

## **Charter of the Board of Commissioners PT Austindo Nusantara Jaya Tbk.**

### **Introduction**

The charter of the Board of Commissioners of PT Austindo Nusantara Jaya Tbk. (the “**Company**”) is drawn up to set out the working guidelines and procedures of the Board of Commissioners of the Company.

### **Legal Basis**

This charter of the Board of Commissioners is drawn up pursuant to:

1. Law on Capital Market.
2. Law on Limited Liability Company.
3. Regulations of the Financial Services Authority.
4. Regulations of the Indonesia Stock Exchange.
5. Articles of Association of the Company.

### **Values**

The values of the Company are:

1. Integrity.
2. Respect for People and the Environment.
3. Continuous Improvement.

### **Code of Ethics**

The Code of Ethics on Business Conduct of the Company is also applicable for the Board of Commissioners of the Company.

### **Membership**

1. The Board of Commissioners consists of at least 2 (two) members and one of them shall be appointed as the President Commissioners. If needed, one or more Vice President Commissioners may be appointed.
2. The members of the Board of Commissioners are appointed by the general meeting of shareholders (the “**GMS**”) as of the date of appointment by the **GMS** until the closing of

the fifth Annual GMS after the appointment, without prejudice to the rights of the GMS to dismiss them at any time.

3. The Board of Commissioners shall have Independent Commissioners who fulfill the requirements of the prevailing laws and regulations with a minimum number of the Independent Commissioners which meets the requirements of the prevailing laws and regulations.
4. A proposal to replace or appoint a member of the Board of Commissioners must be with due observance to the recommendation from the Nomination and Remuneration Committee.

### **Duties and Responsibilities**

1. The duties of the Board of Commissioners are:
  - (a) To carry out the supervision and to be responsible for the supervision of the management of the Company or the business of the Company and to provide advices to the Board of Directors.
  - (b) To provide approval of the annual working plan of the Company at the latest before the commencement of a new financial year.
  - (c) To carry out duties specifically designated to it pursuant to the Articles of Association, the prevailing laws and regulations and/or the resolutions of the GMS.
  - (d) To carry out duties, powers and responsibilities in accordance with the Articles of Association of the Company and the resolutions of the GMS.
  - (e) To examine and review the annual report prepared by the Board of Directors and to sign such annual report.
  - (f) To obey the Articles of Association and the laws and regulations as well as to implement principles of professionalism, efficiency, transparency, independency, accountability and appropriateness.
2. With regard to the abovementioned duties of the Board of Commissioners, the Board of Commissioners has the following obligations:
  - (a) To supervise the implementation of the annual working plan of the Company.
  - (b) To keep updated with the activities of the Company and in the event the Company shows indications of major impediments, to immediately report to the GSM together with advices on rectification.

- (c) To provide opinions and advices to the GMS regarding any matter deemed pivotal for the management of the Company.
- (d) To carry out other supervision duties as determined by the GMS.
- (e) To provide inputs on the regular reports of the Board of Directors and to provide inputs at any time relating to the development of the Company.

### **Working Time**

The working time of the Board of Commissioners is based on the needs of the Company. The Board of Commissioners may determine its own working time if necessary.

### **Meeting**

1. The meeting of the Board of Commissioners shall be convened periodically at least once in 2 (two) months.
2. The meeting of the Board of Commissioners is chaired by the President Commissioner. In the event the President Commissioner is absence, the meeting of the Board of Commissioners is chaired by a member of the Board of Commissioners who attends such meeting.
3. A member of the Board of Commissioners may be represented in a meeting of the Board of Commissioners only by another member of the Board of Commissioners pursuant to a power of attorney.
4. The meeting of the Board of Commissioners is entitled to adopt valid and binding resolutions if more than 1/2 (one half) of the total members of the Board of Commissioners attend or are represented legally in the meeting.
5. Resolutions of the meeting of the Board of Commissioners are adopted by deliberation to reach consensus. Failing which, resolutions shall be adopted by voting with affirmative votes of more than 1/2 (one half) of the total votes validly cast at the meeting.
6. In the event of a tie vote, the chairman of the meeting of the Board of Commissioners shall decide.
7. In all meetings of the Board of Commissioners, the minutes of the meeting shall be drawn up and signed by all attending members of the Board of Commissioners. In the event a Commissioner does not sign the minutes of the meeting of the Board of Commissioners, the Commissioner in question shall specify his/her reason in a written document. Such document will be attached to the minutes of the meeting of the Board of Commissioners.
8. The Board of Commissioners may adopt valid resolutions without convening a meeting of the Board of Commissioners provided that all members of the Board of Commissioners

have been notified in writing regarding the proposal and all members of the Board of Commissioners approve such proposal in writing and sign such resolutions.

9. The Board of Commissioners shall convene a meeting together with the Board of Directors periodically at least once every 4 (four) months.

### **Reporting and Accountability**

The Board of Commissioners of the Company is accountable to the shareholders of the Company through the GMS.

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