

## **THE BOARD OF COMMISSIONERS MEETING**

### **Article 16**

1. All resolutions of the Board of Commissioners shall be taken in the Board of Commissioners Meeting.
2. The Board of Commissioners must conduct a meeting at least 1 (once) in 2 (two) months.
3. The Board of Commissioners shall conduct regular meeting with the Board of Directors at least 1 (once) in 4 (four) months.
4. The Board of Commissioners may convene meeting at any time upon the request of 1 (one) or more members of the Board of Commissioners or the Board of Directors, by stating the issue to be discussed.
5. A notice for the Board of Commissioners Meeting must be send out by the President Commissioner and in the event that President Commissioner is not present or unable to attend due to any reason whatsoever, which such absent shall not necessarily proved to any third party, the notification of meeting shall be carried out by the Deputy President Commissioner. In the event that Deputy President Commissioner is not present or unable to attend due to any

reason whatsoever, which such absent shall be unnecessarily proved to any third party, the notification of meeting shall be send out by a member of the Board of Commissioners.

6. a. The notice for Meeting of the Board of Commissioners shall be made in writing and deliver directly to each of member of the Board of Commissioners with a sufficient receipt, or by registered mail or by courier or by telex, facsimile or electronic mail (e-mail) or the other fastest devices within no later than 5 (five) days prior to the meeting, without taking into account of the notice date and the meeting date, or a shorter time if it is in urgent condition; and
- b. The notice as mentioned aforesaid is not required if the meeting has been scheduled based on the resolution of previous meeting of the Board of Commissioners.
7. The notice of the Board of Commissioners meeting shall contain agenda, date, time and venue of meeting. The Board of Commissioners Meeting may be convened at the Company's domicile or at any other places within the territory of the Republic of Indonesia or at any other place where the Company has its business activities.
8. All Meetings of the Board of Commissioners shall be lead by the President Commissioner.

9. a. In the event that President Commissioner is not present or unable to attend, then the Board of Commissioners Meeting shall be led by the Deputy President Commissioner, or a member of the Board of Commissioners appointed by the President Commissioner who leads a meeting of the Board of Commissioners if at the same time the Deputy President Commissioner is not present or unable to attend, or the appointed by the Deputy President Commissioner who lead the Board of Commissioners meeting if at the same time the President Commissioner is not present or prevented from doing so and does not make any appointment.
- b. In case GMS do not appoint Deputy President Commissioner, then if the President Commissioner is not present or unable to attend, the meeting of the Board of Commissioners shall be led by another member of the Board of Commissioners who is appointed by the President Commissioner.
10. In the event that the President Commissioner does not make any appointment, the Commissioner with the longest tenure of office as the member of the Board of Commissioner shall act as a chairperson in the Board of Commissioners Meeting.

11. The Board of Commissioners Meeting shall be lawful and entitled to make binding decision if attended and/or represented by more than 1/2 (one half) of the total members of the Board of Commissioners.
12. In the event that the Commissioner who serve the longest tenure of office as member of the Board of Commissioners is more than 1 (one) members, then the oldest Commissioner as referred to in paragraph (10) of this Article shall act as a chairperson in the Board of Commissioners Meeting.
13. In the event that there are more than one proposal, voting will be repeated until one of the proposal obtains more than 1/2 (one half) of the total vote cast in the meeting.
14. In the Board of Commissioners Meeting, each of member of the Board of Commissioners is entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Commissioners that he/she legally represents in such meeting.
15. Blank vote (abstain) shall be deemed to adopt the proposal submitted in the meeting. Unlawful vote is considered not to exist and is not be counted in determining total vote issued in the meeting.

16. Voting in respect of a person shall be made by the unsigned closed ballots, whereas voting concerning other matters shall be verbally, unless the Chairperson of Meeting determines otherwise without any objection being by those present in the Meeting.

17. Resolution of the Board of Commissioners Meeting must be taken based on a deliberation consensus. If a resolution based on a deliberation consensus is not reached, then the resolution must be taken by voting based on approving vote of more than 1/2 (one half) of the total vote lawfully cast at such meeting.

18. a. The resolution of meeting as referred to in paragraph (2) of this Article shall be incorporated into a Minutes of Meeting. The Minutes of Meeting shall be made by a person who present in the meeting appointed by the Chairperson of Meeting and then all attending members of the Board of Commissioners sign the Minutes of Meeting and members of the Board of Commissioners present in the meeting and submitted to all members of the Board of Commissioners;

b. The resolution of meeting as referred to in paragraph (3) of this Article shall be incorporated into a Minutes of Meeting. A Minutes of Meeting shall be made by a person who present in the meeting appointed by the Chairperson of Meeting and then signed by all attending members of the

Board of Commissioners and members of the Board of Directors present and distributed to all members of the Board of Commissioners and members of the Board of Directors;

- c. In the event that a member of the Board of Commissioners and/or the Board of Directors does not sign the resolution of meeting as referred to in letter a and letter b, the concerned member shall give the reasons in writing in a separate letter attached to the Minutes of Meeting;
  - d. The Minutes of Meeting as referred to in letter a and letter b shall be documented by the Company;
  - e. The Minutes of Meeting of the Board of Commissioners shall be a legal evidence for members of the Board of Commissioners and for third party concerning the resolution taken in the relevant Meeting.
19. a. The Board of Commissioners may also take a lawful resolutions without holding the Board of Commissioners Meeting provided that all members of the Board of Commissioners have been notified in writing and all of them had given approval regarding on the matters proposed and the said proposal must be signed by all of them;
- b. The resolution taken in such manner shall have same legal forces with resolution made lawfully at the Board of Commissioners Meeting.

20. In the event that members of the Board of Commissioners are unable to attend the meeting physically, then the members of the Board of Commissioners may attend the meeting through teleconference media, conference video, or other electronic devices.

21. Each member of the Board of Commissioners who is personally in any way whatsoever, either directly or indirectly, has interest in a transaction, contract or a proposed contract in which matter the Company is a party must be declared in the Board of Commissioners Meeting and accordingly has no right to cast a vote concerning matters in relation to such transaction or contract.

## **ANNUAL WORK PLAN AND BUDGET**

### **Article 17**

1. The Board of Directors shall prepare Annual Work Plan and Budget of the Company for each of financial book year, which at least contains:
  - a. Mission, business target, business strategy, corporate policy, and work program/activity;
  - b. The Company's budget which the budget shall be in detail on each work program/activity;