung maupun tidak langsung atas tindakan pengurusan yang dilakukan Direksi yang mengakibatkan kerugian, dan
 - Telah memberikan nasihat kepada Direksi untuk mencegah timbulnya atau berlanjutnya kerugian tersebut.

in the event that such member acts against the Articles of Association of the Company, harms the Company, abandons his or her duties and/or violates the applicable regulations. The procedure for the above mentioned temporary termination refers to the Articles of Association of the Company.

- vi. The Board of Commissioners is entitled to perform any other actions that are relevant to its duties and responsibilities based on Articles of Association of the Company and applicable regulations.

- **Responsibilities**

- i. Each member of the Board of Commissioners acts based on the decision of the Board of Commissioners and is jointly and severally liable for the Company's losses caused by the negligence of the members of the Board of Commissioners in carrying out their duties.
- ii. Members of the Board of Commissioners cannot be held liable for the Company's losses if they can prove:
 - The loss is not due to his/her fault or negligence.
 - He/she has conducted supervision in good faith, responsibly, and prudence for the benefit of the Company and in accordance with the aims and objectives of the Company.
 - He/she has no personal interest either directly or indirectly for the management actions taken by the Board of Directors which results in losses, and
 - He/she has given advice to the Directors to prevent the occurrence or continuation of such losses.

9. Rapat

- Dewan Komisaris wajib menyelenggarakan RUPS Tahunan dan dapat menyelenggarakan RUPS Luar Biasa sesuai dengan kewenangan sebagaimana diatur dalam peraturan perundang-undangan dan Anggaran Dasar.
- Dewan Komisaris wajib mengadakan rapat Dewan Komisaris secara berkala sedikitnya 1 (satu) kali dalam 2 (dua) bulan dan melaksanakan rapat gabungan dengan Direksi sekurang-kurangnya 1 (satu) kali dalam 4 (empat) bulan.
- Rencana pelaksanaan rapat untuk 1 (satu) tahun buku berikutnya wajib ditetapkan sebelum berakhirnya tahun buku.
- Panggilan rapat dilakukan oleh Presiden Komisaris sekurangnya 5 (lima) hari sebelum tanggal rapat dengan tidak memperhitungkan tanggal pemanggilan dan tanggal rapat.
- Bahan rapat wajib disampaikan kepada peserta rapat paling lambat 5 (lima) hari sebelum rapat diselenggarakan. Dalam hal terdapat rapat yang diselenggarakan di luar jadwal yang telah disusun, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan.
- Anggota Dewan Komisaris yang tidak dapat menghadiri rapat secara fisik dapat memberikan kuasa kepada anggota Dewan Komisaris yang lain.
- Tingkat kehadiran anggota Dewan Komisaris dalam rapat diupayakan minimal 75% (tujuh puluh lima persen) dari jumlah rapat yang dilaksanakan dalam 1 (satu) tahun buku, dan wajib diungkapkan dalam Laporan Tahunan Perseroan.
- Dewan Komisaris dapat memberikan persetujuan kepada Direksi untuk melakukan tindakan-tindakan tertentu dengan menetapkannya dalam Rapat Dewan Komisaris atau dalam bentuk persetujuan tertulis.
- Setiap anggota Dewan Komisaris memiliki kesempatan untuk bertanya dan/atau memberikan pendapat tentang segala hal

9. Meetings

- The Board of Commissioners must hold the Annual GMS and can hold other Extraordinary GMS in accordance with the applicable regulations and the Articles of Association.
- The Board of Commissioners must hold meetings of the Board of Commissioners periodically at least once in 2 (two) months and hold joint meetings with the Board of Directors at least once in 4 (four) months.
- Schedule of the meetings for the next 1 (one) financial year must be determined before the end of financial year.
- Notice for the meeting is conducted by the President Commissioner at least 5 (five) days prior to the meeting date, excluding the date of notice for the meeting and the date of the meeting.
- Meeting materials must be distributed to meeting participants no later than 5 (five) days before the meeting. In the event that an unscheduled meeting is to be held, the meeting material is delivered to the meeting participants prior to the meeting.
- Member of the Board of Commissioners who is unable to attend the meeting physically can give power of attorney to the other member of the Board of Commissioners.
- Attendance rate of the members of the Board of Commissioners in the meeting is expected to be at least 75% (seventy five percent) of the number of meetings held in 1 (one) financial year, and must be disclosed in Company's Annual Report.
- The Board of Commissioners may grant approval to the Board of Directors to perform certain actions by issuing resolutions in the meeting or in written resolutions.
- Every member of the Board of Commissioners has the opportunity to ask and/or give opinions on issues discussed in the meeting.

yang dibicarakan dalam rapat Dewan Komisaris.

- Pengambilan keputusan dalam rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat.
- Dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan pemungutan suara dengan suara sah disetujui oleh minimal 2/3 (dua per tiga) dari jumlah anggota Dewan Komisaris yang hadir dalam rapat.
- Apabila suara setuju dan tidak setuju berimbang, maka keputusan akan ditentukan oleh ketua rapat Dewan Komisaris.
- Dalam hal anggota Dewan Komisaris memiliki benturan kepentingan dengan usulan yang direkomendasikan, benturan kepentingan tersebut wajib diungkapkan dan kepada anggota tersebut tidak diperkenankan ikut memberikan suara terkait usulan yang direkomendasikan.
- Hasil rapat wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir, didokumentasikan secara baik, dan didistribusikan kepada seluruh anggota Dewan Komisaris. Perbedaan pendapat dan alasan perbedaan pendapat di dalam rapat Dewan Komisaris (jika ada), wajib didokumentasikan.
- Dewan Komisaris dapat juga mengambil keputusan yang sah tanpa mengadakan rapat Dewan Komisaris, jika seluruh anggota Dewan Komisaris telah diberitahukan secara tertulis, dan memberikan persetujuan, mengenai usul yang diajukan serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Dewan Komisaris.
- Segala keputusan yang diambil oleh Dewan Komisaris bersifat mengikat dan menjadi tanggung jawab bagi seluruh anggota Dewan Komisaris.
- Decision making in the meeting of the Board of Commissioners is done through deliberation.
- In the event that resolutions by deliberation are not achieved, decision making is done through voting with valid resolutions approved by minimum of 2/3 (two-third) of the members of the Board of Commissioners present at the meeting.
- If the votes between pro and con are balanced, the decision will be determined by the chairman of the meeting.
- In the event that the member of the Board of Commissioners has conflict of interest with the proposal, such conflict of interest must be disclosed and that member is not permitted to vote in relation to the recommended proposal.
- The meeting result must be recorded in the minutes of meeting and signed by all members of Board of Commissioners who attend the meeting, and distributed to all members of the Board of Commissioners. Dissenting opinions with its reasons (if any), must be recorded.
- The Board of Commissioners is entitled to make decisions without holding a meeting, if all members of the Board of Commissioners have been given written notification, and give approval regarding the proposal. The decision made through that procedure has the same power as the decision made through the physical meeting of the Board of Commissioners.
- Every decision made by the Board of Commissioners are binding and become the responsibility of all members of the Board of Commissioners.

10. Penilaian Kinerja

- Dewan Komisaris wajib melaksanakan penilaian kerja individual dan kolektif atas kinerja Dewan Komisaris, Direksi, dan komite-komite yang membantu pelaksanaan tugas dan tanggung jawabnya sekurang-kurangnya 1 (satu) kali dalam 1 (satu) tahun buku.
- Dalam melaksanakan penilaian kinerja, Dewan Komisaris dapat dibantu oleh Komite Nominasi dan Komite Remunerasi dan/atau menunjuk pihak atau konsultan eksternal untuk memberikan penilaian yang independen.

11. Pelaporan

- Dewan Komisaris melaporkan kegiatan pengawasan Perseroan yang telah dilakukannya sepanjang tahun yang telah berlalu dalam Laporan Tahunan Perseroan.
- Laporan Tahunan tersebut kemudian akan dilaporkan dan dimintakan persetujuannya kepada pemegang saham dalam RUPS.

12. Transparansi

- Setiap anggota Dewan Komisaris melaporkan kepada Perseroan melalui Sekretaris Perusahaan dan wajib mengungkapkan dalam Laporan Tahunan Perseroan:
 - i. Kepemilikan saham yang mencapai 5% (lima persen) atau lebih dari modal disetor, yang meliputi jenis dan jumlah lembar saham di dalam Perseroan (jika ada).
 - ii. Setiap perubahan atas kepemilikan saham Perseroan selambat-lambatnya 1 (satu) hari sebelum melakukan transaksi saham Perseroan (jika ada), untuk dilaporkan kepada Otoritas Jasa Keuangan dan Bursa Efek Indonesia selambat-lambatnya 2 (dua) hari kerja sejak terjadinya transaksi dan/atau perubahan kepemilikan tersebut.
 - iii. Transaksi-transaksi yang mengandung benturan kepentingan dengan anggota Dewan Komisaris lain, anggota Direksi

10. Performance Appraisal

- The Board of Commissioners must hold individual and collective performance appraisal on the Board of Commissioners, the Board of Directors, and committees that help to carry out their duties and responsibilities at least once in any financial year.
- In conducting performance appraisal, the Board of Commissioners can be assisted by the Nomination Committee and Remuneration Committee and/or appoint external party or consultant to provide independent assessment.

11. Reporting

- The Board of Commissioners must report its supervisory activities that have been done throughout the previous year in Company's Annual Report.
- The annual report will then be reported and requested for approval by the shareholders in GMS.

12. Transparency

- Each member of the Board of Commissioners must report to the Corporate Secretary and must disclose in the Company's Annual Report:
 - i. Any share ownership of 5% (five percent) or more of the paid-up capital, which includes types and number of shares in the Company (if any).
 - ii. Any changes of share ownership of the Company no later than 1 (one) day before entering into the Company's share transaction (if any), to be reported to Indonesia Financial Services Authority and Indonesia Stock Exchange no later than 2 (two) working days since such changes happen.
 - iii. Any transaction that contain conflicts of interest with other members of the Board of Commissioners, members of

- dan/atau pemegang saham pengendali Perseroan (jika ada).
- iv. Hubungan keuangan, keluarga, dan/atau kepengurusan dengan anggota Dewan Komisaris lain, anggota Direksi, dan/atau pemegang saham pengendali Perseroan (jika ada).
- Ketentuan sehubungan dengan kewajiban pelaporan kepemilikan saham dan perubahan kepemilikan saham tidak berlaku bagi Komisaris Independen, karena Komisaris Independen memang tidak diperkenankan untuk memiliki saham Perseroan, baik secara langsung maupun tidak langsung.
- the Board of Directors and/or controlling shareholders of the Company (if any).
- iv. Any financial, family, and/or management relationship with other member of the Board of Commissioners, member of the Board of Directors, and/or controlling shareholders of the Company (if any).
- Provisions relating to the obligation to report share ownership and changes in share ownership do not apply to Independent Commissioner(s), as the Independent Commissioner(s) is not allowed to own Company's shares, both directly and indirectly.

13. Larangan

- Anggota Dewan Komisaris dilarang memanfaatkan Perseroan untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mempengaruhi kondisi keuangan Perseroan.
- Anggota Dewan Komisaris dilarang mengambil dan/atau menerima keuntungan pribadi dari Perseroan (termasuk mengambil dan/atau mendapatkan pinjaman dari Perseroan) selain remunerasi dan fasilitas lainnya yang ditetapkan RUPS.
- Anggota Dewan Komisaris dilarang mengambil keuntungan dari informasi non-publik dengan melakukan *insider trading* dan/atau *abusive self-dealing*.
- Anggota Dewan Komisaris dilarang mendelegasikan fungsi pengawasan kepada anggota Direksi.
- Anggota Dewan Komisaris dilarang untuk memberikan informasi mengenai Perseroan kepada pihak manapun juga yang tidak berkaitan dengan kepentingan Perseroan.

13. Prohibitions

- The member of the Board of Commissioners is prohibited to use the Company for personal, family, and/or any other party's interest that may give adverse effect to Company's financial conditions.
- The member of the Board of Commissioners is prohibited from taking and/or receiving personal benefits from the Company (including to take and/or obtain loan from the Company) except from remuneration and any other facilities that have been resolved in GMS.
- The member of the Board of Commissioners is prohibited from taking benefits from non-public information by performing insider trading and/or abusive self-dealing.
- The member of the Board of Commissioners is prohibited to delegate supervision function to members of Board of Directors.
- The member of the Board of Commissioners is prohibited to share any information about the Company to any parties that are not related to Company's interests.

14. Sanksi

- Pelanggaran atas pelaksanaan ketentuan dapat dikenakan sanksi sebagaimana diatur dalam POJK 33 dan peraturan perundang-undangan yang berlaku.

14. Sanction

- Violations of the implementation of the provisions may be subject to sanctions as stipulated in POJK 33 and applicable regulations.