Corporate Social Responsibility

 $Note: All \ of \ the \ above \ AGMS \ resolutions \ are \ in \ line \ with \ the \ adopted \ agenda \ and \ is \ reflected \ in \ the \ AGMS \ invitation$ 

of Law and Human Rights.

Board of Commissioners of the Company to the Ministry

# BOARD OF COMMISSIONERS

Telkom has a Board of Commissioners who has the collective duties and responsibilities to oversee the running of the company and provide advice to the Directors. This is in line with the application of Good Corporate Governance (GCG) principles.

### BOARD OF COMMISSIONERS' CHARTER

Since 2013, Telkom has a Board of Commissioners Charter which is ratified through the Resolution of the Board of Commissioners No. 16/KEP/DK/2013 dated December 17, 2013. Until the preparation of this Report, the Board Charter has not been revised again.

The Charter of the Board of Commissioners is a guideline and work order that regulates the authority, duties, responsibilities, obligations, division of duties, meetings, provisions on conflicts of interest, share ownership, and the relationship of the Board of Commissioners with the Directors and GMS. In addition to the Charter, the duties, and responsibilities of members of the Board of Commissioners are also stipulated in the Company's Articles of Association and a joint decision letter between the Board of Commissioners and the Board of Directors.

### BOARD OF COMMISSIONERS' AUTHORITIES, DUTIES, AND RESPONSIBILITIES

Telkom's Articles of Association stipulates the Board of Commissioners' obligations to:

- Provide advice to the Board of Directors in performing the management of the Company;
- Provide opinion and give approval over the Annual Work Plan and Budget of the Company as well as other work plans which have been prepared by the Board of Directors, in accordance with the provisions of this Articles of Association;
- Keep up with the progress of activities of the Company, provide opinions and advice to the GMS concerning every issue considered important for the management of the Company;
- Report to the holder of Dwiwarna A Series share if there is any indication of decreasing performance of the Company;
- 5. Propose to the GMS for the appointment of Public Accountant who will perform the audit over the books of the Company;

6. Review and analyze the periodic reports and the Annual Report prepared by the Board of Directors as well as execute the Annual Report;

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- 7. Provide explanation, opinion, and advice to the GMS concerning the Annual Report, if requested;
- 8. Draw up the minutes of the meeting of the Board of Commissioners and keep their copies;
- Report to the Company concerning their and/or their families share ownership in the Company aforesaid and other companies;
- 10. Provide report regarding the supervisory duties which have been performed during the recently passed financial year to the GMS;
- 11. Provide explanation regarding any matters inquired about or requested by the holder of Dwiwarna A Series share with due observance of the statutory regulations, particularly those prevailing in the Capital Market sector:
- 12. Perform other obligations in the framework of supervisory duties and advice provision, to the extent, it does not contradict the statutory regulations, the Articles of Association and/or the resolutions of the GMS.

The authority of the Board of Commissioners is as follows:

- Examine books, letters, as well as other documents, examine cash position for verification purposes and other securities and examine the assets of the Company:
- Enter the yards, buildings, and offices used by the Company;
- Demand explanation from the Board of Directors and/ or other officials concerning any issues concerning the management of the Company;
- 4. Be informed of any policy and actions which have been and which will be taken by the Board of Directors;
- Demand the Board of Directors and/or other officials under the level of the Board of Directors, with the knowledge of the Board of Directors, to attend the meeting of the Board of Commissioners;
- Appoint and dismiss a Secretary of the Board of Commissioners;
- Suspend the members of the Board of Directors in accordance with the provisions of this Articles of Association;
- Form the Audit Committee, the Remuneration and Nomination Committee, the Risk Monitoring Committee, and other committees, if considered necessary, with due observance of the capability of the company;
- Utilize experts for certain matters and within a certain period on the account of the Company, if considered necessary;

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- 10. Perform the management actions over the Company in certain conditions for a certain period under the provisions of this Articles of Association:
- 11. Approve the appointment and dismissal of the Corporate Secretary and/or the Head of Internal Supervisory Unit;
- 12. Attend the Meeting of the Board of Directors and give viewpoint towards the matters being discussed;
- 13. Perform other supervisory authorities to the extent they do not contradict with the statutory regulations, the Articles of Association and/or the resolutions of the GMS.

In the event of a loss to the company, members of the Board of Commissioners have a collective responsibility for mistakes or omissions in carrying out their duties, unless proven:

- 1. Such loss is not caused by their mistake or negligence;
- 2. They have performed in good faith, full responsibility, and prudentially for the interest and based on the purpose and objective of the Company;
- 3. They do not have any conflict of interest either directly or indirectly with the management activities causing the loss: and
- 4. They have taken the action to prevent the occurrence or continuation of such loss.

#### **BOARD OF COMMISSIONERS'** COMPOSITION

In 2019, the composition of the Board of Commissioners changed because the Annual General Meeting of Shareholders (AGMS) decided to honorably dismiss Members of the Board of Commissioners as follows:

- 1. Ms. Hendri Saparini from the position of President Commissioner:
- 2. Ms. Pamijati Pamela Johanna Waluyo from the position of Independent Commissioner; and
- 3. Mr. Rinaldi Firmansyah from the Position of Commissioner.

In addition, Mr. Edwin Hidayat Abdullah was appointed as Vice President Director of Angkasa Pura II on November 18, 2019 and Mr. Isa Rachmatarwata as Commissioner of PT Pertamina (Persero) on December 23, 2019, so that both of them no longer served as Commissioners of the Company.

Moreover, the AGMS also decided to appoint the following names:

- 1. Mr. Rhenald Kasali as President Commissioner and Independent Commissioner;
- 2. Mr. Marsudi Wahyu Kisworo as Independent Commissioner;
- 3. Mr. Ismail as Commissioner; and
- 4. Mr. Marcelino Rumambo Pandin as Commissioner.

Accordingly, the composition of the Board of Commissioners as of 31 December 2018 and 2019 can be seen as follows:

Board of Commissioners' Composition as of December 31, 2018

No.	Name	Position	Appointment	Discharge Date
1.	Hendri Saparini	President Commissioner	2014	AGMS 2019
2.	Rinaldi Firmansyah	Commissioner	2015	AGMS 2019
3.	Edwin Hidayat Abdullah	Commissioner	2018	AGMS 2023
4.	Isa Rachmatarwata	Commissioner	2018	AGMS 2023
5.	Margiyono Darsasumarja	Independent Commissioner	2015	AGMS 2020
6.	Cahyana Ahmadjayadi	Independent Commissioner	2017	AGMS 2022
7.	Pamijati Pamela Johanna Waluyo	Independent Commissioner	2015	AGMS 2019

#### Board of Commissioners' Composition as of December 31, 2019

No.	Name	Position	Appointment	Discharge Date
1.	Rhenald Kasali	President Commissioner/ Independent Commissioner	2019	AGMS 2024
2.	Marsudi Wahyu Kisworo	Independent Commissioner	2019	AGMS 2024
3.	Margiyono Darsasumarja	Independent Commissioner	2015	AGMS 2020
4.	Cahyana Ahmadjayadi	Independent Commissioner	2017	AGMS 2022
5.	Ismail	Commissioner	2019	AGMS 2024
6.	Marcelino Rumambo Pandin	Commissioner	2019	AGMS 2024

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### BOARD OF COMMISSIONERS' DIVERSITY

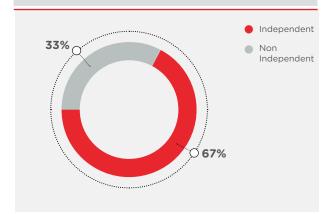
In general, Telkom's Annual General Meeting of Shareholders (AGMS) ensures that the mechanism for selecting and appointing members of the Telkom Board of Commissioners meets the diversity, non-discrimination and human rights aspects, and refers to the principle of fairness. Members of the Board of Commissioners are chosen and appointed based on their required

background, competence, expertise, and integrity. Although there is no written policy regarding this matter, the Main Shareholders and Controllers of Telkom, in this case, the Government of Indonesia represented by the Ministry of State-Owned Enterprises (SOE), always notice to the implementation of GCG principles and Law No. 39 of 1999 regarding Human Rights in the mechanism.

Board of Commissioners' Diversity as of December 31, 2019

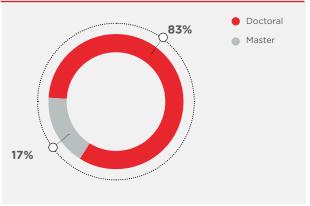
No.	Name	Position	Gender	Background of Expertise & Skill	Level of Education
1.	Rhenald Kasali	President Commissioner/ Independent Commissioner	Male	Management	Doctoral
2.	Marsudi Wahyu Kisworo	Independent Commissioner	Male	Information Technology	Doctoral
3.	Margiyono Darsasumarja	Independent Commissioner	Male	Media, Media Law, and Internet	Master
4.	Cahyana Ahmadjayadi	Independent Commissioner	Male	Telecommunications Engineering, Law and Content Application	Doctoral
5.	Ismail	Commissioner	Male	Electrical Engineering and Telecommunications Engineering	Doctoral
6.	Marcelino Rumambo Pandin	Commissioner	Male	Business Management, and Technology	Doctoral





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## Composition Diversity of Board of Commissioners' Educational Level



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