dismissal by the Board of Commissioners due to the failure to hold a GMS until the expiration of the period referred to in letter e, no later than 2 (two) business days after the event occurs.

**DUTIES, AUTHORITIES AND OBLIGATIONS OF THE BOARD OF DIRECTORS**

**ARTICLE 12**

1. The Board of Directors is responsible for carrying out all actions related to and responsible for the management of the Company for the benefit of the Company in accordance with the Company's purposes and objectives, and representing the Company both inside and outside the court regarding all Company matters and all events, subject to limitations as stipulated in laws and regulations, the Articles of Association and/or GMS Resolutions.
2. In carrying out the duties referred to in paragraph (1) of this article, the following shall apply:
   a. The Board of Directors has the following rights and authorities:
      1) Establishing company management policies, with due observance to the applicable provisions.

2) Establishing policies for synergy between the Company and the Series B Majority Shareholders, guided by the policies established by the Series B Shareholder.
3) Arranging the transfer of the Board of Directors' authority to represent the Company inside and outside the court to one or more persons specifically appointed for that purpose, including Company employees, either individually or jointly, and/or other entities.
4) Regulate provisions regarding the Company's employees, including determining wages, pensions, old-age security, and other income for the Company's employees in accordance with applicable laws and regulations.
5) Appoint and dismiss the Company's employees in accordance with the Company's labour regulations and laws and regulations.
6) Appoint and dismiss a Corporate Secretary and/or Head of the Internal Audit Unit with the approval of the Board of Commissioners after first obtaining approval from the Series B Majority Shareholders.
7) Write off the Company's Fixed Assets and/or other Assets in accordance with the provisions

stipulated in these Articles of Association, which will then be reported to the Board of Commissioners and subsequently reported and accounted for in the Annual Report.

8) The Board of Directors, as shareholders and/or majority shareholders of each subsidiary, has the authority to exercise authority over the subsidiary in accordance with its position as shareholder of the subsidiary, as stipulated in the subsidiary's Articles of Association.

9) Carry out all other actions and deeds concerning the management and ownership of the Company's assets, bind the Company with other parties and/or other parties with the Company, and represent the Company both inside and outside the court regarding all matters and events, with limitations as stipulated in laws and regulations, the Articles of Association, and/or GMS Resolutions.

b. The Board of Directors is obliged to:

1) Procure and ensure the implementation of the Company's business and activities in accordance with its purposes and objectives and business activities;

2) Prepare in a timely manner the Long-Term Plan, the annual Company Work Plan and Budget, and other work plans, as well as amendments thereto in accordance with the laws and regulations;
3) Prepare a Shareholders Register, a Special Register, Minutes of Meeting of the GMS, and Minutes of Meting of the Board of Directors Meetings;
4) Prepare an Annual Report that includes, among other things, Financial Statements as a manifestation of the Company's management accountability, as well as the Company's financial documents as referred to in the Law on Company Documents;
5) Prepare the Financial Statement referred to in point 4 above based on Financial Accounting Standards and submit it to a Public Accountant for audit;
6) Submit the Annual Report, after being reviewed by the Board of Commissioners, to the GMS for approval and ratification no later than 5 (five) months after the end of the Company's financial year;
7) Provide an explanation to the GMS regarding the Annual Report;

8) Submit the Balance Sheet and Profit and Loss Statement, approved by the GMS, to the Minister in charge of legal affairs in accordance with the laws and regulation;
9) Submit a report on the implementation of write-offs and debt waiver in accordance with the laws and regulation;
10) Prepare other reports required by the laws and regulation;
11) Maintain the Shareholders Register, Special Register, Minutes of GMS, Minutes of Meeting of the Board of Commissioners, Minutes of Meeting of the Board of Directors, Annual Report, the Company's financial documents as contemplated in points 4 and 5, and other Company documents;
12) Maintain at the Company's domicile the following: Shareholders Register, Special Register, Minutes of GMS, Minutes of Meeting of the Board of Commissioners, Minutes of Meeting of the Board of Directors, Annual Report, and other Company documents;
13) Procure and maintain the Company's bookkeeping and administration in accordance with applicable Company practices;

14) Establish an accounting system in accordance with Financial Accounting Standards and based on internal control principles, particularly the management, recording, storage, and supervision functions;
15) Provide periodic reports in a manner and timeframe consistent with applicable laws and regulations, as well as other reports whenever requested by the Board of Commissioners and/or Series A *Dwiwarna* Shareholders and/or Series B Majority Shareholders with due observance to the applicable laws and regulations in the capital market sector;
16) Prepare the Company's organizational structure, complete with its details and duties;
17) Provide explanations on all matters asked or requested by members of the Board of Commissioners, the holder of the *Dwiwarna* Series A share, and the Series B Majority Shareholders, with due observance to the applicable laws and regulations, particularly those in the capital market;
18) Carry out other obligations in accordance with the provisions stipulated in these Articles of Association and those stipulated by the GMS;

19) Prepare the Charter/Guidelines of the Board of Directors and work procedures (BOD Charter).

3. In carrying out their duties, the Board of Directors is obliged to devote their full energy, thought, attention, and dedication to their duties, obligations, and the achievement of the Company's objectives.
4. In carrying out their duties, members of the Board of Directors shall comply with the Company's Articles of Association and laws and regulations and shall uphold the principles of professionalism, efficiency, transparency, independence, accountability, responsibility as well as fairness.
5. In carrying out their duties, each member of the Board of Directors shall act in good faith and with full responsibility for the interests and business of the Company, with due observance to the business risks and adhering to applicable laws and regulations.
6. a. Each member of the Board of Directors is fully and jointly liable for any losses to the Company caused by the errors or negligence of any member of the Board of Directors in carrying out their duties.

   b. A member of the Board of Directors cannot be held liable for any losses to the Company as referred to in letter a of this article if they can prove that:

1) the loss was not due to their error or negligence;
2) they have carried out management in good faith, with full responsibility, and with prudence for the benefit and in accordance with the purposes and objectives of the Company;
3) they have no direct or indirect conflict of interest in the management actions that resulted in the loss; and
4) they have taken action to prevent the occurrence or continuation of such loss.

7. The actions of the Board of Directors below shall obtain written approval from the Board of Commissioners:
   a. Write off the Company's assets within a certain value limit determined by the Board of Commissioners with due observance to the provisions of laws and regulations governing State Owned Enterprises, as follows:
      1) Write off due to the transfer/assignment of the Company's fixed assets;
      2) Write off due to the transfer/assignment of other Company assets;
      3) Write off the Company's fixed assets and/or other assets other than due to transfer/assignment, including write-offs of bad debts;

b. Relinquish the right to collect or not collect bad principal receivables, interest receivables, fines, fees, and other receivables other than the principal receivables, carried out for the purpose of restructuring and/or settlement of receivables, as well as other actions to settle the Company's receivables that have been written off, either in part or in whole, within a certain value limit determined by the Board of Commissioners, provided that the write-off shall first obtain the approval of BPI Danantara in accordance with laws and regulations in the field of State Owned Enterprises;
c. Encumber the Company's assets as collateral with a certain value limit determined by the Board of Commissioners;
d. Bind the Company as guarantor (*borg* or *avalist*) with a certain value determined by the Board of Commissioners, with due observance to the capital market regulations;
e. Receive medium-term/long-term loans and provide medium-term/long-term loans with a certain value determined by the Board of Commissioners with due observance to the capital market regulations;

f. Provide loans to subsidiaries as referred to in laws and regulations governing State Owned Enterprises with a certain value limit determined by the Board of Commissioners;

g. Entering into partnerships with business entities or other parties in the form of licensing agreements, management contracts, asset leases, Joint Operations (KSO), Build Operate Transfer (BOT), Build Own Transfer (BowT), Build Transfer Operate (BTO), and other similar partnerships that are not part of the Company's daily business as usual activities, with a specific value or time period determined by the Board of Commissioners;

h. Making equity participation in subsidiaries, joint ventures, and/or other companies, including participation to establish subsidiaries and/or joint ventures with certain value limits determined by the Board of Commissioners, except for the purpose of rescuing receivables, with due observance to the capital market regulations;

i. Decreasing equity participation, including dilution, in subsidiaries, joint ventures, and/or other companies with certain value limits determined by the Board of Commissioners, except for the purpose of rescuing receivables, with due observance to the capital market regulations;

j. Divesting equity participation in subsidiaries, joint ventures, and/or other companies with certain value limits determined by the Board of Commissioners, except for the purpose of rescuing receivables with due observance to the capital market regulations;

k. Carrying out actions that constitute material transactions as defined by laws and regulations in the capital market with certain values determined by the Board of Commissioners, unless such actions constitute material transactions exempted by applicable laws and regulations in the capital market;

l. Carrying out mergers, amalgamations, acquisitions, separations, and dissolutions of subsidiaries and joint ventures with certain values determined by the Board of Commissioners with due observance to the capital market regulations;

m. Carrying out investments with certain value limits and/or criteria determined by the Board of Commissioners, with due observance to the capital market regulations;

n. Establishing and changing the Company's logo;

o. Establishing an organizational structure 1 (one) level below the Board of Directors;
p. Approve the establishment of foundations, organizations, and/or associations with legal entities, whether directly or indirectly related, formed by subsidiaries;
q. Approve the imposition of fixed and routine costs and obligations for foundations, organizations, and/or associations with legal entities formed by subsidiaries;
r. Establish guidelines and/or policies for the governance of investment activities;
s. Actions not yet stipulated in the Company's Work Plan and Budget (RKAP).

8. These actions may only be taken by the Board of Directors after receiving a written response from the Board of Commissioners and the holder of the highest number of Series B shares and approval from the holder of the Series A *Dwiwarna* share to:
   a. Propose representatives of the Company as candidates for members of the Board of Directors and Board of Commissioners of joint ventures and/or subsidiaries that are state owned enterprises;
   b. Propose representatives of the Company as candidates for members of the Board of Directors and Board of

Commissioners of certain joint ventures and/or subsidiaries that are not state owned enterprises as determined by the holder of the highest number of Series B shares;

9. a. The Board of Commissioners shall determine the limits and/or criteria for matters as contemplated in paragraphs (7) letters a, b, c, d, e, f, g, h, i, j, k, l and m of this article after obtaining the approval of the Series B Majority Shareholders;

   b. The approval of the Board of Commissioners specifically regarding paragraph (7) letters a, b, c, d, e, f, g, h, i, j, k, l, and m of this article, with certain limits and/or criteria, shall be determined after obtaining the approval of the Series A *Dwiwarna* Shareholder or the Series B Majority Shareholders;

   c. The actions of the Board of Directors as referred to in paragraph (7) letter g of this article, to the extent necessary for the implementation of the main business activities commonly carried out in the relevant business sector, subject to the provisions of laws and regulations, do not require the approval of the Board of Commissioners and/or the GMS;

   d. The actions of the Board of Directors as referred to in paragraph (7) letters g and h of this article, to the extent necessary for participating in tenders and/or implementing projects and/or fulfilling requirements and/or carrying out core business activities commonly carried out in the relevant business sector, subject to the provisions of laws and regulations, do not require the approval of the Board of Commissioners and/or the GMS.

e. The approval of the Board of Commissioners regarding paragraph (7) letters r and s of this Article shall be determined after obtaining the approval of the Series B Majority Shareholders.

10. Within a maximum of 30 (thirty) calendar days of receiving the application or explanation and complete documents from the Board of Directors, the Board of Commissioners shall issue a resolution or response as contemplated in paragraphs (7) and (8) of this article.

11. The Board of Directors shall request the approval of the GMS to:

    a. transfer the Company's assets; or
    b. encumber the Company's assets as collateral for debt;

    representing more than 50% (fifty percent) of the Company's net assets in one or more transactions, whether related to each other or not, except as the Company's business activities implementer, in accordance with Article 3.

12. a. The following actions may only be carried out by the Board of Directors after receiving a written response from the Board of Commissioners and obtaining approval from the GMS:

1) Carrying out actions that are considered material transactions as stipulated by laws and regulations in the capital market sector with a value exceeding 50% (fifty percent) of the Company's equity, unless such actions are considered material transactions exempted by the laws and regulations in the capital market sector;
2) Carrying out transactions containing a conflict of interest as stipulated in the laws and regulations applicable to the capital market;
3) Conducting other transactions to comply with the laws and regulations in the capital market sector;
4) Carrying out special assignments assigned by the Central Government;
5) Establishing a Pension Fund and/or amending the Pension Fund Regulations as required by the laws and regulations.

b. If within 30 (thirty) calendar days of receiving the application or explanation and documents from the Board of Directors, the Board of Commissioners does not provide a written response, the GMS may issue a resolution without a written response from the Board of Commissioners.

13. Legal actions as referred to in paragraphs (11) and (12) were taken without the approval of the GMS shall remain binding on the Company as long as the other parties involved in the legal actions were acting in good faith.
14. The GMS may reduce the restrictions on the actions of the Board of Directors stipulated in these Articles of Association or impose other restrictions on the Board of Directors in addition to those stipulated in these Articles of Association.
15. Management policies are determined at a Board of Directors Meeting.
16. In carrying out the management of the Company, each member of the Board of Directors has the right and authority to act for and on behalf of the Board of Directors and to represent the Company in accordance with the Company's management policies and authorities established by the Board of Directors' resolution.
17. Unless otherwise stipulated in the Company's management policies as referred to in paragraph (15), the President

Director has the right and authority to act for and on behalf of the Board of Directors and to represent the Company, both inside and outside the Court.

18. a. If the President Director is unable to attend or impeded from acting for any reason, which is unnecessary to prove such impediment to any third party, the Vice President Director is authorized to act for and on behalf of the Board of Directors and to carry out the duties of the President Director, or the President Director shall appoint in writing a member of the Board of Directors authorized to act for and on behalf of the Board of Directors and to carry out the duties of the President Director and/or Vice President Director if at the same time the Vice President Director is unable to attend or impeded from performing his duties.

    b. If the Vice President Director is unable to attend or impeded from acting for any reason, which is unnecessary to prove such impediment to any third party, the Vice President Director shall appoint in writing a member of the Board of Directors authorized to carry out the duties of the Vice President Director, or the Vice President Director shall appoint in writing a member of the Board of Directors authorized to act for and on behalf of the Board of

Directors and to carry out the duties of the President Director and/or Vice President Director if the President Director is unable to attend or impeded from performing his duties.

c. If the GMS does not appoint a Vice President Director, then in the event that the President Director is unable to attend or impeded from acting for any reason, which is unnecessary to prove such impediment to any third party, the President Director shall appoint in writing a member of the Board of Directors authorized to act for and on behalf of the Board of Directors and carry out the duties of the President Director.

19. If the President Director does not make an appointment, the member of the Board of Directors with the longest term of office shall be authorized to act for and on behalf of the Board of Directors and carry out the duties of the President Director.

20. The Board of Directors, for certain acts under its own responsibility, may also appoint one or more persons as its representatives or proxies, by granting them or them the authority for such acts as stipulated in a power of attorney.

21. The division of duties and authority of each member of the Board of Directors shall be determined by the GMS.

If the GMS does not determine the division of duties and authorities, the division of duties and authorities among the Board of Directors shall be determined based on a resolution of the Board of Directors.

22. In managing the Company, the Board of Directors shall implement the instructions given by the GMS to the extent they are not violating the laws and/or these Articles of Association.
23. Members of the Board of Directors are not authorized to represent the Company if:
    a. a case arises in a Court between the Company and the relevant member of the Board of Directors; or
    b. the relevant member of the Board of Directors has interests that conflict with the interests of the Company.
24. In the event of the circumstances as contemplated in paragraph (23) of this article, those authorized to represent the Company are:
    a. other members of the Board of Directors who do not have a conflict of interest with the Company;
    b. the Board of Commissioners, if all members of the Board of Directors have a conflict of interest that conflicts with the interests of the Company; or
    c. another party appointed by the GMS, if all members of the Board of Directors or the Board of