



**PIAGAM DIREKSI
PT GOLDEN ENERGY MINES Tbk
("Perseroan")**

Piagam Direksi disusun dalam rangka menyediakan kerangka kerja bagi Direksi dalam menjalankan pelaksanaan tugasnya di Perseroan yang telah ditetapkan oleh Direksi Perseroan.

Piagam Direksi ini merupakan penyempurnaan dari Piagam Direksi yang telah diterbitkan Perseroan pada tahun 2015.

1. Landasan Hukum Piagam Direksi

- a) Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal ("UUPM 8/1995").
- b) Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas ("UUPT 40/2007").
- c) Undang-undang Nomor 21 Tahun 2011 tentang Otoritas Jasa Keuangan ("UU 21/2011").
- d) Peraturan Otoritas Jasa Keuangan Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik ("POJK 33/2014").
- e) Peraturan Otoritas Jasa Keuangan Nomor 11/POJK.04/2017 tentang Laporan Kepemilikan atau Setiap Perubahan Kepemilikan Saham Perusahaan Terbuka ("POJK 11/2017").
- f) Peraturan Otoritas Jasa Keuangan Nomor 3/POJK.04/2021 tentang Penyelenggaraan Kegiatan di Bidang Pasar Modal ("POJK 3/2021").
- g) Anggaran Dasar Perseroan.

2. Komposisi dan Kriteria Direksi

- a) Jumlah anggota Direksi terdiri dari 6 (enam) orang.
- b) Direksi dipimpin oleh seorang Presiden Direktur yang dibantu oleh seorang Wakil Presiden Direktur dan 4 (empat) orang Direktur.

**BOARD OF DIRECTORS CHARTER OF
PT GOLDEN ENERGY MINES Tbk
("Company")**

The Board of Directors Charter was prepared to provide a framework for Board of Directors in carrying out their duties in the Company which has been determined by the Company's Board of Directors.

This Board of Directors Charter is the refinement and readjustment of the Board of Directors Charter issued by the Company in 2015.

1. Legal Basis of the Board of Director Charter

- a) Law No. 8 Year 1995 concerning to Capital Market ("Law 8/1995").
- b) Law No. 40 Year 2007 concerning to Limited Liability Company ("Law 40/2007").
- c) Law No. 21 Year 2011 concerning to the Financial Services Authority ("Law 21/2011").
- d) The Financial Services Authority Regulation Number 33/POJK.04/2014 concerning to the Board of Directors and Board of Commissioners of the Issuer or Public Company ("POJK 33/2014").
- e) The Financial Services Authority Regulation Number 11/POJK.04/2017 concerning to Reporting of Substantial Shareholdings in Public Companies ("POJK 11/2017").
- f) The Financial Services Authority Regulation Number 3/POJK.04/2021 concerning to Implementation of Capital Market Activities ("POJK 3/2021").
- g) The Article of Association of Company.

2. Board Of Directors Composition and Criteria

- a) The Board of Directors consists of 6 (six) members.
- b) The Board of Directors is chaired by the President Director, assisted by a Vice President Directors and four (4) members of the Board of Directors.

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- c) Setiap individu dapat diangkat sebagai anggota Direksi dengan mempertimbangkan usia, pendidikan, pengalaman, dan kemampuan khusus yang dimiliki, tanpa melihat gender, suku, agama, dan ras.
- d) Kriteria atau persyaratan umum seseorang untuk dapat diangkat sebagai anggota Direksi Perseroan adalah sesuai dengan ketentuan sebagaimana tercantum dalam POJK 33/2014 dan Anggaran Dasar Perseroan.

3. Pengangkatan, Pemberhentian, dan Masa Jabatan Anggota Direksi

- a) Anggota Direksi diangkat oleh Rapat Umum Pemegang Saham ("RUPS") untuk jangka waktu yang dimulai sejak tanggal yang ditetapkan dalam RUPS yang mengangkat anggota Direksi tersebut sampai dengan ditutupnya RUPS Tahunan yang ke-5 (kelima) yang diselenggarakan setelah RUPS mengangkat anggota Direksi yang bersangkutan.
- b) Anggota Direksi yang masa jabatannya telah berakhir dapat diangkat kembali dengan persetujuan RUPS.
- c) RUPS dapat memberhentikan anggota Direksi pada setiap waktu sebelum masa jabatannya berakhir.
- d) Anggota Direksi berhak mengundurkan diri dari jabatannya dengan memenuhi ketentuan dalam Anggaran Dasar Perseroan.
- e) Jabatan anggota Direksi dengan sendirinya berakhir, jika yang bersangkutan:
 - i. Dinyatakan pailit atau dinyatakan berada di bawah pengampuan berdasarkan keputusan Pengadilan; atau
 - ii. Tidak lagi memenuhi persyaratan perundang-undangan yang berlaku; atau
 - iii. Meninggal dunia; atau
 - iv. Diberhentikan berdasarkan keputusan RUPS; atau
 - v. Mengundurkan diri sesuai dengan ketentuan Anggaran Dasar Perseroan; atau
 - vi. Masa jabatan berakhir.

- c) Any individual may be appointed as a member of the Board of Directors by considering their age, education, experience, and special abilities, regardless of gender, ethnicity, religion, and race.
- d) Criteria and general requirements for a person may be appointed as a member of the Board of Directors are in accordance with the provisions as stipulated in POJK 33/2014 and the Company's Articles of Association.

3. Appointment, Termination, and Tenure of the Board of Directors

- a) A member of the Board of Directors is appointed by the General Meeting of Shareholders ("GMS") for a period commencing on the date set out in the GMS which appoint such member of the Board of Directors until the closing of the 5th (fifth) Annual GMS which will be held after the GMS that appointed such members of the Board of Directors.
- b) A member of Board of Directors whose tenure has ended may be reappointed subject to the approval from the GMS
- c) GMS is entitled to dismiss any member of the Board of Directors at any time prior to the end of his or her tenure.
- d) A members of the Board of Directors is entitled to resign from his or her position subject to the provisions of the Articles of Association of the Company.
- e) The tenure of member of Board of Directors ends automatically, if:
 - i. He or she declared bankrupt or put under guardianship pursuant to a court order; or
 - ii. He or she is no longer qualifies pursuant to the laws and regulations; or
 - iii. Decease; or
 - iv. Is dismissed by virtue of a resolution passed in a GMS; or
 - v. Resigns pursuant to the provision of the Company's Articles of Association; or
 - vi. His or her term of office is ended.

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| <p>f) Tata cara pengangkatan, penggantian, pemberhentian, pengubahan atau pengunduran diri anggota Direksi dapat dilihat dalam Anggaran Dasar Perseroan.</p> <p>g) Usulan pengangkatan, pemberhentian, dan/atau penggantian anggota Direksi kepada RUPS perlu memperhatikan rekomendasi dari Komite Nominasi dan Remunerasi atau Dewan Komisaris yang menjalankan fungsi tersebut. Dalam hal anggota Komite Nominasi dan Remunerasi dan/atau anggota Dewan Komisaris memiliki benturan kepentingan (<i>conflict of interest</i>) dengan usulan yang direkomendasikan, benturan kepentingan tersebut wajib diungkapkan.</p> <p>h) Tata cara pengangkatan, penggantian, pemberhentian atau pengunduran diri anggota Direksi Perseroan adalah sesuai dengan ketentuan sebagaimana tercantum dalam POJK 33/2014 dan Anggaran Dasar Perseroan.</p> | <p>f) The procedure for the appointment, replacement, termination, or resignation of a member of the Board of Directors could be found in the Articles of Association of the Company.</p> <p>g) The proposed appointment, termination and / or replacement of member of the Board of Directors to GMS shall have considered the recommendations from the Nomination and Remuneration Committee or the Board of Commissioners who runs the function. In the event that any member of Nomination and Remuneration Committee and/or member of the Board of Commissioners has a conflict of interest with the recommended proposals, such conflict of interest must be disclosed.</p> <p>h) The procedure for appointment, replacement or resignation of the member Board of Directors of the Company is refer to POJK 33/2014 and Articles of Association of the Company.</p> |
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4. Rangkap Jabatan Anggota Direksi

- a) Anggota Direksi dapat melakukan rangkap jabatan pada perusahaan lain dengan memperhatikan POJK 33/2014 dan Anggaran Dasar Perseroan.
- b) Anggota Direksi dapat merangkap jabatan sebagai:
1. anggota Direksi paling banyak pada 1 (satu) Emiten atau Perusahaan Publik lain;
 2. anggota Dewan Komisaris paling banyak pada 3 (tiga) Emiten atau Perusahaan Publik lain; dan/atau
 3. Direksi dapat menjabat sebagai anggota komite paling banyak pada 5 (lima) komite di Emiten atau Perusahaan Publik lain dimana anggota Direksi yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris.
- c) Yang tidak termasuk rangkap jabatan sebagaimana dimaksud di atas adalah apabila Direksi yang bertanggung jawab

4. Concurrent Positions of Member of the Board of Directors

- a) Members of Board of Directors may serves multiple positions in other companies subject to applicable regulations, including the provisions of the POJK 33/2014 and Company's Articles of Association.
- b) Member of the Board of Directors may serves multiple positions as:
1. Member of the Board of Directors at most on 1 (one) Issuer or any other Public Company;
 2. Member of the Board of Commissioners at most on 3 (three) Issuer or any other Public Company; and/or
 3. Committee members at most on 5 (five) committees on Issuer or Public Companies where he/she also serves as member of the Board of Directors or Board of Commissioners.
- c) Excluded from the above mentioned concurrent position is where a member of Board of Directors responsible for

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terhadap pengawasan atau pengurusan atas anak perusahaan Perseroan, menjalankan tugas fungsional menjadi anggota Dewan Komisaris atau Direksi pada anak perusahaan yang dikendalikan oleh Perseroan, sepanjang rangkap jabatan tersebut tidak mengakibatkan yang bersangkutan mengabaikan pelaksanaan tugas dan tanggung jawab lainnya sebagai anggota Direksi Perseroan.

5. Tugas, Tanggung Jawab dan Wewenang Direksi

- a) Direksi bertanggung jawab untuk memimpin dan mengurus Perseroan sesuai dengan maksud dan tujuan Perseroan.
- b) Direksi bertanggung jawab untuk menguasai, memelihara, dan mengurus kekayaan Perseroan untuk kepentingan Perseroan.
- c) Dalam melaksanakan tugas, tanggung jawab dan wewenangnya, Direksi wajib memperhatikan Kode Etik Perseroan, Piagam Direksi Perseroan, POJK 33/2014 dan Anggaran Dasar Perseroan.
- d) Direksi berhak mewakili Perseroan di dalam dan di luar pengadilan tentang segala hal dan dalam segala kejadian, mengikat Perseroan dengan pihak lain dan pihak lain dengan Perseroan, serta menjalankan segala tindakan, baik yang mengenai kepengurusan maupun kepemilikan, akan tetapi dengan pembatasan wewenang sebagaimana diatur dalam Anggaran Dasar Perseroan dan peraturan yang berlaku.
- e) Anggota Direksi tidak berwenang mewakili Perseroan dalam hal atau transaksi di mana anggota Direksi yang bersangkutan mempunyai kepentingan yang bertentangan dengan kepentingan Perseroan.
- f) Dalam hal anggota Direksi memiliki kepentingan yang bertentangan dengan kepentingan Perseroan, Perseroan harus diwakili oleh anggota Direksi lain (dengan tidak mengurangi ketentuan dalam Anggaran Dasar Perseroan). Jika semua

supervision of investment in Company's subsidiaries, serve as member of Board of Directors or member of Board of Directors at subsidiary controlled by the Company, as long as that multiple position does not result in the ignorance of the duties and responsibilities as the member of Board of Directors of the Company.

5. Duties, Responsibilities and Authorities of The Board of Directors

- a) The Board of Directors is responsible to lead and take care the Company in accordance with the purposes and objectives of the Company.
- b) The Board of Directors is responsible to control, maintain, and manage the Company's wealth for the benefit of the Company.
- c) In carrying out his or her duties and responsibilities, the Board of Directors of the Company shall always consider the Code of Ethics Board of Directors Charter, POJK 33/2014 and Articles of Association of the Company.
- d) The Board of Directors is entitled to represent the Company inside and outside of court regarding all matters and in any event, binding the Company with the other party and the other party to the Company, as well as carry out all actions, both concerning the management and ownership, provided however with limitation of authority as stipulated in the Articles of Association and the prevailing regulations.
- e) Members of the Board of Directors is not authorized to represent the Company in the event or transaction in which the relevant member of the Board of Directors have interests that conflict with the interests of the Company.
- f) In the event of members of the Board of Directors have interests that conflict with the interests of the Company, the Company shall be represented by other members of the Board of Directors (without prejudice to the provisions of the

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anggota Direksi mempunyai kepentingan yang bertentangan dengan kepentingan Perseroan, maka dalam hal atau transaksi tersebut, Dewan Komisaris Perseroan berhak bertindak untuk dan atas nama serta mewakili Perseroan.

- g) Dengan tidak mengurangi ketentuan lain dalam Anggaran Dasar Perseroan, Presiden Direktur dan Wakil Presiden Direktur secara bersama-sama berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan. Dalam hal posisi Presiden Direktur atau Wakil Presiden Direktur lowong atau dalam hal presiden Direktur atau Wakil Presiden Direktur tidak hadir atau berhalangan karena sebab apapun juga, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka 2 (dua) anggota Direksi secara bersama-sama berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan.
- h) Tanpa mengurangi tanggung jawab Direksi, untuk perbuatan tertentu Direksi berhak mengangkat seorang atau lebih sebagai kuasa dengan wewenang dan syarat-syarat yang ditentukan oleh Direksi dalam suatu surat kuasa khusus.
- i) Apabila dipandang perlu, Direksi dapat membentuk Komite-(Komite) Penunjang Direksi/Eksekutif untuk membantu Direksi dalam menjalankan tugas dan kewajibannya.
- j) Dalam menjalankan tugas, tanggung jawab, dan wewenangnya Direksi berlandaskan pada nilai-nilai yang dianut Perseroan, yakni inovasi, penyempurnaan berkelanjutan, komitmen, integritas, sikap positif, dan loyalitas.

6. Rapat Direksi

- a) Rapat Direksi wajib dilaksanakan sekurang-kurangnya 1 (satu) kali dalam sebulan dan rapat gabungan dengan Dewan Komisaris sekurang-kurangnya 3 (tiga) kali dalam setahun. Apabila dipandang perlu, Direksi dapat melaksanakan Rapat Direksi dengan

Articles of Association). If all members of the Board of Directors have interests that conflict with the interests of the Company, then in the such event or transaction, the Board of Commissioners is entitled to act for and on behalf of and represent the Company.

- g) Without prejudice to other provisions in the Articles of Association of the Company, President Director and Vice President Director are jointly entitled and authorized to act for and on behalf of the Board of Directors and represent the Company. In the event the position of President Director or Vice President Director is vacant or in the case of the President Director or Vice President Director is absent or unavailable due to any cause, which does not need to be proved to any third party, then the two (2) members of the Board of Directors jointly entitled and authorized to act for and on behalf of the Board of Directors and represent the Company.
- h) Without prejudice to the responsibility of the Board of Directors, the Board of Directors for certain actions be entitled to appoint one or more persons as a proxy with the authority and the requirements specified by the Board of Directors in a specific power of attorney.
- i) If necessary, the Board of Directors may establish supporting committee(s) of the Board of Directors/Executive to assist the Board of Directors in performing their duties and responsibilities.
- j) In performing the duties, responsibilities, and authority, the Board of Directors based on the values adopted by the Company, namely innovation, continuous improvement, commitment, integrity, a positive attitude and loyalty.

6. Board of Directors Meeting

- a) Board of Directors Meeting shall conduct at least 1 (one) time in a month and joint meetings with the Board of Commissioners at least 3 (three) times a year. If necessary, the Board of Directors may conduct the Board of Directors Meeting in accordance with the

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- ketentuan sesuai pada Anggaran Dasar Perseroan.
- b) Rapat Direksi wajib dihadiri oleh seluruh anggota Direksi. Dalam hal anggota Direksi tidak dapat menghadiri Rapat Direksi, maka dapat memberikan kuasa kepada anggota Direksi yang lain.
 - c) Tingkat kehadiran anggota Direksi dalam rapat diupayakan minimal 75% (tujuh puluh lima persen) dari jumlah rapat yang dilaksanakan dalam 1 (satu) tahun buku dan wajib diungkapkan dalam Laporan Tahunan Perseroan.
 - d) Pengambilan keputusan Rapat Direksi dilakukan berdasarkan musyawarah mufakat.
 - e) Dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak dengan memperhatikan ketentuan Anggaran Dasar Perseroan.
 - f) Direksi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Direksi, jika seluruh anggota Direksi telah diberitahukan secara tertulis, dan memberikan persetujuan, mengenai usul yang diajukan serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Direksi.
 - g) Segala keputusan Direksi yang diambil bersifat mengikat dan menjadi tanggung jawab bagi seluruh anggota Direksi.
 - h) Hasil Rapat Direksi wajib dituangkan dalam Risalah Rapat yang ditandatangani oleh seluruh anggota Direksi yang hadir dan didokumentasikan secara baik dan didistribusikan kepada seluruh anggota Direksi. Perbedaan pendapat (*dissenting opinions*) yang terjadi dalam Rapat Direksi, wajib dicantumkan secara jelas dalam Risalah Rapat beserta alasan perbedaan pendapat tersebut.
- provisions of the Articles of Association of the Company.
- b) In the case of members of the Board of Directors cannot physically attend a meeting, he/she can authorize the other members of the Board of Directors to represent him/her.
 - c) The attendance of members of the Board of Directors in the meeting is at least 75% (seventy five percent) of the meetings held in 1 (one) financial year and shall be disclosed in the Company's Annual Report.
 - d) Decision-making in the meeting of the Board of Directors is based on consensus.
 - e) In the event that does not happen consensus, decisions are made by a majority vote with regard to the provisions stipulated in the Articles of Association of Company.
 - f) The Board of Directors may also take legal decisions without convening meeting of the Board of Directors, if the Board of Directors has been notified in writing, and give its approval concerning the submitted proposal and signed the agreement. The decisions taken in this way have the same power as a legitimate decision taken by the Board of Directors.
 - g) All decisions taken by the Board of Directors shall be binding and is the responsibility of all members of the Board of Commissioners.
 - h) The results of Board of Directors meetings shall be set within minutes of meeting signed by all members of the Board of Directors present, well documented, and distributed to all members of the Board of Directors. Dissent (*dissenting opinions*) that occurs in the meeting of the Board of Directors shall be clearly stated in the Minutes of Meeting and the reasons for such dissent.

7. Aspek Transparansi bagi Anggota Direksi

- a) Anggota Direksi wajib melaporkan kepada Perseroan melalui Sekretaris Perusahaan dalam 2 (dua) hari kerja atas hal-hal berikut :

7. Transparency aspect for Board of Directors

- a) Member of the Board of Directors shall report to the Company through Corporate Secretary within 2 (two) working days of the following matters :

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1. Kepemilikan dan setiap perubahan kepemilikannya atas saham Perseroan; dan/atau
2. Kepemilikan saham yang mencapai 5% (lima persen) atau lebih dari modal disetor, yang meliputi jenis dan jumlah lembar saham pada Perseroan Terbuka lain, yang berkedudukan di dalam dan di luar negeri.

b) Anggota Direksi wajib mengungkapkan adanya hubungan Keuangan, hubungan keluarga dan benturan kepentingan dengan anggota Dewan Komisaris, anggota Direksi lainnya dan/atau Pemegang Saham Pengendali atau utama Perseroan dalam Laporan Tahunan Perseroan.

8. Larangan bagi Anggota Direksi

- a) Anggota Direksi dilarang memanfaatkan Perseroan untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mempengaruhi kondisi keuangan Perseroan.
- b) Anggota Direksi dilarang mengambil dan/atau menerima keuntungan pribadi dari Perseroan, selain gaji, remunerasi dan fasilitas lainnya yang ditetapkan oleh Perseroan atau RUPS.
- c) Anggota Direksi dilarang menjadi anggota Komite Audit dan/atau Komite Remunerasi dan Nominasi Perseroan.
- d) Anggota Direksi dilarang mewakili Perseroan apabila :
 - i. Terjadi perkara di pengadilan antara Perseroan dengan anggota Direksi yang bersangkutan; atau
 - ii. Anggota Direksi yang bersangkutan mempunyai benturan kepentingan dengan Perseroan.
- e) Anggota Direksi dilarang memberikan kuasa umum kepada pihak lain yang mengakibatkan pengalihan tugas dan fungsi Direksi. Yang dimaksud dengan pemberian kuasa umum adalah pemberian kuasa kepada satu orang karyawan atau lebih atau orang lain yang

1. His or her ownership and any change in the ownership of the shares of the Company; and/or

2. The shareholdings of 5% (five percent) or more of the paid-up capital, which includes the type and number of shares in another listed companies domiciled inside or outside the country.

b) Members of the Board of Directors shall disclose any financial relationship, family relationship and conflict of interests with other members of the Board of Commissioners, Board of Directors and/or controlling shareholders of the Company in the Company's Annual Report.

8. The Prohibition for The Members of the Board of Director

- a) Members of the Board of Directors are prohibited from utilizing the Company for personal, family, and/or other parties interest that may harm or affect the Company's financial condition.
- b) Members of the Board of Directors are prohibited from taking and/or receive personal benefits from the Company in addition to remuneration and other facilities specified by the Company or the GMS.
- c) Members of the Board of Directors are prohibited to becoming members of the Audit Committee and/or Remuneration Committee and Nomination Committee of the Company
- d) Members of the Board of Directors are prohibited represent the Company if:
 - i. There was a litigation between the Company and the relevant members of the Board of Directors; or
 - ii. Members of the Board of Directors have a conflict of interest with the Company.
- e) Members of the Board of Directors is prohibited to provide a general proxy to any party that resulted in the transfer of his/her duties and functions. General proxies means granting authority to one or more employees or any party that resulted in the transfer of his/her duties,

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mengakibatkan pengalihan tugas, wewenang dan tanggung jawab Direksi secara menyeluruh tanpa batasan ruang lingkup dan waktu.

- f) Anggota Direksi dilarang mengambil keuntungan dari pengetahuan atas Perseroan yang tidak tersedia di pasar/publik dengan melakukan *insider trading* dan *abusive self-dealing*.

9. Program Orientasi bagi Anggota Direksi

- a) Program orientasi bagi anggota Direksi yang baru, dilaksanakan untuk memberi arahan anggota Direksi yang bersangkutan agar memperoleh pemahaman tentang Perseroan dalam waktu singkat sehingga anggota Direksi baru dapat menjalankan tugas dengan sebaik-baiknya.
- b) Materi program orientasi anggota Direksi ini meliputi antara lain:
- i. Visi dan misi Perseroan;
 - ii. Nilai-nilai Perseroan;
 - iii. Kode Etik Perseroan;
 - iv. Pedoman dan Tata Tertib Kerja Direksi;
 - v. Anggaran Dasar Perseroan;
 - vi. Kinerja dan kondisi keuangan Perseroan;
 - vii. Laporan Tahunan Perseroan;
 - viii. Peraturan-peraturan di bidang pasar modal yang relevan (apabila dibutuhkan);
 - ix. Risalah rapat Direksi dan risalah rapat gabungan Dewan Komisaris dan Direksi dalam 1 (satu) tahun terakhir (apabila dibutuhkan); dan
 - x. Hal-hal lain yang relevan dengan bisnis Perseroan.
- c) Anggota Direksi yang sedang mengikuti orientasi dapat:
- i. Meminta dilakukan presentasi untuk memperoleh penjelasan mengenai berbagai aspek yang dipandang perlu, dengan melibatkan manajemen di bawahnya;

authorities and responsibilities of the Board of Directors entirely without any limitation to scope of work and time.

- f) Members of the Board of Directors are prohibited from his/her knowledge of the Company that are not available in the market with insider trading and abusive self-dealing.

9. Orientation Program for the Board of Directors

- a) An orientation program for new members of the Board of Directors, is conducted to give direction member of the Board of Directors in order to gain an understanding of the Company within a short time so that the new members of the Board of Directors can perform the duties as well as possible.
- b) Material of the orientation program of the Board of Directors members include, among others :
- i. Vision and mission of the Company;
 - ii. The values of the Company;
 - iii. Code of Conduct of the Company;
 - iv. Guidelines and Code of Conduct of the Board of Directors;
 - v. Articles of Association of the Company.
 - vi. Performance and financial condition of the Company in the latest financial statement;
 - vii. Annual Report of the Company;
 - viii. Relevant regulations in field of capital market (if needed);
 - ix. Minutes of Meeting of the Board of Commissioners and the Board of Directors within 1 (one) year (if needed); and
 - x. Other relevant matter to the business of the Company.

- c) Member of the Board of Directors in orientation may:
- i. Request a presentation to get an explanation on the various aspects that are necessary, involving the lower management;

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- ii. Mengadakan pertemuan-pertemuan dengan anggota Direksi lainnya untuk mendiskusikan berbagai masalah Perseroan atau informasi lain yang dibutuhkan; dan
- iii. Mengadakan kunjungan-kunjungan pada berbagai lokasi anak-anak perusahaan/cabang-cabang Perseroan.

10. Program Pelatihan bagi Anggota Direksi

- a) Program pelatihan bagi anggota Direksi merupakan hal yang penting agar Direksi dapat selalu memperbaharui informasi dan wawasan serta pengetahuan yang terkait dengan bisnis Perseroan, keuangan, perekonomian, dan lain-lain yang menunjang dalam pelaksanaan tugas Direksi.
- b) Anggota Direksi disarankan untuk mengikuti program pelatihan sekurang-kurangnya 1 (satu) kali dalam setahun guna menunjang pelaksanaan tugas dan kewajibannya.

11. Etika dan Waktu Kerja Direksi

- a) Anggota Direksi wajib melaksanakan tugas dan tanggung jawab atas pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan peraturan perundang-undangan yang berlaku, Anggaran Dasar Perseroan, Kode Etik Perseroan dan Piagam Direksi, dan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian.
- b) Dalam menjalankan tugas, tanggung jawab, dan wewenangnya, seluruh anggota Direksi wajib menerapkan Enam Nilai Grup Sinar Mas, yaitu, Integritas, Sikap Positif, Komitmen, Perbaikan Berkelanjutan, Inovasi, dan Loyalitas.
- c) Anggota Direksi wajib tunduk pada Kode Etik Perseroan dan Piagam Direksi.
- d) Anggota Direksi wajib tunduk pada peraturan-peraturan yang berlaku dan menerapkan *good corporate governance* dan *good mining practice* dalam

- ii. Hold meetings with other members of Board of Directors to discuss various issues of the Company or other information needed; and
- iii. Conduct visits in various locations of subsidiaries/ branches of the Company.

10. Training Program for Board of Directors

- a) A training program for members of the Board of Directors is essential that the Board of Directors may always update the information and insight and knowledge related to the Company's business, financial, economic, and others that support the execution of duties of Directors.
- b) Member of the Board of Directors are advised to follow the training program of at least 1 (one) times a year in order to support the implementation of duties and responsibilities.

11. Ethics and Working time member of Board of Directors

- a) Member of the Board of Directors shall carry out the duties and responsibilities for managing the Company for the benefit of the Company in accordance with the prevailing law, Articles of Association of the Company, Company's Code of Ethic and Board of Directors Charter, and in good faith, full responsibility and prudence.
- b) In carrying out their duties, responsibilities and authorities, all members of the Board of Directors required to apply the Six Values of the Sinar Mas Group, namely, Integrity, Positive Attitude, Commitment, Continuous Improvement, Innovation, and Loyalty.
- c) Member of the Board of Directors shall comply the Company's Code of Ethics and Board of Directors Charter.
- d) Member of the Board of Directors shall follow the prevailing regulations and apply the good corporate governance and good mining practice in carry out its duties and

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menjalankan tugas dan wewenangnya.

- e) Anggota Direksi wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal sesuai hari kerja Perseroan.

responsibilities.

- e) Member of the Board of Directors must provide sufficient time to carry out their duties and responsibilities optimally to the Company optimally.

13. Sanksi, Laporan dan Pertanggungjawaban Dewan Direksi

- a) Pelanggaran atas pelaksanaan ketentuan dapat dikenakan sanksi sebagaimana diatur dalam POJK 33/2014 dan peraturan perundang-undangan yang berlaku.
- b) Laporan dan pertanggungjawaban atas kinerja Direksi untuk setiap tahunnya akan disajikan dalam Laporan Tahunan Perseroan untuk kemudian disetujui dalam RUPS Perseroan. Persetujuan atas Laporan Tahunan Perseroan dalam RUPS Perseroan menandakan persetujuan atas kinerja Direksi Perseroan dalam tahun buku tersebut.

13. Sanctions, Reporting and Responsibility of Board of Directors

- a) Violation of the implementation of the regulations may be subject to sanctions as stipulated in POJK 33/2014 and prevailing laws.
- b) Reporting and accountability for the performance of the Board of Directors for each year will be presented in the Annual Report of the Company to be approved at the AGM of the Company. Approval of the Company's Annual Report at the AGM of the Company signifies approval of the Board of Directors of the Company's performance in the financial year.

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Ditetapkan di Jakarta,
30 Mei/May 2022

Direksi

Issued in Jakarta

Board of Directors



 Bonifasius

Presiden Direktur/President Director

Shyam kada

Megha Shyam Kada

Wakil Presiden/Vice President Directors

R. Utoro

Direktur/Director

Kumar Krishnan

Direktur/Director

Suhendra

Direktur/Director

Leonard Fedrik Sundarto

Direktur/Director

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