



Piagam Dewan Direksi
Board of Directors Charter
AA-DDI-CHA Rev.0

2021

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PIAGAM DEWAN DIREKSI / *BOARD OF DIRECTORS CHARTER* PT AVIA AVIAN TBK

I. TUJUAN

Piagam Dewan Direksi adalah panduan Tata Tertib pelaksanaan kerja Dewan Direksi secara efektif, efisien dan transparan.

Piagam ini disusun dengan mengacu kepada:

1. Anggaran Dasar Perseroan
2. Peraturan Otoritas Jasa Keuangan (OJK) No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
3. Peraturan Otoritas Jasa Keuangan (OJK) No. 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.
4. Peraturan Otoritas Jasa Keuangan (OJK) No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka.
5. Peraturan Otoritas Jasa Keuangan No 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.

I. *OBJECTIVES*

This Charter of the Board of Directors is a guideline for the members of the Board of Directors to carry out their duties to effectively, efficiently and transparently.

This Charter is prepared based on the following:

1. *Articles of Association*
2. *Regulation of Financial Services Authority (OJK) No. 33/POJK.04/2014 concerning The Board of Directors and Commissioners of Issuers or Public Companies.*
3. *Regulation of Financial Services Authority (OJK) No. 15/POJK.04.2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies.*
4. *Regulation of Financial Services Authority (OJK) No. 21/POJK.04/2015 concerning The Implementation of The Public Companies Governance.*
5. *Regulation of Financial Services Authority (OJK) No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuers of Public Companies.*

6. Peraturan PT Bursa Efek Indonesia No. I-A tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham Yang Diterbitkan Oleh Perusahaan Tercatat.

6. *Regulation of Indonesia Stock Exchange No. I-A concerning the Listing of Shares and Equity Securities Other than Shares Issued by the Listed Company.*

II. KEANGGOTAAN DEWAN DIREKSI

1. Direksi adalah bagian dari Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan dan kepentingan Perseroan, sesuai juga dengan ketentuan Anggaran Dasar.
2. Dewan Direksi Perseroan paling kurang terdiri dari 2 (dua) orang anggota dengan seorang di antaranya bertindak selaku Direktur Utama.

II. MEMBERSHIP OF THE BOARD OF DIRECTORS

1. *The Board of Directors is authorized by the Company and fully responsible for the management and the interests of the Company, in accordance with the provisions of the Articles of Association.*
2. *The Board of Directors of the Company consist of at least 2 (two) members one of whom acts as the President Director.*

III. PERSYARATAN ANGGOTA

Yang dapat menjadi anggota Direksi adalah orang / perseorangan yang memenuhi persyaratan pada saat diangkat dan selama menjabat, dengan ketentuan berikut:

- a. Mempunyai akhlak, moral dan integritas yang baik;
- b. Cakap melakukan perbuatan hukum dan berkomitmen untuk mematuhi peraturan dan perundang undangan
- c. Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat:
 1. Tidak pernah dinyatakan pailit;
 2. Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan

III. MEMBERSHIP CONDITIONS

Member of the Board of Directors is a person / individual who meets the conditions at the time appointed and during serving period, stipulated below:

- a. *Having a good character, morality and integrity;*
- b. *Abides by the law and the commitment to comply with the prevailing rules and regulations;*
- c. *For the past 5 (five) years and during the term of office:*
 1. *Never been declared as bankrupt;*
 2. *Never been in a Board of Directors and/or Board of Commissioners who was*

- bersalah menyebabkan suatu perusahaan dinyatakan pailit;
3. Tidak pernah dihukum karena tindakan pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan; dan
 4. Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat:
 - i) Pernah tidak mengadakan RUPS tahunan;
 - ii) 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; dan
 - (iii) Pernah menyebabkan perusahaan yang memiliki izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban untuk memberikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan.
- d. Memiliki pengetahuan dan/ atau keahlian di bidang yang dibutuhkan oleh Perseroan;
- e. Tidak dinyatakan bersalah oleh suatu keputusan pengadilan.
- declared as guilty of causing a bankruptcy of any company.*
3. *Never been sentenced for any legal case that causing financial loss to government and/or any other financial related sector.; and*
 4. *Never been in the Board of Directors or Commissioners in which during term office:*
 - i) *has ever failed to convene Annual General Meeting of Shareholders;*
 - ii. *his/her responsibility as Director or Commissioner was not accepted or has ever failed to give responsibility as member of Board of Directors or Commissioners to General Meeting of Shareholders;*
 - iii. *has ever caused companies that are under the license, approval, or registration from Financial Services Authority; fail to submit its Annual Report and/or Financial Report obligation to Financial Services Authority.*
- d. *Having knowledge and / or skills in the field required by the Company;*
- e. *Not found guilty by a court of law.*

IV. RANGKAP JABATAN

1. Anggota Direksi dapat merangkap jabatan sebagai:
 - a. Anggota Direksi dapat merangkap jabatan pada 1 (satu) emiten atau perusahaan Publik lain;
 - b. Anggota Dewan Komisaris paling banyak pada 3 (tiga) Emiten atau Perusahaan Publik lain;
 - c. Anggota komite paling banyak pada 5 (lima) komite di Perusahaan atau perusahaan public lain dimana yang bersangkutan menjadi anggota Direksi atau anggota Dewan Komisaris.
2. Rangkap jabatan yang disebut pada ayat 1 diatas hanya dapat dilakukan selama tidak bertentangan dengan peraturan perundang-undangan lainnya.

V. PENGANGKATAN, PEMBERHENTIAN DAN MASA JABATAN

1. Anggota Direksi diangkat dan diberhentikan oleh RUPS.
2. Mekanisme pengangkatan, penggantian, pemberhentian anggota Direksi diatur di dalam anggaran dasar Perusahaan.

IV. DUAL POSITIONS

1. *Members of the Board of Directors may hold dual office:*
 - a. *Members of the Board of Directors may assume positions as members of the Board of Directors in 1 (one) Issuer or any other Public Company;*
 - b. *Members of the Board of Commissioners at maximum in 3 (three) of Issuers or any Public Companies;*
 - c. *Members of the Board of Commissioners may serve as the members of the Committees in the Issuer or Public Company in which the concerned also served as a member of the Board of Directors or Commissioners.*
2. *Dual positions referred to in paragraph 1 can only be carried out as long as not in violation of any applicable laws and regulations.*

V. APPOINTMENT, DISMISSAL AND TERM OF OFFICE

1. *Members of the Board of Directors are appointed and terminated by the General Meeting Shareholders (GMS).*
2. *Details of the procedures for appointment, replacement and dismissal of a member of Board of Directors can be seen in the Articles of Association of the Company.*

3. Usulan pengangkatan, pemberhentian, dan/atau penggantian anggota Direksi kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau Komite Nominasi dan Remunerasi.
 4. Anggota Direksi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali sesuai Anggaran Dasar dengan ketentuan 1 (satu) periode masa jabatan anggota Direksi paling lama 5 (lima) tahun atau sampai dengan penutupan RUPS tahunan pada akhir 1 (satu) periode masa jabatan dimaksud.
3. *Appointment, dismissal, and/or replacement of members of the Board of Directors to the GMS should consider the recommendations of Board of Commissioners or the Nomination and Remuneration Committee.*
 4. *Members of the Board of Directors are appointed for a certain term of office and may be reappointed in accordance with the Articles of Association in 1 (one) period term of office for members of the Board of Directors maximum 5 (five) years or until the closing of the annual GMS at the end of 1 (one) term of office..*

VI. PENGUNDURAN DIRI DAN PEMBERHENTIAN SEMENTARA

1. Anggota Direksi dapat mengundurkan diri dari jabatannya walaupun masa jabatannya belum berakhir.
2. Apabila anggota Direksi mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir, anggota Direksi yang bersangkutan wajib menyampaikan permohonan pengunduran diri secara tertulis kepada Perusahaan.
3. Perusahaan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Direksi sebagaimana dimaksud pada ayat (2) paling lambat 90 (sembilan puluh) hari setelah diterimanya surat pengunduran diri dari anggota Direksi yang dimaksud.

VI. RESIGNATION AND TEMPORARY SUSPENSION

1. *A member of the Board of Directors may resign prior the end of the term of office.*
2. *If a member of the Board of Directors is going to resign prior the end of the term of office, the concerned member must submit written notification to the Company.*
3. *The Company shall carry out the GMS to decide on the resignation of the member of the Board of Directors as referred to in paragraph (2) no later than 90 (ninety) days after receipt of the resignation of the concerned member.*

4. Perusahaan wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada Otoritas Jasa Keuangan paling lambat 2 (dua) hari kerja setelah:
 - a) Diterimanya permohonan pengunduran diri anggota Direksi sebagaimana ayat (2).
 - b) Hasil penyelenggaraan RUPS sebagaimana dimaksud dalam ayat (3).
 5. Anggota Direksi dapat diberhentikan untuk sementara oleh Dewan Komisaris dengan menyebutkan alasannya.
 6. Pemberhentian sementara sebagaimana dimaksud pada ayat 5 wajib diberitahukan secara tertulis kepada anggota Direksi bersangkutan.
 7. Dalam hal terdapat anggota Direksi yang diberhentikan untuk sementara sebagaimana dimaksud pada ayat 5, Dewan Komisaris harus menyelenggarakan RUPS untuk mencabut atau menguatkan keputusan pemberhentian sementara tersebut.
 8. RUPS sebagaimana dimaksud dalam ayat 7 harus diselenggarakan dalam jangka waktu paling lambat 90 (Sembilan puluh) hari setelah tanggal pemberhentian sementara.
 9. Dengan lampaunya jangka waktu penyelenggaraan RUPS sebagaimana dimaksud pada ayat 8 atau RUPS tidak dapat mengambil keputusan,
4. *The Company shall disclose information to the people and report to the Financial Services Authority no later than 2 (two) working days after:*
 - a) *the receipt of resignation of a member of Board of Directors as referred to in paragraph (2)*
 - b) *the result of GMS as referred to in paragraph (3).*
 5. *The Board of Directors may be suspended temporarily by the Board of Commissioners by stating the reasons.*
 6. *The temporary removal as referred to in paragraph (5) shall be made in writing to the concerned member Board of Directors.*
 7. *In the event that a member of Board of Directors is temporary suspended as referred to in paragraph (5), GMS must be held by the Board of Commissioners to adopt the resolution whether to revoke or support the said suspension.*
 8. *GMS as referred to in paragraph (7) must be held no later than 90 (ninety) days after the date of temporary suspension.*
 9. *With the expiration of the period of the holding of GMS as referred to in paragraph (8) or GMS could not make a decision, the temporary*

- pemberhentian sementara sebagaimana dimaksud pada ayat 5 menjadi batal.
10. Dalam RUPS sebagaimana dimaksud pada ayat 7, anggota Direksi yang bersangkutan diberi kesempatan untuk membela diri.
11. Anggota Direksi yang diberhentikan untuk sementara sebagaimana dimaksud pada ayat 5 tidak berwenang:
- menjalankan pengurusan Perusahaan untuk kepentingan Perusahaan sesuai dengan maksud dan tujuan Perusahaan; dan
 - mewakili Perusahaan di dalam maupun di luar pengadilan.
12. Pembatasan kewenangan sebagaimana dimaksud pada ayat 11 berlaku sejak keputusan pemberhentian sementara oleh Dewan Komisaris sampai dengan:
- terdapat keputusan RUPS yang menguatkan atau membatalkan pemberhentian sementara; atau
 - lampaunya jangka waktu sebagaimana dimaksud pada ayat 9.
13. Direksi wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada OJK paling lambat 2 (dua) hari kerja setelah:
- Keputusan pemberhentian sementara; dan
 - Hasil penyelenggaraan RUPS sebagaimana dimaksud dalam ayat 7 atau informasi mengenai batalnya pemberhentian sementara oleh Dewan Komisaris karena tidak
- suspension as referred to in paragraph (5) will be cancelled.*
10. *A member of the Board of Directors will be given the opportunity to defend at such GMS as referred to in paragraph (7).*
11. *Any member of the Board of Directors under suspension shall not have the power as referred to in paragraph (5):*
- to direct the management for the interests of the Company in accordance to the purposes and objectives of the Company.*
 - represent the Company both inside and outside the court.*
12. *The limitation of authority as referred to in paragraph (11) applied since the taken decision on temporarily suspension by the Board of Commissioners until:*
- the resolution of GMS whether to revoke or support the said temporary suspension.*
 - the expiration of the period of the holding of GMS as referred to in paragraph (9) .*
13. *The Board of Directors shall disclose information to the people and report to the OJK no later than 2 (two) working days after:*
- The decision of temporary suspension; and*
 - the result of GMS as referred to in paragraph (7) or any information regarding the cancellation of temporary suspension by the Board of*

terselenggaranya RUPS sampai dengan lampaunya jangka waktu sebagaimana dimaksud dalam ayat 9.

14. Dalam hal terdapat penambahan anggota Direksi, maka jabatan anggota Direksi tersebut akan berakhir bersamaan dengan berakhirnya masa jabatan anggota Direksi lainnya sebagaimana ditentukan RUPS.

Commissioners due to not holding the GMS until the expiration of the period as referred to in paragraph (9).

14. *In the event that there are additional members of the Board of Directors, the position of the member of the Board of Directors will end simultaneously with along with the tenure of other members of the Board of Directors as determined by the GMS.*

VII. TUGAS & TANGGUNG JAWAB

1. Direksi bertugas menjalankan dan bertanggung jawab atas pengelolaan Perusahaan untuk kepentingan Perusahaan sesuai dengan maksud dan tujuan Perusahaan yang sudah ditetapkan di dalam Anggaran Dasar.
2. Direksi wajib mengelola Perusahaan sesuai dengan kewenangan dan tanggung jawabnya sebagaimana diatur dalam Anggaran Dasar dan peraturan perundang-undangan yang berlaku.
3. Direksi mengurus kekayaan Perusahaan sesuai dengan peraturan perundang-undangan yang berlaku.
4. Direksi wajib menerapkan manajemen risiko dan prinsip-prinsip Good Corporate Governance dalam setiap kegiatan usaha Perusahaan pada seluruh tingkatan atau jenjang organisasi.

VII. DUTIES AND RESPONSIBILITIES

1. *Board of Directors are in charge and responsible for the management interests of the Company, in accordance with the objectives set out in the articles of association of the Company.*
2. *The Board of Directors are required to manage the Company in accordance with its authorities and responsibilities as set out in the Articles of Association and the prevailing laws and regulations.*
3. *The Board of Directors are required to manage the Company's assets in accordance with the prevailing laws and regulations.*
4. *The Board of Directors are required to implement the principles of Good Corporate Governance.*

5. Direksi menetapkan susunan organisasi dan tata kerja Perusahaan.
 6. Direksi wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sesuai dengan peraturan perundang-undangan dan Anggaran Dasar.
 7. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawab sebagaimana dimaksud pada ayat (1) dengan itikad baik, penuh tanggung jawab, dan kehati-hatian.
 8. Untuk mendukung efektivitas pelaksanaan tugas dan tanggung jawab, Direksi dapat membentuk komite.
 9. Dalam hal dibentuk komite sebagaimana dimaksud pada ayat 8, Direksi wajib melakukan evaluasi kinerja komite setiap akhir tahun buku.
 10. Direksi wajib mempertanggung jawabkan pelaksanaan tugasnya kepada pemegang saham melalui RUPS.
 11. Dalam menjalankan tugas tugas tersebut di atas, Anggota Direksi tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan:
 - a. kerugian tersebut bukan karena kesalahan atau kelalaiannya;
 - b. telah melakukan pengurusan dengan itikad baik, penuh tanggung
5. *The Board of Directors defines the organizational structure and working procedures of the Company.*
 6. *The Board of Directors shall hold annual GMS meetings or other GMS as set out in prevailing laws and regulations and Articles of Association.*
 7. *Each member of the Board of Directors shall carry out the duties and obligations as referred in paragraph (1) in good faith, responsibly and prudently.*
 8. *In order to support the effectiveness of the implementation of its duties and responsibilities, the Board of Directors can form a committee.*
 9. *In the event that a committee is formed as referred to in paragraph (8), the Board of Directors are required to evaluate the performance of the committee at the end of each financial year.*
 10. *The Board of Directors are required to provide an explanation of the Company's performance and give an account at the GMS.*
 11. *In carrying out the duties, members of the Board of Directors cannot be held responsible for the loss of the Company if they can prove:*
 - a. *the loss is not due to proven fault or negligence;*
 - b. *have carried out management in good faith, full of responsibility*

- jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan;
- c. tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; dan
 - d. telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.

- and prudence for the interests and in accordance with the purpose and objectives of the Company;*
- c. do not have a conflict of interest, either directly or indirectly over management actions that result in losses; and*
 - d. have taken steps to prevent the loss from arising or continuing.*

VIII. WEWENANG DIREKSI

Direksi berwenang menjalankan pengurusan sesuai dengan kebijakan yang dipandang tepat, sesuai yang diatur dalam Anggaran Dasar.

- 1) Direksi berwenang mewakili Emiten atau Perusahaan Publik di dalam dan di luar pengadilan, kecuali seperti dinyatakan dalam Anggaran Dasar harus dengan persetujuan Dewan Komisaris.
- 2) Anggota Direksi tidak berwenang mewakili Perseroan apabila:
 - a. terdapat perkara di pengadilan antara Perseroan dengan anggota Direksi yang bersangkutan; dan anggota Direksi yang bersangkutan mempunyai kepentingan yang
 - b. berbenturan dengan kepentingan Perseroan.
- 3) Dalam hal terdapat keadaan sebagaimana dimaksud diatas, yang berhak mewakili Perseroan adalah:

VIII. POWERS

The Board of Directors is authorized to carry out management in accordance with policies deemed appropriate as set out in Articles of Association.

- 1) The Board of Directors has the right to represent the Issuer or Public Company inside and outside the court, except as stated in the Articles of Association with the approval of the Board of Commissioners.*
- 2) Members of the Board of Directors are not authorized to represent the Company if:
 - a. there is a case in court between the Company and the relevant member of the Board of Directors; and*
 - b. the relevant member of the Board of Directors has interested that conflict with the interests of the Company.**
- 3) In the event of a situation as referred to above, parties entitled to represent the Company are:*

- a. Anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perseroan;
- b. Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan.
- c. Pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.

- a. *Other members of the Board of Directors who do not have a conflict of interest with the Company are appointed by the Board of Directors Meeting*
- b. *The Board of Commissioners, in the event that all members of the Board of Directors have a conflict of interest with the Company which appointed by the Board of Commissioners meeting.*
- c. *Another party appointed by the GMS, if all members of the Board of Directors or the Board of Commissioners have a conflict of interest with the company.*

IX. RAPAT DIREKSI DAN PELAPORAN

1. Direksi wajib mengadakan rapat Direksi secara berkala paling kurang 1 (satu) kali dalam setiap bulan dan perlu dihadiri mayoritas dari seluruh anggota Direksi;
2. Direksi wajib mengadakan rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan;
3. Kehadiran anggota Direksi dalam rapat wajib diungkapkan dalam laporan tahunan Perseroan;
4. Direksi harus menjadwalkan rencana rapat – rapatnya, baik dengan Dewan Direksi dan/atau Dewan Komisaris

IX. BOARD OF DIRECTORS MEETING AND REPORTING

1. *The Board of Directors shall hold meetings at regular intervals of 1 (one) time in every month and need to be attended by a majority of all members of the Board of Directors;*
2. *The Board of Directors must convene a meeting with the Board of Commissioners at least 1 (one) time in 4 (four) months;*
3. *The presence of members of the Board of Directors at the meeting must be disclosed in the annual report of the Issuer or Public Company.*
4. *The Board of Directors must schedule its meetings, either with the Board of Directors and / or Commissioners for the next year*

untuk tahun berikutnya sebelum berakhirnya tahun buku berjalan;

5. Pada rapat yang telah dijadwalkan, bahan rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan;
6. Jika rapat yang diselenggarakan di luar jadwal yang telah disusun, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan;
7. Mekanisme pelaksanaan rapat Direksi diatur dalam Anggaran Dasar Perusahaan;
8. Sesuai dengan ketentuan Peraturan Perundang-undangan yang berlaku, Direksi membuat laporan bulanan, triwulanan, tengah tahunan kepada Dewan Komisaris, Otoritas Jasa keuangan dan Bursa Efek Indonesia.

before the end of the current financial year;

5. *At meetings that have been scheduled the meeting materials shall be delivered to all participants no later than five (5) days prior to the meeting;*
6. *If the meeting is held outside the schedule that has been prepared, the materials are submitted to the meeting participants no later than before the meeting is held;*
7. *The mechanism for conducting the meeting of Board of Directors is set out in Articles of Association;*
8. *As set out in prevailing laws and regulations the Board of Directors must prepare and submit financial statements (quarterly, semi annual and annual) to the Board of Commissioners, Financial Services Authority and Indonesia Stock Exchange.*

X. PENGAMBILAN KEPUTUSAN

1. Setiap keputusan yang dibuat pada rapat sebagaimana dimaksud pada Pasal 9 ayat 1 dilakukan berdasarkan musyawarah mufakat.
2. Dalam hal tidak tercapai keputusan musyawarah mufakat sebagaimana dimaksud pada ayat 1, pengambilan keputusan dilakukan berdasarkan suara terbanyak.

X. DECISION MAKING

1. *Every decision made at the meeting as referred to in Article 9 paragraph (1) is by deliberation and consensus.*
2. *In the event that a consensus decision as referred to in paragraph (1) is not reached, the decision is made based on a majority vote.*

3. Setiap keputusan rapat Direksi sebagaimana dimaksud pada Pasal 9 ayat 1 wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Direksi yang hadir dan disampaikan kepada seluruh anggota Direksi.
 4. Hasil rapat direksi sebagaimana dimaksud dalam Pasal 9 ayat 2 wajib dituangkan dalam risalah rapat, ditandatangani oleh anggota Direksi dan anggota Dewan Komisaris yang hadir, dan disampaikan kepada seluruh anggota Direksi dan anggota Dewan Komisaris.
 5. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat sebagaimana dimaksud pada ayat 3 dan 4, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.
 6. Risalah rapat sebagaimana dimaksud pada ayat 3 dan 4 wajib didokumentasikan oleh Perusahaan.
 7. Perbedaan pendapat (*dissenting opinion*) yang terjadi dalam rapat Direksi wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.
 8. Segala keputusan yang diputuskan secara sah dalam rapat Direksi bersifat mengikat bagi seluruh anggota Direksi.
3. *Every decision made at the meetings as referred to in Article 9 paragraph (1) should be recorded in the minutes of meeting, signed and submitted to all those present and filed by the Secretary of the Company.*
 4. *Every decision made at the meetings as referred to in Article 9 paragraph (2) must be recorded in the minutes of meeting, signed by the members of the Board of Directors and Commissioners who are present and submitted to all those present.*
 5. *In the event of members of the Board of Directors and / or members of Commissioners who do not sign the resolution of the meeting as referred to paragraph (3) and (4), then the members must give a written statement of the cause and reason for it to be attached to the minutes of the meeting.*
 6. *Minutes of meeting as referred to in paragraph (3) and (4) shall be documented by the Company.*
 7. *Dissenting opinions that occur in the meeting of the Board of Directors must be clearly stated in the minutes of the meeting along with the reasons for the dissent.*
 8. *All decisions made legally at the meeting are binding for all members of the Board of Directors.*

XI. HUBUNGAN KERJA

1. Seluruh anggota Direksi diangkat dan bertanggung jawab langsung kepada RUPS.
2. Direksi bersama dengan Dewan Komisaris dapat secara aktif meminta pendapat dari pemegang saham pengendali sebagai pertimbangan dalam proses pengambilan keputusan strategis serta untuk meyakinkan bahwa tidak terdapat benturan kepentingan dalam keputusan strategis tersebut.
3. Kepentingan pemegang saham minoritas harus diperhatikan terutama untuk Tindakan korporasi yang berkaitan dengan penggabungan, peleburan, pengambilalihan atau pemisahan.

XII. TRANSPARANSI

Dalam melaksanakan tugas tanggung jawabnya, setiap anggota Direksi harus memperhatikan dan menjunjung tinggi hal-hal berikut:

1. Mengungkapkan (jika ada) adanya hubungan usaha dan keluarga dengan anggota Direksi lainnya atau anggota Dewan Komisaris atau Pemegang Saham Pengendali.
2. Anggota Direksi wajib melaporkan kepemilikan saham miliknya termasuk keluarganya kepada Perusahaan melalui sekretaris perusahaan untuk dimuat dalam Daftar Khusus Pemegang Saham

XI. HUBUNGAN KERJA

1. *Members of the Board of Directors are appointed and responsible directly to GMS.*
2. *Board of Directors together with the Board of Commissioners should actively seek the opinion of the controlling shareholder as a strategic decision-making process and to ensure that there is no conflict of interest in strategic decision making.*
3. *The interests of minority shareholders must be considered especially for corporate actions relating to mergers, consolidations, takeovers or separations.*

XII. TRANSPARENCY

In carrying out their responsibilities, every member of the Board of Directors must pay attention to and uphold the following:

1. *Members of the Board of Directors must disclose (if any) business and family relations with other members of the Board of Directors or members of the Board of Commissioners or the Company's Shareholders Controller.*
2. *Members of the Board of Directors must disclose the ownership of the Company's shares including their family through the company secretary to be listed in the Special*

sebagaimana ditentukan dalam anggaran dasar Perusahaan.

3. Anggota Direksi wajib melaporkan kepada Perusahaan melalui sekretaris perusahaan setiap transaksi saham dalam waktu 2 (dua) hari kerja sejak transaksi saham dilakukan.
4. Dalam hal terjadi benturan kepentingan antara Perusahaan dengan anggota Direksi, anggota Direksi dilarang mengambil tindakan yang dapat merugikan Perusahaan atau mengurangi keuntungan Perusahaan dan wajib mengungkapkan benturan kepentingan dimaksud dalam setiap keputusan.
5. Pengungkapan benturan kepentingan dituangkan dalam risalah rapat yang paling kurang mencakup nama pihak yang memiliki benturan kepentingan, masalah pokok benturan kepentingan dan dasar pertimbangan pengambilan keputusan.

Register of Shareholders as set out in the Articles of Association of the Company.

3. *Members of the Board of Directors must report through the company secretary every for every share transactions within 2 (two) working days after the share transaction is made.*
4. *In the event that the Company has interests that are contrary to the personal interests of a member of the Board of Directors, the member Board of Directors is not allowed to take any actions that may harm the Company or reduce the Company's profits and must disclose the conflict of the interests referred to in every decision.*
5. *Disclosure of conflict of interest is stated in the minutes of the meeting which at least includes the name of the party having the conflict of the interest, the main issue of the conflict of interest and the bases for consideration of decision making.*

XIII. PEDOMAN PERILAKU DAN KODE ETIK

Dalam melaksanakan tugas tanggung jawabnya, setiap anggota Direksi harus memperhatikan dan menjunjung tinggi hal-hal berikut:

1. Anggota Direksi wajib melaksanakan tugas dan tanggung jawabnya secara independen.

XIII. CODE OF CONDUCT

In carrying out its duties, responsibilities and authorities, the Board of Directors must pay attention to and uphold the following:

1. *Members of the Board of Directors must carry out their duties and responsibilities independently.*

2. Anggota Direksi wajib melaksanakan tugasnya dengan penuh tanggung jawab, itikad baik, integritas tinggi, kehati-hatian serta menjunjung tinggi dan mengedepankan profesionalisme dan etika bisnis.
 3. Anggota Direksi wajib menjaga kerahasiaan terkait informasi Perusahaan, terutama informasi material yang dapat mempengaruhi kegiatan usaha Perusahaan.
 4. Anggota Direksi harus menjadi contoh teladan bagi karyawan dalam penerapan pedoman etika dan tata perilaku Perusahaan dan senantiasa bertindak sesuai dan tunduk kepada anggaran dasar Perusahaan, peraturan perundang-undangan terkait pasar modal, Undang-undang No. 40 tahun 2007 tentang Perusahaan Terbatas dan peraturan perundang-undangan lainnya yang berlaku yang terkait dengan kegiatan usaha Perusahaan.
 5. Anggota Direksi dilarang memanfaatkan Perusahaan untuk kepentingan pribadi atau keluarga, dan/atau pihak lain yang dapat merugikan Perusahaan.
 6. Anggota Direksi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perusahaan selain penghasilan yang sah.
2. *Members of the Board of Directors must carry out their duties fully responsible, act in good faith, integrity, uphold the professionalism and business conduct.*
 3. *Members of the Board of Directors must maintain confidentiality regarding the Company information, especially material information that may affect the Company's business activities.*
 4. *Members of the Board of Directors should be role models for all employees of the Company in acting in accordance with the Company's Code and code of conduct of the Company's and always act in accordance and comply with the Articles of Association of the Company, prevailing laws and regulations related to the capital market, Law no. 40 of 2007 concerning Limited Liability Companies and other applicable laws and regulations related to the Company's business activities.*
 5. *Members of the Board of Directors shall not using the company for personal or family interests, and/or other parties that may harm the Company.*
 6. *Members of the Board of Directors shall not take personal benefits ,either directly or indirectly from the Company's activities other than legitimate income.*

7. Dalam menjalankan tugasnya anggota Direksi berpegang teguh pada prinsip-prinsip *Corporate Governance* sejalan dengan *corporate value* dan *culture* Perusahaan.
8. Anggota Dewan Komisaris wajib tunduk pada nilai-nilai dan kode etik yang berlaku di Perusahaan.

7. *Members of the Board of Directors carry out their duties and responsibilities in accordance with the principles of Good Corporate Governance; in accordance with the corporate value and culture of the Company.*
8. *Members of the Board of Directors must comply with all applicable values and code of conduct of the Company.*

XIV. CUTI / BERHALANGAN SEMENTARA

Untuk kelancaran pelaksanaan tugas serta kegiatan Dewan Komisaris, maka ketentuan cuti atau berhalangan sementara Direksi diatur sebagai berikut:

1. Dalam hal terdapat anggota Direksi yang berhalangan karena cuti maupun hal-hal lain yang menyebabkan anggota Direksi tidak dapat menjalankan tugasnya dalam kurun waktu tertentu (berhalangan sementara), maka yang bersangkutan harus menyampaikan pemberitahuan tertulis kepada seluruh anggota Direksi.
2. Untuk Direktur Utama, pemberitahuan disampaikan kepada seluruh anggota Direksi.
3. Surat pemberitahuan cuti / berhalangan sementara yang dimaksud di atas harus mencantumkan jumlah hari cuti atau hari dimana anggota Direksi tidak dapat

XIV. LEAVE /TEMPORARILY ABSENT

For the smoothness of implementation of the duties of the members of the Board of Directors, the provisions for leave or temporary absence of the members of the Board of Directors are regulated as follows:

1. *In the event that a member of the Board of Directors is unable to attend due to leave or other matters which caused the member of the Board of the Directors to carry out their duties within a certain period of time (temporarily absent) the concerned person must submit written notification to all members of the Board of Directors.*
2. *For the President Director, notification is submitted to all members of the Board of Directors.*
3. *The written notification as referred to above must state number of days of leave or days in which members of the Board of Directors are unable to*

melaksanakan tugas dan tanggung jawabnya.

4. Anggota Direksi yang cuti / berhalangan sementara harus memberikan surat kuasa kepada anggota Direksi lainnya untuk mengambil keputusan dalam rapat Direksi.

carry out their duties and responsibilities.

4. *Members of the Board the Directors who are on leave or temporary absence must provide letter power of attorney to other members of the Board of Directors to make decisions at the Board of Directors' meeting.*

XV. WAKTU KERJA

Direksi wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal sesuai dengan jam kerja Perusahaan. Namun tidak tertutup kemungkinan, anggota Direksi hadir di luar jam kerja Perusahaan karena adanya hal-hal yang penting mendesak.

XV. WORKING TIME

Every member of the Board of directors must provide sufficient time to carry out his duties and responsibilities optimally in accordance with the Company's working hours. However, it is possible that members of the Board of Directors are present outside of the Company's working hours due to urgent matters.

XVI. PROGRAM ORIENTASI

Program Orientasi diberikan kepada anggota Direksi yang baru diangkat pertama kalinya. Tujuannya adalah agar Direksi dapat memahami Perusahaan dalam waktu singkat dan dapat melaksanakan tugasnya dengan baik.

Program Orientasi mencakup hal-hal sbb:

1. Pengetahuan mengenai Perusahaan antara lain:
 - a. Visi, Misi, Maksud dan Tujuan Perusahaan;
 - b. Strategi Perusahaan;
 - c. Rencana jangka menengah dan panjang Perusahaan;

XVI. ORIENTATION PROGRAM

The orientation program is conducted to provide the members of the Board of Directors who are newly appointed for the first time. The purpose is that the new member could understand in such a short time and carry out the duties properly.

Orientation Program including:

1. *Knowledge related to the Company as follows:*
 - a. *The Visions, Missions, Purposes and Objectives of the Company;*
 - b. *Company Strategies;*
 - c. *Company's medium term and long term plan;*

- d. Kinerja Operasional Perusahaan;
 - e. Kinerja Keuangan Perusahaan; dan
 - f. Pengelolaan risiko Perusahaan.
2. Pengetahuan mengenai jabatan Direksi antara lain:
 - a. Tugas, tanggung jawab dan wewenang Direksi;
 - b. Waktu kerja;
 - c. Hubungan dengan anggota Komisaris;
 - d. Aturan-aturan / ketentuan-ketentuan terkait.
 3. Anggota Direksi yang mengikuti Program Orientasi dapat:
 - a. Meminta penjelasan dan presentasi untuk mendapatkan penjelasan mengenai beberapa aspek yang diperlukan dari manajemen di bawahnya.
 - b. Mengadakan pertemuan dengan Komisaris untuk membahas masalah Perusahaan atau informasi yang dibutuhkan.
 - c. Mengadakan kunjungan-kunjungan ke lokasi-lokasi dimana kegiatan-kegiatan Perusahaan/cabang-cabang Perusahaan berada bersama Direksi/Manajemen.
- d. Company Operational Performance;*
 - e. Company Financial Performance;*
 - f. Company Risk Management.*
- 2. Knowledge related to the position of The Board of Directors as follows:*
 - a. Duties, responsibilities and authorities of the Board of Directors;*
 - b. Working hours;*
 - c. Relations with the members of the Board of Commissioners;*
 - d. Relevant rules / provisions.*
 - 3. Members of the Board of Directors who participate in the Orientation Program could:*
 - a. Request for explanations and presentations to get explanation for some aspects which are needed from the management.*
 - b. Hold meeting with the Board of Commissioners to discuss Company issues or required information.*
 - c. Visiting the business operations directly at the business locations of the Company along with members of the Board of Directors / Management.*

XVII. DOKUMEN ORIENTASI

Dokumen yang diperlukan untuk Program Orientasi Direksi adalah antara lain:

1. Anggaran Dasar Perusahaan;
2. Rencana Bisnis/Kerja Perusahaan;
3. Peraturan-peraturan pasar modal dan/atau kebijakan-kebijakan Perusahaan;

XVII. ORIENTATION DOCUMENTS

Required documents for the Board of Directors Orientation Program as follows:

- 1. Articles of Association;*
- 2. Business Plan / Work Plan;*
- 3. Capital Market Regulations and / or Company Policies;*

4. Laporan Tahunan Perusahaan

4. *Company Annual Report.*

XVIII. PROGRAM PELATIHAN

Direksi wajib mengikuti perkembangan terbaru mengenai perekonomian, keuangan, industri terkait, peraturan dan hal lain yang terkait dengan perusahaan untuk mengantisipasi serta meningkatkan kemampuan dirinya untuk kemajuan perusahaan melalui Seminar, *Visit*, *Benchmark*, dan *Brainstorming*.

XVIII. TRAINING PROGRAM

Members of the Board of Directors are required to follow the latest updates on economy and finance, related industries, regulations and other matters related to the Company's line of business to anticipate and improve their abilities for the progress of the Company through seminars, visits, benchmarks and brainstorming.

XIX. MASA BERLAKU

Piagam Direksi ini berlaku sejak tanggal ditetapkan dan memiliki masa berlaku yang tidak terbatas namun dapat

1. Dilakukan penyesuaian dan/atau perubahan setiap saat sesuai dengan kebutuhan Perusahaan.
2. Penyesuaian dan/atau perubahan atas Piagam Direksi ini dapat dilakukan hanya dengan persetujuan Direksi Perusahaan.

XIX. VALIDATION

This Board of Directors charter is valid from the date of stipulation and has an unlimited validity period, however,

1. *Adjustments and/or amendments can be made at any time according to the needs of the Company.*
2. *Adjustments and/or amendments to this charter can only be made only with the approval of the Board of Directors of the Company.*

XX. KEPATUHAN

1. Piagam Direksi ini wajib ditandatangani oleh seluruh anggota Direksi dan wajib dipatuhi, ditaati dan dilaksanakan oleh seluruh anggota Direksi.
2. Dalam hal terjadi pelanggaran atas Piagam Direksi ini, maka akan berlaku ketentuan sebagaimana diatur dalam

XX. CONFORMITY

1. *This charter must be signed by all members of the Board of Directors and must be complied, obeyed and implemented by all members of the Board of Directors*
2. *In the event of a violation of this Charter, the provisions as stipulated in the Articles of Association of the*

anggaran dasar Perusahaan dan peraturan perundang-undangan di bidang pasar modal.

Company and the prevailing laws and regulations in the Capital Market sector in Indonesia will apply.

XXI. PENUTUP

1. Rincian lebih lanjut mengenai ketentuan-ketentuan dan acuan dari Piagam Direksi akan mengacu kepada anggaran dasar Perusahaan.
2. Piagam Direksi ini wajib diumumkan didalam *website* Perusahaan.
3. Piagam Direksi ini dapat ditinjau secara berkala atau diupdate apabila dianggap perlu untuk lebih disempurnakan dengan tetap memperhatikan ketentuan dan perundang-undangan yang berlaku.

Dengan demikian, Piagam Direksi disusun dan ditandatangani oleh seluruh anggota Direksi Perseroan.

XXI. CLOSING

1. *Further details regarding the provisions and references of this charter will refer to the Articles of Association of the Company.*
2. *This charter is posted on the Company's official website.*
3. *This charter can be reviewed or updated periodically at any time if deemed necessary while taking into account the applicable laws and regulations.*

Thus, the Charter of the Board of Directors is drawn up and signed by all members of the Board of Directors of the Company.

Surabaya, 16 Agustus / August 2021

Dewan Direksi / Board of Directors,



WIJONO TANOKO

Direktur Utama / *President Director*

A handwritten signature in black ink, consisting of several overlapping, fluid strokes that form a cursive-like name.

RUSLAN TANOKO

Wakil Direktur Utama / *Vice President Director*

A handwritten signature in black ink, consisting of several fluid, overlapping strokes that form a stylized representation of the name Robert Christian Tanoko.

ROBERT CHRISTIAN TANOKO
Direktur / *Director*

A handwritten signature in blue ink, consisting of several overlapping loops and lines, positioned above the name.

KURNIA HADI SINANTO

Direktur / *Director*