

- a. members of the Board of Directors in State-Owned Enterprises, Regional-Owned Enterprises, Private-Owned Enterprises;
  - b. political party administrators and/or candidates/members of the People's Representative Council, Regional Representative Council, Level I Regional People's Representative Council and Level II Regional People's Representative Council and/or candidates for regional head/deputy regional head;
  - c. other positions in accordance with the provisions of laws and regulations; and/or
  - d. other positions that may give rise to a conflict of interest.
30. Members of the Board of Commissioners are given honorarium and allowances/facilities including *tantiem* and post-service benefits, the types and amounts of which are determined by the GMS with due observance of the laws and regulations.

## **DUTIES, AUTHORITIES AND OBLIGATIONS OF**

### **THE BOARD OF COMMISSIONERS**

#### **Article 15**

1. The Board of Commissioners is in charge of supervising management policies, the course of management in general both regarding the Company and the Company's business carried out by the Board of Directors as well as providing advice to the Board of Directors including



supervision of the implementation of the Company's Long-Term Plan, Work Plan and Company's Budget as well as the provisions of these Articles of Association and The resolutions of the GMS, as well as the laws and regulations, are for the benefit of the Company and in accordance with the aims and objectives of the Company.

2. In carrying out the tasks as referred to in paragraph (1) then:

a. The Board of Commissioners is authorized to:

- a.1. examine books, letters, and other documents, examine cash for verification purposes and other securities and examine the assets of the Company;
- a.2. enter the premises, building, and office used by the Company;
- a.3. request an explanation from the Board of Directors and/or other officials regarding all issues related to the management of the Company;
- a.4. acknowledge all policies and actions that have been and will be carried out by the Board of Directors;
- a.5. ask the Board of Directors and/or other officials under the Board of Directors with the knowledge of the Board of Directors to attend the Meeting of the Board of Commissioners;



- a.6. appoint and dismiss a Secretary to the Board of Commissioners;
  - a.7. temporarily dismiss members of the Board of Directors in accordance with the provisions of these Articles of Association;
  - a.8. establish the Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and other committees, if deemed necessary by taking into account the company's capabilities;
  - a.9. use experts for certain matters and for a certain period of time at the expense of the Company, if deemed necessary;
  - a.10. take actions to manage the Company under certain conditions for a certain period of time in accordance with the provisions of these Articles of Association;
  - a.11. approve the appointment and dismissal of the Corporate Secretary and/or the Head of the Internal Control Unit;
  - a.12. attend the Meeting of the Board of Directors and provide views on the matters discussed;
  - a.13. carry out other supervisory authorities as long as they do not conflict with the laws and regulations, the Articles of Association, and/or the resolutions of the GMS.
- b. The Board of Commissioners is obliged to:



- a.1. provide advice to the Board of Directors in carrying out the management of the Company;
- a.2. provide opinion and approval of the Company's Annual Work Plan and Budget as well as other work plans prepared by the Board of Directors, in accordance with the provisions of these Articles of Association;
- a.3. following the development of the Company's activities, providing opinions and suggestions to the GMS regarding any issues deemed important to the management of the Company;
- a.4. report to the Series A Dwiwarna shareholder if there are signs of a decline in the Company's performance;
- a.5. propose to the GMS the appointment of a Public Accountant who will conduct an examination of the Company's books;
- a.6. examine and review periodic reports and Annual Reports prepared by the Board of Directors and sign the Annual Report;
- a.7. provide explanations, opinions and suggestions to the GMS regarding the Annual Report, if requested;
- a.8. make the minutes of the meeting of the Board of Commissioners and keep a copy thereof;



- a.9. report to the Company regarding the ownership of their shares and/or their families in the said Company and other companies;
  - a.10 provide a report on the supervisory duties that have been carried out during the last financial year to the GMS;
  - a.11 provide an explanation of all matters asked or requested by the Series A Dwiwarna shareholder by taking into account the laws and regulations, especially those applicable in the Capital Market sector;
  - a.12. carry out other obligations in the context of supervisory duties and providing advice, as long as they do not conflict with the laws and regulations, the Articles of Association, and/or the resolutions of the GMS.
3. In carrying out these duties, each member of the Board of Commissioners must:
- a. complies with these Articles of Association and laws and regulations as well as the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness;
  - b. in good faith, prudently and responsibly in carrying out the duties of supervising and providing advice to the Board of Directors for the benefit of the



Company and in accordance with the purposes and objectives of the Company.

4. Under certain conditions, the Board of Commissioners is required to hold the Annual GMS and other GMS in accordance with its authority as stipulated in the laws and regulations and these Articles of Association.
5. a. Each member of the Board of Commissioners is jointly and severally responsible for the Company's losses caused by mistakes or negligence of members of the Board of Commissioners in carrying out their duties.  
b. Members of the Board of Commissioners cannot be held responsible for the loss of the Company as referred to in letter a, if they can prove:
  - 1) the loss is not due to his fault or negligence;
  - 2) has carried out supervision in good faith, full of responsibility, and prudence for the benefit and in accordance with the purposes and objectives of the Company;
  - 3) does not have a conflict of interest, either directly or indirectly, over supervisory actions that result in losses; and
  - 4) has taken action to prevent the occurrence or continuation of the loss.

**MEETING OF THE BOARD OF COMMISSIONERS**

**Article 16**

