

**CHARTER OF THE BOARD OF  
COMMISSIONERS  
PT DUTA INTIDAYA TBK**

## **CHARTER OF THE BOARD OF COMMISSIONERS**

### **(THE BOC CHARTER)**

#### **1. RECITALS AND LEGAL BASIS**

- 1.1 PT Duta Intidaya Tbk (**Company**) as a public company listed on the Indonesia Stock Exchange shall comply with prevailing laws and regulations in the capital market sector as well as provisions under the prevailing Law No. 40 of 2007 regarding Limited Liability Companies.
- 1.2 With respect to the above, in accordance with the Financial Services Authority (**OJK**) Regulation No. 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuer or Public Companies, the Board of Commissioners (**BOC**) shall form a charter and code of conduct that shall be binding on each member of the BOC.
- 1.3 BOC Charter is a formal document containing statements about the existence and commitment of the management in relation to the functions of the BOC in an organization or legal entity. The BOC Charter of the Company shall become the basis for the existence and implementation of the supervision by the members of the BOC so that it is known by the employees and other related parties, and in order to reach a mutual understanding and proper cooperation in realizing the vision and purpose of the Company.
- 1.4 This BOC Charter shall bind each member of the BOC and shall form an integral part of the Company's good corporate governance.

#### **2. BOARD OF COMMISSIONERS**

BOC is an organ of the Company which supervises the management and operation of the Company in connection with the purposes and objectives of the Company.

Such supervision shall be carried out in accordance with the principles of good corporate governance, which include good faith, transparency, independence, accountability, responsibility and fairness, and complying with the prevailing laws and regulations.

#### **3. VALUES**

The vision of the BOC is to be professional, objective, independent and a dependable partner for the management, as well as to be perceptive in its attempt to support the Company in reaching their goals.

#### **4. STRUCTURE AND COMPOSITION**

The BOC shall consist of at least 2 (two) members comprising of:

- (a) 1 (one) President Commissioner; and/or
- (b) 1 (one) or more Commissioner(s).

If the BOC consists of 2 (two) members, 1 (one) of such members shall be an Independent Commissioner. If the BOC consists of more than 2 (two) members, the number of the Independent Commissioners shall be at least 30% of the total members of the BOC.

## 5. **SHARE OWNERSHIP**

- 5.1 In compliance with the OJK Regulation No. 11/POJK.04/2017 concerning the Report On Ownership Or Any Change In Ownership Of Shares In a Public Listed Company (**OJK Regulation 11/2017**), each member of the BOC shall report to the Company (Corporate Secretary) with respect to any share ownership in or changes in his or her share ownership in the Company within 3 (three) business days after the transaction. Such occurrence shall be further reported to the OJK within 10 (ten) calendar days after the transaction by the Company.
- 5.2 Such report shall be in the form and substance as provided in the OJK Regulation 11/2017.
- 5.3 This provision is not valid for the Independent Commissioner who is not allowed to own any shares or have any affiliated relationship with the Company, a member of BOC or Board of Directors (**BOD**), or the main shareholders of the Company.

## 6. **DUTIES AND RESPONSIBILITIES**

### 6.1 Duties

The duties and responsibilities of the BOC of the Company are as follows:

- (a) to provide feedback and recommendations on the Company's annual working plan submitted by the BOD;
- (b) to supervise and advise the BOD on the Company's business risks as well as management's efforts and internal control policies;
- (c) to supervise and advise the BOD on the preparation and disclosure of periodic financial statements;
- (d) to provide verification (sign-off) of the report on its supervision and advisory activities of the following Company's departments including but not limited to: finance, trading, store operations, buying, supply chain & logistics human resources, and information technology in the annual report and to review and approve the annual report;
- (e) to carry out nomination and remuneration functions;
- (f) to prepare and maintain minutes of BOC meetings; and
- (g) to report to the Company, his or her and their respective families' share ownership in the Company and other companies.

In performing the above duties, the BOC of the Company shall form an Audit Committee and other working committees to support the performance of such duties. In the event where the BOC forms any separate working committees, the BOC shall conduct an annual evaluation of the working committees at the end of each financial year.

### 6.2 Responsibilities

- (a) All members of the BOC shall be jointly responsible for the losses suffered by the Company resulting from the fault or negligence of the members of the BOC of the Company in performing their duties.
- (b) The members of the BOC shall not be liable for such loss in the event where he or she can prove that:

- (i) the losses were not attributable to his/her negligence;
  - (ii) he/she had managed the Company in good faith, in the interests of the Company and in accordance to the purposes and objectives of the Company;
  - (iii) he/she has no (direct or indirect) personal interest in the managerial actions causing the loss; and
  - (iv) he/she took action to prevent the loss from arising or continuing.
- (c) The BOC is held accountable to the shareholders of the Company at the annual general meetings of shareholders. Criteria for performance assessment shall include:
- (i) implementation of the duties of the BOC as set out in this BOC Charter and the Articles of Association of the Company;
  - (ii) performance of special duties pursuant to resolutions passed at the general meetings of shareholders; and
  - (iii) provision of advice and guidance to the BOD for furtherance of the purpose and objectives of the Company.

**7. AUTHORITIES**

The authorities of the BOC of the Company are as follows:

- (a) entitled to enter any building and premises or other places used or controlled by the Company during the business hour;
- (b) to inspect records and other documents as well as assets of the Company;
- (c) to suspend the members of the BOD if they act contrary to the Articles of Association and/or the prevailing laws and regulations; and
- (d) to request and accept information relating to the Company from the BOD.

**8. CODE OF CONDUCT**

- (a) The BOC shall conduct their duties, responsibilities, rights and authorities by upholding the Company's values, morality, and integrity.
- (b) The BOC and its members shall act in an atmosphere of mutual trust and transparency in corresponding with the BOD and its members and committees.
- (c) Each member of the BOC shall maintain confidentiality of any information regarding the Company.
- (d) The members of BOC are prohibited from utilizing the Company for their personal, family, or any other third parties benefit, either direct or indirect, except for legitimate income earned by such members.
- (e) A Commissioner shall not put him/herself into a position where his/her personal interests could conflict with his/her duty to the Company with due observance of applicable regulations in the capital market sector.

9. **WORKING HOURS**

- 9.1 Each member of BOC shall dedicate sufficient hours to ensure that they conduct their duties and responsibilities for the Company optimally.
- 9.2 The working hours are based on the needs of the Company, in line with the applicable laws and regulations.

10. **PROHIBITION ON DUAL POSITION AND ASSIGNMENT**

The Commissioner can only be:

- (a) a Director of a maximum 2 (two) other issuers and/or public companies;
- (b) a Commissioner of a maximum 2 (two) other issuers and/or public companies (excluding the Company).

In the event where a commissioner does not have any dual position as a member of the BOD, such Commissioner may hold the position as a Commissioner in a maximum of 4 (four) other issuers and/or public companies (excluding his/her position in the Company).

A commissioner can hold several positions in a maximum of other 5 (five) committees in the Company.

11. **MEETINGS**

11.1 Schedule

- (a) The BOC shall hold a regular meeting once every two months (**Regular Meeting**). In addition, the BOC may hold a meeting (i) at any time when deemed necessary by the President Director or 1 (one) or more member of the BOD or (ii) upon a request of the BOC or 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total number of shares with valid voting rights.
- (b) The BOC shall meet with the BOD regularly at least once every four months.

11.2 Invitation and Material

- (a) Invitations to the Regular Meeting must be delivered to each member of the BOC at least 5 (five) calendar days before the meeting is convened (excluding the date of invitation and the date of meeting).
- (b) Invitations for the BOC meeting (other than Regular Meeting) is not required if all members of the BOC are present.
- (c) The material for the Regular Meeting must be delivered to the member of the BOC at least 5 (five) calendar days before the meeting is convened. Materials for other meetings of the BOC may be delivered within a shorter period at the latest prior to the meeting.

11.3 Implementation and Resolutions

- (a) The BOC meeting is valid and entitled to adopt legally binding resolutions if attended by more than 1/2 (half) of the total number of the BOC.

- (b) The meeting shall be presided by the President Commissioner, and in the event that the President Commissioner is absent, then a member of the BOC who is present and selected at the meeting can preside over such meeting.
- (c) Resolutions of the meeting shall be taken based on deliberations to reach a consensus. If a consensus is not reached, the resolutions shall be taken by affirmative votes of more than 1/2 (half) of the total number of the BOC present at the Meeting.
- (d) Each Commissioner present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the BOC who he/she legally represents.
- (e) The BOC can take valid resolutions without convening a meeting if all members of the BOC have been informed of the proposal for the meeting in writing and have given their written approval to the proposal submitted as evidenced by their signatures.
- (f) Resolutions of the meeting shall be stated in a minutes of meeting, which must be signed by all members of the BOC present at the meeting. If there is a member that does not wish to sign the minutes of meeting, such member must state the reason in a written letter that is to be attached to the minutes of meeting.

## 12. **REPORTING AND ACCOUNTABILITY**

- 12.1 The BOC shall review for its approval the annual report prepared by the BOD prior to the issuance of the annual report.
- 12.2 The BOC shall provide a report of its supervisory activities for the year. Such report shall be included in the annual report of the Company, which shall be submitted to the annual general meeting of shareholders for approval.

## 13. **SELF-ASSESSMENT OF THE BOC**

### 13.1 Self-assessment of the Performance of the BOC

Self-assessment of the performance of the BOC is conducted by each member of the BOC for assessing the collegial performance of the BOC, and not for assessing individual performance of each member of the BOC. BOC self-assessment is to be conducted annually or at other regular intervals as considered necessary by the BOC.

BOC self-assessment procedures shall be established based on recommendations and consensus among members of the BOC, who are responsible for the nomination and remuneration functions of the Company. BOC self-assessment may be conducted through a self-assessment questionnaire given to each Commissioner, and such procedures shall continue to be perfected in line with the development of the Company.

### 13.2 Self-assessment Criteria

The criteria for assessing the performance of the BOC may include:

- (a) implementation of the duties of the BOC as set out in this BOC Charter and the Articles of Association of the Company, which may include attendance at meetings and compliance with the Code of Conduct as stated in the BOC Charter;
- (b) performance of special duties pursuant to resolutions passed at the general meetings of shareholders;

- (c) provision of advice and guidance to the BOD for furtherance of the purpose and objectives of the Company; and
- (d) compliance with prevailing laws and regulations, Articles of Association of the Company as well as the Code of Conduct and other policies of the Company, relevant to the BOC as appropriate.

13.3 Result of the BOC self-assessment

The result of the BOC self-assessment will be used as guidance to highlight specific strengths and to identify areas of improvement. The self-assessment policy of the BOC will be disclosed in the Company's annual report pursuant to the requirements of the OJK.

14. **RESIGNATION OF BOC MEMBERS INVOLVED IN A FINANCIAL CRIME**

Any member of the BOC shall submit his/her resignation to the Company if such BOC member is found to have involved in financial crimes. Involved in financial crimes means such BOC member has been declared as a convict by the relevant authority. Further, a financial crime shall include amongst others, manipulation and various types of fraud in any financial service activities as well as Criminal Act of Money Laundering as defined under the Law No. 8 of 2010 regarding the Prevention and Eradication of Criminal Act of Money Laundering.