

**Garudafood**



**PEDOMAN KERJA DIREKSI/  
*BOARD OF DIRECTORS GUIDELINESS***

**PT GARUDAFOOD PUTRA PUTRI JAYA TBK**

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| <p><b>I. PENDAHULUAN</b></p> <p>Pedoman Kerja Direksi ini merupakan acuan bagi Direksi dalam melaksanakan tugas dan tanggungjawabnya mengelola PT Garudafood Putra Putri Jaya Tbk ("<b>Perseroan</b>") sesuai dengan prinsip-prinsip Tata Kelola Perusahaan (<i>Good Corporate Governance</i>) yaitu keterbukaan (<i>transparency</i>), akuntabilitas (<i>accountability</i>), pertanggungjawaban (<i>responsibility</i>), independensi (<i>independency</i>), dan keadilan dan kewajaran (<i>fairness</i>), serta memenuhi ketentuan perundang-undangan yang berlaku.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p><b>I. FOREWORD</b></p> <p>This Guideliness of the Board of Directors is a reference for the Board of Directors to carrying out its duties and responsibilities to manage PT Garudafood Putra Putri Jaya Tbk ("<b>Company</b>") accordance with the principles of Good Corporate Governance (GCG), transparency, accountability, responsibility, independency, and justice and fairness, and to comply the applicable laws and regulations.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p><b>II. ISTILAH DAN PENGERTIAN</b></p> <p>Dalam Pedoman ini yang dimaksud dengan:</p> <ol style="list-style-type: none"> <li>1. "<b>OJK</b>" adalah Otoritas Jasa Keuangan;</li> <li>2. "<b>Perseroan</b>" adalah PT Garudafood Putra Putri Jaya Tbk;</li> <li>3. "<b>RUPS</b>" adalah Rapat Umum Pemegang Saham Perseroan;</li> <li>4. "<b>GCG</b>" adalah Tata Kelola Perusahaan;</li> <li>5. "<b>CCV</b>" adalah <i>Corporate Core Values</i>.</li> <li>6. "<b>Direksi</b>" merujuk kepada Organ Perseroan dengan wewenang dan tanggung jawab penuh atas manajemen Perseroan demi kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan dan mewakili/bertindak untuk dan atas nama Perseroan baik diluar maupun di dalam pengadilan;</li> <li>7. "<b>Direktur</b>" merujuk kepada seorang anggota Direksi, termasuk Direktur Utama;</li> <li>8. "<b>Dewan Komisaris</b>" merujuk kepada Organ Perseroan dengan tugas untuk mengawasi secara umum dan/atau spesifik sesuai dengan Anggaran Dasar dan memberikan nasihat kepada Direksi.</li> <li>9. "<b>Komisaris</b>" merujuk kepada seorang anggota Dewan Komisaris, termasuk Komisaris Utama;</li> <li>10. "<b>Rapat Umum Pemegang Saham</b>" (untuk selanjutnya "<b>RUPS</b>") merujuk kepada suatu Organ Perseroan yang memiliki wewenang yang tidak diberikan</li> </ol> | <p><b>II. GLOSSARY</b></p> <p>In this Guideliness, what is meant by:</p> <ol style="list-style-type: none"> <li>1. " <b>OJK</b> " is the Financial Services Authority;</li> <li>2. " <b>Company</b> " means PT Garudafood Putra Putri Jaya Tbk;</li> <li>3. " <b>GMS</b> " is the General Meeting of Shareholders of the Company;</li> <li>4. "<b>GCG</b>" is Good Corporate Governance;</li> <li>5. "<b>CCV</b>" is Corporate Core Values;</li> <li>6. "<b>Board of Directors (BOD)</b>" refer to the Company Organ with full authority and responsibility for the management of the Company in the interests of the Company in accordancewith the Company's purposes and objectives of the Company and represent/acts for and on behalf of the Company whether outside or inside the court;</li> <li>7. "<b>Director</b>" refer to a member of the BOD, including the President Director.</li> <li>8. "<b>Board of Commissioners (BOC)</b>" refer to the Company Organ with the task of general and/or specific supervision in accordance with the Articles of Association and giving advice to the BOD.</li> <li>9. "<b>Commissioner</b>" refer to a member of the BOC, including the President Commissioner.</li> <li>10. "<b>General Meeting of Shareholders</b>" (hereinafter "<b>GMS</b>") refer to a Company Organ which has the authority not given to the BOD or BOC within limits specified in</li> </ol> |

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| <p>kepada Direksi dan Dewan Komisaris dalam batas-batas yang ditentukan dalam Undang-Undang Perseroan Terbatas dan/atau Anggaran Dasar.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p>the Companies Law and/or Articles of Association.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p><b>III. REFERENSI</b></p> <p>Dasar hukum mengenai Pedoman ini merujuk kepada:</p> <ol style="list-style-type: none"> <li>1. Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas;</li> <li>2. Undang-Undang Republik Indonesia Nomor 8 Tahun 1995 tentang Pasar Modal;</li> <li>3. Peraturan OJK Nomor 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik ("POJK 33/2014");</li> <li>4. Peraturan Bursa Efek Indonesia No. I-A Tahun 2014 tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham yang Diterbitkan oleh Perusahaan Tercatat;</li> <li>5. Anggaran Dasar Perseroan berikut perubahannya;</li> <li>6. Ketentuan peraturan lainnya yang berkaitan dengan Direksi dan Komisaris Perusahaan Publik; dan</li> <li>7. CCV sebagai pedoman Perseroan yang wajib dilaksanakan di setiap perilaku dan tindakan-tindakan Perseroan, pengurus dan karyawan termasuk namun tidak terbatas pada setiap tindakan sehubungan dengan pembuatan peraturan-peraturan, keputusan-keputusan dan kebijakan-kebijakan Perseroan.</li> </ol> | <p><b>III. REFERENCE</b></p> <p>Basic laws regarding to this Guideliness refer to:</p> <ol style="list-style-type: none"> <li>1. Law of the Republic of Indonesia Number 40 Year 2007 on the Limited Liability Company;</li> <li>2. Law of the Republic of Indonesia Number 8 of 1995 on Capital Markets;</li> <li>3. Regulation OJK No. 33 / POJK.04 / 2014 dated 8 December 2014 on the Board of Directors and the Board of Commissioner 's Issuer or the Public Company ("POJK 33/2014");</li> <li>4. Indonesian Stock Exchange Regulation No. IA Year 2014 on Listing of Stocks and Securities Characteristically Equity Except Shares Published by Companies Listed;</li> <li>5. The Company's Articles of Association and the amendments thereof;</li> <li>6. Other regulatory provisions which is associated with the Board of Directors dan Commissioners Company Public; and</li> <li>7. CCV as a Guidelines of the Company which must be implemented in every behavior and act of the Company, management and employees including but not limited to any act relating to provide of regulations, decisions and policies of the Company.</li> </ol> |
| <p><b>IV. KEANGGOTAAN DAN MASA JABATAN</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p><b>IV. MEMBERSHIP AND TERM OF OFFICE</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p><b>1. Struktur Keanggotaan</b><br/>Perseroan diurus dan dipimpin oleh Direksi, terdiri dari 6 (enam) Direktur, dimana salah satu anggotanya ditunjuk sebagai Direktur Utama.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p><b>1. Membership Structure</b><br/>The Company is managed and led by the BOD, consisting of 6 (six) Directors, where one of the members is appointed as the President Director.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p><b>2. Persyaratan</b><br/>Anggota Direksi harus memenuhi kriteria sebagai berikut:</p> <ol style="list-style-type: none"> <li>a. memiliki akhlak, moral dan integritas yang baik;</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p><b>2. Requirements</b><br/>BOD member must fulfil the following criteria, such as:</p> <ol style="list-style-type: none"> <li>a. have good moral, work ethics and conduct as well as integrity;</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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| <ul style="list-style-type: none"> <li>b. mampu melaksanakan tindakan hukum;</li> <li>c. dalam 5 (lima) tahun terakhir sebelum pengangkatan dan selama masa jabatannya:             <ul style="list-style-type: none"> <li>i. tidak pernah dinyatakan pailit;</li> <li>ii. tidak pernah menjadi bagian dari Direksi dan/atau Dewan Komisaris dari perusahaan yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit; dan</li> <li>iii. tidak pernah dihukum karena tindakan pidana yang merugikan keuangan negara dan/atau sektor keuangan lain.</li> </ul> </li> <li>d. tidak pernah menjadi anggota Direksi dan/atau Dewan Komisaris yang selama menjabat:             <ul style="list-style-type: none"> <li>i. pernah tidak menyelenggarakan RUPS Tahunan;</li> <li>ii. tanggung jawabnya sebagai anggota Direksi dan/atau Dewan Komisaris pernah tidak diterima oleh RUPS atau tidak memberikan pertanggungjawaban sebagai Direksi dan/atau Dewan Komisaris kepada RUPS; dan</li> <li>iii. menyebabkan perusahaan yang memperoleh izin, persetujuan atau pendaftaran dari OJK tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada OJK.</li> </ul> </li> <li>e. memiliki komitmen untuk mematuhi semua ketentuan dan peraturan yang berlaku;</li> <li>f. memiliki pengetahuan dan/atau keahlian yang dibutuhkan Perseroan;</li> <li>g. bagi warga negara asing wajib memiliki perizinan yang ditetapkan peraturan perundang-</li> </ul> | <ul style="list-style-type: none"> <li>b. capable to take any legal action;</li> <li>c. within the past 5 (five) years prior to appointment and during the term of office:             <ul style="list-style-type: none"> <li>i. has never been declared bankrupt;</li> <li>ii. has never been a former member of BOD and/or BOC who was declared guilty causing bankruptcy of the company; and</li> <li>iii. has never been sentenced for any crime causing financial loss and/or relating to the other financial sectors.</li> </ul> </li> <li>d. has never been a former member of BOD and/or BOC which during his/her terms of office:             <ul style="list-style-type: none"> <li>i. never to convene the Annual GMS;</li> <li>ii. his/her responsibility/accountability management as member of BOD and/or BOC was rejected by the GMS or failed to submit his/her accountability report as member of the BOD and/or BOC to the GMS; and</li> <li>iii. have Caused a company that had already obtained license, approvals or registration from OJK to not fulfill its obligations to submit Annual Report and/or Financial Reports to OJK.</li> </ul> </li> <li>e. committed to comply with prevailing rules and regulations;</li> <li>f. has sufficient knowledge and/or skill in certain field as required by the Company.</li> <li>g. for foreign citizens are required to possess permits as established by</li> </ul> |
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| <p>undangan yang berlaku untuk menetap dan bekerja di Indonesia; dan</p> <p>h. memiliki kompetensi dan pengalaman sebagaimana ditetapkan dari waktu ke waktu oleh Perseroan.</p> <p>i. memenuhi persyaratan lain yang ditetapkan oleh perundang-undangan yang berlaku, selama tidak berlawanan dengan persyaratan yang disebutkan di sini.</p> <p>Untuk memastikan kepatuhan terhadap kriteria di atas, calon anggota Direksi disyaratkan untuk menandatangani surat pernyataan yang menyatakan bahwa calon anggota memenuhi kriteria tersebut. Surat pernyataan akan diteliti dan didokumentasikan oleh Perseroan.</p> | <p>prevailing laws to stay and work in Indonesia; and</p> <p>h. has the competence and experience as determined from time to time by the Company.</p> <p>i. fulfill other requirements as established by prevailing laws, as long as does not contrary with the requirements stated herein.</p> <p>To ensure compliance with the above criteria, candidates for members of the Board of Directors required to sign the statement letter declare that the candidate members meet these criteria. The statement letter will be reviewed and archived by the Company.</p>                                                   |
| <p><b>3. Persyaratan Tidak Ada Benturan Kepentingan</b></p> <p>Perseroan dan anggota Direksi wajib menghindari terjadi suatu benturan kepentingan antara Perseroan dan anggota Direksi. Apabila timbul suatu benturan kepentingan, Direksi wajib dan bertanggung jawab untuk memastikan bahwa dalam urusan hubungan yang mengandung benturan-kepentingan tersebut (i) tidak bertentangan dengan hukum dan peraturan yang berlaku; (ii) dalam hal terdapat benturan kepentingan maka berlaku ketentuan sebagaimana di atur dalam ketentuan romawi VI. Wewenang, angka 4 dan 5 di bawah ini.</p>                          | <p><b>3. Requirements No Conflict of Interest</b></p> <p>The Company and members of the Board of Directors are required to avoid a conflict of interest between the Company and members of the Board of Directors. If a conflict of interest arises, the Board of Directors is obligated and responsible for ensuring that in matters of relationship that contain such conflicts of interest (i) it does not conflict with the applicable laws and regulations; (ii) in the event of a conflict of interest, the provisions as regulated in roman VI regulations shall applied. Authority, number 4 and 5 as below.</p> |
| <p><b>4. Masa Jabatan</b></p> <p>a. anggota Direksi diangkat oleh RUPS untuk jangka waktu 5 (lima) tahun sejak tanggal RUPS yang mengangkat mereka dan sampai dengan penutupan RUPS</p>                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p><b>4. Term of Office</b></p> <p>a. BOD members are appointed by the GMS for a period of 5 (five) years from the date of the GMS that appointed them and until the closing of the 5th (fifth) AGMS as</p>                                                                                                                                                                                                                                                                                                                                                                                                              |

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| <p>tahunan kelima sejak tanggal pengangkatan mereka dan dapat diangkat kembali, tanpa mengurangi hak dari RUPS untuk memberhentikannya setiap waktu dengan memperhatikan ketentuan peraturan dan perundang-undangan yang berlaku. Dalam hal Direksi untuk mengisi posisi yang kosong (karena pemberhentian atau hal lainnya), maka ia akan menjalani sisa masa jabatan dari posisi kosong kecuali RUPS menentukan lain.</p> <p>b. akhir Masa Jabatan anggota Direksi:</p> <p>Dari waktu ke waktu, anggota Direksi dapat mengajukan pengunduran diri dengan pemberitahuan tertulis yang resmi kepada Perseroan selambat-lambatnya 90 hari sebelum tanggal pengunduran dirinya. Surat pengunduran diri resmi harus disampaikan kepada Direksi serta Sekretaris Perusahaan. Selanjutnya, Perseroan harus menyelenggarakan RUPS untuk memutuskan pengunduran diri yang diajukan termasuk membebaskan dan melepaskan tanggung jawab anggota Direksi selambat-lambatnya 90 hari setelah menerima surat pengunduran diri tersebut.</p> <p>Selain pengunduran diri sukarela di atas, masa jabatan anggota Direksi secara otomatis akan berakhir pada kondisi berikut:</p> <ol style="list-style-type: none"> <li>i. masa jabatannya telah berakhir;</li> <li>ii. mengundurkan diri dengan memperhatikan Pasal 13 ayat (8) Anggaran Dasar Perseroan;</li> </ol> | <p>of their appointment date and may be re-appointed, without prejudice to the right of the GMS to dismiss it at any time by taking into account the provisions applicable rules and regulations. If a member of BOD is appointed to replace a vacant position (either by termination or otherwise), then he/she shall serve the remaining term of the vacant position, unless RUPS determine otherwise.</p> <p>b. end of Terms of Office of BOD members:</p> <p>Member of BOD from time to time may propose his/her resignation with formal written notice to the Company at the latest 90 days prior to his/her resignation date. The formal resignation letter should be addressed to the BOD as well as the Corporate Secretary. Subsequently the Company shall convene a GMS to resolve proposed resignation including to release and discharge the responsibility of the respective BOD member no later than 90 days upon received such resignation letter.</p> <p>Aside from the abovementioned voluntary resignation, the terms of office of BOD members shall be automatically ended upon the following conditions:</p> <ol style="list-style-type: none"> <li>i. the term of office has ended;</li> <li>ii. resign by accordance with the provisions of the Article 13</li> </ol> |
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| <ul style="list-style-type: none"> <li>iii. tidak lagi memenuhi persyaratan perundang-undangan yang berlaku;</li> <li>iv. meninggal dunia;</li> <li>v. dinyatakan pailit atau di bawah pengampunan berdasarkan suatu putusan pengadilan; dan/atau</li> <li>vi. diberhentikan berdasarkan keputusan RUPS;</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                      | <p>paragraph (8) of the Company's Articles of Association;</p> <ul style="list-style-type: none"> <li>iii. no longer qualified by the prevailing laws;</li> <li>iv. passed away;</li> <li>v. declared bankrupt or under guardianship based on a court decision; and/or</li> <li>vi. dismissal based on the decision of the GMS;</li> </ul>                                                                                                                                                                                                                                                                                                                        |
| <p><b>5. Rangkap Jabatan Anggota Direksi</b></p> <p>Anggota Direksi dapat merangkap jabatan sebagai:</p> <ul style="list-style-type: none"> <li>a. anggota Direksi paling banyak pada 1 (satu) emiten atau perusahaan publik lain;</li> <li>b. anggota Dewan Komisaris paling banyak 3 (tiga) Emiten atau perusahaan publik lain; dan/atau</li> <li>c. Anggota komite paling banyak pada 5 (lima) komite di Emiten atau perusahaan publik di mana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris.</li> </ul> <p>Rangkap jabatan sebagaimana dijelaskan di atas hanya dapat dilakukan sepanjang tidak bertentangan dengan peraturan perundang-undangan lainnya.</p> | <p><b>5. Concurrent Appointments of Members of the Board of Directors</b></p> <p>Members of BOD may concurrently serve as:</p> <ul style="list-style-type: none"> <li>a. members of BOD in at most 1 (one) another issuers or public companies;</li> <li>b. members of BOC in at most 3 (three) another issuers or public companies; and/or</li> <li>c. members of committee in at most 5 (five) issuer or public companies in which the respective individual also serves as members of BOD or members of BOC.</li> </ul> <p>Concurrent positions as referred above can only be carried out as long as they do not conflict with other laws and regulations.</p> |
| <p><b>V. KEWAJIBAN DIREKSI</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <p><b>V. BOD RESPONSIBILITIES</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <ul style="list-style-type: none"> <li>1. Direksi bertugas menjalankan dan bertanggung jawab atas urusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan yang ditetapkan dalam Anggaran Dasar Perseroan.</li> <li>2. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawab dengan itikad baik dan penuh tanggung jawab.</li> </ul>                                                                                                                                                                                                                                                                                                                          | <ul style="list-style-type: none"> <li>1. BOD has the duty to carry out and be responsible for managing the Company for the interests of the Company in accordance with the purposes of the Company that stipulated in the The Company's Articles of Association.</li> <li>2. Each of BOD member must carry out their duties and responsibilities in good faith and with full responsibility.</li> </ul>                                                                                                                                                                                                                                                          |

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| <ol style="list-style-type: none"> <li>3. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab sebagaimana dimaksud pada angka 1 dan 2 di atas, Direksi dapat membentuk komite.</li> <li>4. Dalam hal dibentuk komite sebagaimana dimaksud pada angka 3 di atas, Direksi wajib melakukan evaluasi terhadap kinerja komite setiap akhir tahun buku.</li> <li>5. Menyelenggarakan RUPS Tahunan dan RUPS Luar Biasa sesuai dengan Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku;</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <ol style="list-style-type: none"> <li>3. In order to support the effectiveness of the implementation of duties and responsibilities as referred to in number 1 and 2 above, the Board of Directors may set up a committee.</li> <li>4. In the event that set up a committee as referred to in number 3 above, the Board of Directors is required to evaluate the performance of the committee at the end of each financial year.</li> <li>5. Organizing the Annual GMS and Extraordinary GMS in accordance with the Company's Articles of Association and the prevailing laws and regulations;</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p><b>VI. WEWENANG</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p><b>VI. AUTHORITY</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <ol style="list-style-type: none"> <li>1. Direksi berwenang menjalankan segala tindakan kepengurusan Perseroan sesuai dengan Anggaran Dasar, kebijakan Perseroan, dan peraturan perundang-undangan yang berlaku antara lain:             <ol style="list-style-type: none"> <li>a. menetapkan kebijakan yang dipandang baik dan tepat dalam kepengurusan Perseroan;</li> <li>b. mengangkat seorang atau lebih sebagai wakil atau kuasanya untuk melakukan tindakan-tindakan tertentu berdasarkan surat kuasa;</li> <li>c. mengatur ketentuan-ketentuan tentang sumber daya manusia Perseroan termasuk penetapan gaji, pensiun atau tunjangan pensiun dan remunerasi lainnya bagi karyawan Perseroan berdasarkan peraturan perundangan yang berlaku.</li> <li>d. melakukan segala tindakan dan perbuatan lainnya mengenai pengurusan maupun kepemilikan kekayaan Perseroan, mengikat Perseroan dengan pihak lain dan/atau pihak lain dengan Perseroan, dengan pembatasan-pembatasan sebagaimana diatur dalam Anggaran Dasar, kebijakan Perseroan dan peraturan perundang-undangan yang berlaku.</li> </ol> </li> </ol> | <ol style="list-style-type: none"> <li>1. BOD is authorized to carry out all the actions of the management of the Company in accordance with the Articles of Association, the Company policies, and applicable laws and regulations, including:             <ol style="list-style-type: none"> <li>a. establish policies that are considered good and appropriate in the management of the Company;</li> <li>b. to appoint one or more representatives or proxies to carry out certain actions based on a power of attorney;</li> <li>c. regulate provisions regarding the Company's human resources including the determination of salaries, pensions or pension benefits and other remuneration for the Company's employees based on applicable laws and regulations.</li> <li>d. performing all other actions and actions regarding the management and ownership of the Company's assets, binding the Company with other parties and or other parties with the Company, with restrictions as stipulated in the Articles of Association, Company policies and applicable laws and regulations.</li> </ol> </li> </ol> |

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| <p>2. Dengan memperhatikan ketentuan perundang-undangan yang berlaku, Direksi wajib terlebih dahulu mendapatkan persetujuan Dewan Komisaris dalam hal:</p> <p>a. menjual, menjaminkan atau dengan jalan lain melepaskan hak atas barang-barang tidak bergerak milik Perseroan kecuali dalam kegiatan usaha untuk nilai di atas Rp10.000.000.000,00 (sepuluh miliar Rupiah);</p> <p>b. mendirikan suatu usaha baru atau turut serta atau mengalihkan penyertaan pada perusahaan lain baik di dalam maupun di luar negeri untuk nilai di atas Rp50.000.000.000,00 (lima puluh miliar Rupiah);</p> <p>c. menerima pinjaman uang dari siapa pun untuk nilai di atas Rp50.000.000.000,00 (lima puluh miliar Rupiah);</p> <p>d. memberi pinjaman uang kepada siapapun kecuali dalam kegiatan usaha dan pinjaman kepada karyawan dan anak-anak perusahaan Perseroan.</p> <p>3. 2 (dua) orang anggota Direksi berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan. Dalam hal hanya ada seorang anggota Direksi maka segala tugas dan wewenang yang diberikan Direktur Utama atau anggota Direksi yang lain dalam Anggaran Dasar Perseroan berlaku juga baginya.</p> <p>4. Direksi tidak berwenang mewakili Perseroan, apabila:</p> <p>a. terdapat perkara di pengadilan antara Perseroan dengan anggota Direksi yang bersangkutan; dan</p> <p>b. anggota Direksi yang bersangkutan mempunyai kepentingan yang berbenturan dengan kepentingan Perseroan.</p> <p>5. Dalam hal anggota Direksi mempunyai benturan kepentingan dengan</p> | <p>2. By taking into account the applicable laws and regulations, BOD must first obtain the approval of BOC in terms of:</p> <p>a. selling, pledging or otherwise releasing the rights to immovable property belonging to the Company except in business activities for values above Rp10,000,000,000.00 (ten billion Rupiah);</p> <p>b. establish a new business or participate in or transfer participation in other companies both at home and abroad for a value of more than Rp 50,000,000,000.00 (fifty billion Rupiah);</p> <p>c. receive loans from anyone for a value of more than Rp 50,000,000,000 (fifty billion Rupiah);</p> <p>d. lending money to anyone except in business activities and loans to employees and subsidiaries of the Company.</p> <p>3. 2 (two) members of BOD have the right and authority to act for and on behalf of BOD and represent the Company. In the event that there is only one member of BOD, then all duties and authority granted by the President Director or other BOD member in the Company's Articles of Association shall also apply to him/her.</p> <p>4. BOD are not authorized to represent the Company, if:</p> <p>a. there was case in the court between the Company and the relevant members of BOD; and</p> <p>b. there was conflict of interest between the Company and the relevant members of BOD.</p> <p>5. In the event that a member of the BOD has a conflict of interest with the</p> |
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| <p>Perseroan, maka yang berhak mewakili Perseroan adalah:</p> <ol style="list-style-type: none"> <li>a. anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perseroan;</li> <li>b. Dewan Komisaris, dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan; atau</li> <li>c. pihak lain yang ditunjuk oleh RUPS, dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p>Company, those entitled to represent the Company are:</p> <ol style="list-style-type: none"> <li>a. other BOD member who do not have a conflict of interest with the Company;</li> <li>b. BOC, if all of BOD members have a conflict of interest with the Company; or</li> <li>c. other parties 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.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p><b>VII. RAPAT DIREKSI</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p><b>VII. BOD MEETING</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p><b>1. Pelaksanaan Rapat Direksi</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p><b>1. BOD Meeting Implementation</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <ol style="list-style-type: none"> <li>a. Direksi wajib mengadakan rapat paling sedikit 1 (satu) kali dalam 1 (satu) bulan, atau lebih dari satu kali apabila dimohonkan secara tertulis oleh satu atau lebih anggota Direksi dalam rangka memastikan pengelolaan Perseroan yang tepat ("<b>Rapat Berkala</b>").</li> <li>b. Rapat Direksi dapat dilakukan dengan rapat secara langsung, media telekonferensi, video konferensi atau siaran langsung dalam bentuk lain yang memungkinkan para peserta dapat mendengar satu sama lain dan berpartisipasi di dalam rapat dan dalam kaitannya dengan rapat tersebut semua peserta tersebut dianggap telah hadir untuk menentukan apakah kuorum kehadiran telah tercapai dan hasil dari setiap pemilihan atau keputusan;</li> <li>c. Direksi wajib mengadakan Rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan ("<b>Rapat Bersama</b>").</li> <li>d. Direksi harus menjadwalkan Rapat, untuk tahun berikutnya sebelum berakhirnya tahun buku dan</li> </ol> | <ol style="list-style-type: none"> <li>a. BOD must meet at least 1 (one) time in 1 (one) month, or more than once if requested in writing by one or more members of BOD in order to ensure proper management of the Company ("<b>Periodic Meeting</b>").</li> <li>b. BOD Meeting can be held in physical, teleconferencing media, video conferencing or live broadcasts in other forms that enable participants to hear each other and participate in meeting and in connection with these meeting all participants are deemed present to determine whether the attendance quorum has been reached and the results of each election or decision;</li> <li>c. BOD must hold a BOD Meeting with BOC periodically at least 1 (one) time in 4 (four) months ("<b>Joint Meeting</b>").</li> <li>d. BOD must schedule a Meeting, for the following year before the end of the financial year and submit</li> </ol> |

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| <p>menyampaikan bahan Rapat kepada peserta 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <p>Meeting materials to participants no later than 5 (five) days before the Meeting is held. In the event that a Meeting is held outside the schedule that has been arranged, the Meeting material is delivered to the Meeting participants no later than before the Meeting is held.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <p><b>2. Pemanggilan dan Lokasi Rapat</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p><b>2. Invitation and Place of Meetings</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p>a. Pemanggilan Rapat Direksi dilakukan oleh Direktur Utama atau salah satu anggota Direksi yang berhak bertindak untuk dan atas nama Direksi.</p> <p>b. Kecuali jika dikesampingkan secara tertulis oleh setiap anggota Dewan Komisaris dan/atau setiap anggota Direksi (sebagaimana relevan), pemanggilan Rapat Direksi dan/atau Rapat yang diadakan bersama Dewan Komisaris disampaikan dengan:</p> <ol style="list-style-type: none"> <li>i. surat tercatat atau dengan surat yang disampaikan langsung kepada setiap anggota Direksi dan/atau Dewan Komisaris dengan mendapat tanda terima paling lambat 10 (sepuluh) hari sebelum Rapat diadakan, dengan tidak memperhitungkan tanggal pemanggilan dan tanggal Rapat;</li> <li>ii. mencantumkan hari, tanggal, jam dan tempat dan agenda Rapat Direksi; dan</li> <li>iii. melampirkan agenda dengan penjelasan singkat perihal hal yang akan dibicarakan dalam rapat dan ketiadaan perjanjian tertulis yang bertentangan dengan semua keputusan Direktur dalam Rapat harus dibatasi untuk hal-hal yang ada dalam agenda.</li> </ol> <p>c. Rapat Direksi diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha perseroan. Apabila</p> | <p>a. Invitation for BOD Meeting shall be carried out by the President Director or one of BOD member who is entitled to act for and on behalf of BOD.</p> <p>b. Unless ruled out in writing by each member of BOC and/or each member of BOD (as relevant), Invitation to BOD Meetings and/or meetings held with BOC is conveyed by:</p> <ol style="list-style-type: none"> <li>i. registered letter or letter sent directly to each member of BOD and/or BOC with a receipt at the latest 10 (ten) days before the Meeting is held, not counting the date of the invitation and the date of the Meeting;</li> <li>ii. include the day, date, time and place and agenda of the BOD Meeting; and</li> <li>iii. attach the agenda with a brief explanation of the matters to be discussed at the meeting and the absence of a written agreement that is contrary to all decisions of the Director in the Meeting must be limited to matters that are on the agenda.</li> </ol> <p>c. BOD Meeting to be placed at the domicile of the Company or at the place of business activities of the</p> |

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| <p>semua anggota Direksi hadir atau diwakili dan mengesampingkan haknya untuk menerima pemberitahuan Rapat Direksi terlebih dahulu, panggilan terlebih dahulu tersebut tidak disyaratkan dan Rapat Direksi dapat diadakan di mana pun juga dan berhak mengambil keputusan yang sah dan mengikat.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>company. If all members of BOD are present or represented and waive their rights to receive notification of BOD Meeting in advance, such invitation are not required and BOD Meeting can be held anywhere and have the right to make legal and binding decisions.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p><b>3. Kehadiran dan Pengambilan Keputusan Rapat Direksi</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p><b>3. Attendance and BOD Meetings Resolution</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p>a. Rapat Direksi adalah sah dan dapat mengambil keputusan yang mengikat apabila seluruh anggota Direksi hadir atau diwakili. Apabila terdapat anggota Direksi yang memiliki benturan kepentingan atas agenda Rapat Direksi, maka Rapat Direksi adalah sah dan dapat mengambil keputusan yang mengikat apabila seluruh anggota Direksi lainnya yang tidak memiliki benturan kepentingan hadir atau diwakili.</p> <p>b. apabila penerapan angka a. di atas mengakibatkan jumlah kuorum sebesar lebih dari 1/2 (satu per dua) tidak dapat terpenuhi, maka anggota Direksi yang memiliki benturan kepentingan tersebut wajib hadir dalam rapat Direksi tersebut dan wajib menggunakan hak suaranya mengikuti anggota Direksi lainnya yang tidak memiliki benturan kepentingan.</p> <p>c. dalam hal anggota Direksi tidak dapat menghadiri Rapat secara fisik, maka anggota Direksi dapat menghadiri Rapat dengan melalui media telekonferensi, video konferensi, atau siaran langsung dalam bentuk lain.</p> <p>d. keputusan Rapat Direksi dan rapat bersama dengan Dewan Komisaris harus diambil berdasarkan musyawarah untuk mufakat. Dalam</p> | <p>a. BOD Meeting are valid and may make binding resolution if all members of BOD are present or represented. If there are members of BOD who have a conflict of interest on the agenda of BOD Meeting, then the BOD Meeting is valid and may make binding resolution if all other members of BOD who do not have a conflict of interest are present or represented.</p> <p>b. if the implementation of number a. as above results in a quorum of more than 1/2 (one half) not being fulfilled, then the members of BOD who have a conflict of interest must be present at BOD Meeting and must use their voting rights to follow other members of BOD who has no conflict of interest.</p> <p>c. in the event that a member of the BOD unable attend the Meeting physically, the member of BOD may attend the Meeting through teleconferencing, video conferencing, or other live broadcasts.</p> <p>d. resolutions of BOD Meeting and joint meeting with the BOC must be taken based on deliberation to reach consensus. In the event that the</p> |

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| <p>hal keputusan musyawarah untuk mufakat tidak tercapai maka keputusan dapat diambil dengan pemungutan suara berdasarkan suara setuju lebih dari 1/2 (satu per dua) dari total jumlah suara yang dikeluarkan dengan sah dalam Rapat tersebut.</p> <p>e. setiap anggota Direksi yang hadir berhak mengeluarkan 1 (satu) suara dan, apabila ia ditunjuk sebagai kuasa, tambahan 1 (satu) suara lain.</p> <p>f. Direksi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Direksi dengan ketentuan semua anggota Direksi telah diberitahu secara tertulis dan semua anggota Direksi memberikan persetujuan mengenai usul yang diajukan secara tertulis dengan menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Direksi.</p> <p>g. setiap keputusan yang disetujui dapat ditandatangani dalam beberapa salinan rangkap, masing-masing salinan tersebut, ketika ditandatangani dan dikirim, dianggap sebagai asli, dan seluruh salinan tersebut, ketika digabungkan, merupakan satu-kesatuan dan keputusan yang sama.</p> | <p>deliberation decision to reach consensus is not reached, the decision can be taken by voting based on the affirmative vote of more than 1/2 (one half) of the total number of votes validly cast in the Meeting.</p> <p>e. each member of BOD present shall be entitled to cast 1 (one) vote and, if he is appointed as a proxy, additional 1 (one) other vote.</p> <p>f. BOD may also take a valid resolution without holding a BOD Meeting with condition that all members of BOD have been notified in writing and all members of BOD give their approval regarding the proposal submitted in writing by signing the approval. Resolution that made in this way should have the same strength as resolution taken legally at BOD Meeting.</p> <p>g. every resolution that was agreed may be signed in multiple copies, each of which, when signed and submitted, will be considered as the original document and all copies thereof making it a resolution when combined as one and the same resolution.</p> |
| <p><b>VIII. ETIKA JABATAN</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p><b>VIII. CODE OF ETHIC</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p>1. Setiap anggota Direksi wajib melaksanakan tugasnya dengan penuh tanggung jawab, itikad baik, integritas tinggi, kehati-hatian serta menjunjung tinggi dan mengedepankan profesionalisme dan etika bisnis.</p> <p>2. Setiap anggota Direksi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan usaha Perseroan.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p>1. Each member of BOD must carry out his duties with full responsibility, good faith, high integrity, prudence and uphold and promote professionalism and business ethics.</p> <p>2. Each member of BOD is prohibited from taking personal benefits, directly or indirectly, from the Company's business activities.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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| <ol style="list-style-type: none"> <li>3. Setiap anggota Direksi harus menjaga kerahasiaan terkait informasi Perseroan, terutama informasi material yang mempengaruhi kegiatan usaha Perseroan.</li> <li>4. Direksi senantiasa bertindak sesuai dan patuh kepada Anggaran Dasar Perseroan, peraturan pasar modal, UUPT, kode etik Perseroan dan peraturan perundang-undangan lainnya yang terkait dengan kegiatan usaha Perseroan.</li> <li>5. Direksi senantiasa bertindak dalam menjalankan tugasnya sesuai dan patuh kepada nilai-nilai yang terkandung di dalam CCV.</li> <li>6. Mematuhi segala ketentuan yang berlaku dalam Kode Etik Perseroan dari waktu ke waktu.</li> </ol> | <ol style="list-style-type: none"> <li>3. Each member of BOD must maintain confidentiality related to Company information, especially material information that affects the Company's business activities.</li> <li>4. BOD always acts according to and complies with the Company's Articles of Association, capital market regulations, UUPT, the Company's code of ethics and other laws and regulations related to the Company's business activities.</li> <li>5. BOD always acts in carrying out its duties in accordance with and compliant with the values contained in the CCV.</li> <li>6. Comply with all applicable provisions in the Company's Code of Ethics from time to time.</li> </ol> |
| <p><b>IX. KEPATUHAN</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <p><b>IX. COMPLIANCE</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <ol style="list-style-type: none"> <li>1. Pedoman ini wajib dipatuhi, ditaati dan dilaksanakan oleh seluruh anggota Direksi Perseroan.</li> <li>2. Dalam hal terjadi pelanggaran atas Pedoman ini maka akan berlaku ketentuan sebagaimana diatur dalam Anggaran Dasar Perseroan, peraturan OJK dan/atau peraturan di bidang pasar modal.</li> </ol>                                                                                                                                                                                                                                                                                                                                   | <ol style="list-style-type: none"> <li>1. This Guideliness must be obeyed, adhered to and implemented by all members of BOD.</li> <li>2. In the event of a violation of this Guidelines, the provisions as stipulated in the Company's Articles of Association, OJK regulations and / or capital market regulations will apply.</li> </ol>                                                                                                                                                                                                                                                                                                                                                             |
| <p><b>X. KETERBUKAAN</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p><b>X. DISCLOSURE</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <ol style="list-style-type: none"> <li>1. Anggota Direksi wajib mengungkapkan kepemilikan secara langsung maupun tidak langsung atas saham Perseroan maupun saham di perusahaan lain.</li> <li>2. Anggota Direksi wajib menyampaikan transaksi saham Perseroan yang dimilikinya kepada divisi <i>coporate secretary</i> dalam jangka waktu tidak lebih dari 3 (tiga) hari kalender sejak transaksi dilakukan. dan</li> <li>3. Anggota Direksi wajib menyampaikan hubungan keluarga dengan anggota Direksi lainnya, anggota Dewan Komisaris dan/atau pemegang saham pengendali Perseroan.</li> </ol>                                                                                   | <ol style="list-style-type: none"> <li>1. The members of BOD shall disclose whether direct or indirect ownership of the Company's shares or the other company.</li> <li>2. The members of BOD shall deliver his/her company's shares transaction to the corporate secretary within no more than 3 (three) calendar days since the transaction. and</li> <li>3. The members of BOD shall disclose family relationship with other members of BOD, members of BOC and/or the Company's controlling shareholders.</li> </ol>                                                                                                                                                                               |

| <b>XI. LAIN-LAIN</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>XI. MISCELLANEOUS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ol style="list-style-type: none"> <li>1. Pedoman ini dapat dilakukan penyesuaian dan/atau perubahan setiap saat sesuai dengan Anggaran Dasar Perseroan dan/atau kebutuhan dari Perseroan;</li> <li>2. Hal-hal yang belum cukup diatur dalam Pedoman ini akan diatur dalam ketentuan tersendiri dan merupakan bagian yang tidak terpisahkan dengan Pedoman ini.</li> <li>3. Untuk hal-hal terperinci lain yang mengatur mengenai Direksi, akan merujuk pada Anggaran Dasar Perseroan; dan</li> <li>4. Penyesuaian dan/atau perubahan yang dimaksud dalam angka 1 di atas dapat dilakukan hanya dengan persetujuan Direksi Perseroan.</li> <li>5. Pedoman ini dibuat dalam Bahasa Indonesia dan Bahasa Inggris, dimana versi Bahasa Inggris dimaksudkan hanya sebagai referensi saja. Oleh karena itu, dalam hal terdapat perbedaan arti atau penafsiran, maka yang berlaku dan mengikat adalah versi dari Bahasa Indonesia.</li> </ol> | <ol style="list-style-type: none"> <li>1. This Guidelines may be adjustment and/or change at any time in accordance with the Company's Articles of Association and/or the Company's needed;</li> <li>2. With regards to the matters that are not sufficiently regulated in this Guidelines will be regulated in separate provisions and are an integral part of this Guidelines.</li> <li>3. Further details on issues regarding BOD shall refer to the Company's Article of Association; and</li> <li>4. Adjustment and/or change referred to number 1 above may be made only with the approval of BOD's Company.</li> <li>5. This Guidelines was drawn up in Bahasa Indonesia and English version, whereby the English version is for reference only. Accordingly, in the event of different meaning or interpretation, the Bahasa Indonesia version shall prevail and binding.</li> </ol> |