

- a. death or permanent incapacity;
- b. end of term of office;
- c. dismissal before the end of term of office due to no longer meeting the requirements as a member of the Company's Board of Commissioners as contemplated in paragraph (3) and (4) of this Article;
- d. dismissal by the GMS; or
- e. the resignation has become effective, as referred to in paragraph (18) letter b of this Article.

23. Members of the Board of Commissioners who resign before or after the end of their term of office, except due to death, are required to submit an accountability report for actions for which the GMS has not yet accepted their accountability report.

24. Members of the Board of Commissioners are provided with honorariums and allowances/facilities and post-employment insurance, the type and amount of which are determined by the GMS, in compliance with the laws and regulations.

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

**ARTICLE 15**

1. The Board of Commissioners shall supervise the management policies, the general management of the

Company and the Company's business carried out by the Board of Directors, and providing advice to the Board of Directors, including supervising the implementation of the Long-Term Plan, Work Plan and Budget of the Company, as well as provisions of the Articles of Association and GMS Resolution, as well as applicable laws and regulations, for the benefit of the Company and in accordance with the aims and objectives of the Company.

2. In carrying out the duties referred to in paragraph (1) of this article, the following shall apply:

a. The Board of Commissioners has the following authorities:

- 1) Examine books, letters, other documents, and other documents, examine cash for verification purposes, and other securities and examine the Company's assets;
- 2) enter the grounds, buildings, and offices used by the Company;
- 3) request clarification from the Board of Directors and/or other officials regarding all matters concerning the management of the Company;
- 4) obtain information about all policies and actions that have been or will be implemented by the Board of Directors;

- 5) request the Board of Directors and/or other officials under the Board of Directors, with the Board of Directors' knowledge, to attend Board of Commissioners meetings;
- 6) appoint and dismiss a Secretary to the Board of Commissioners;
- 7) temporarily dismiss members of the Board of Directors in accordance with the provisions of these Articles of Association;
- 8) establish an Audit Committee, a Remuneration and Nomination Committee, a Risk Monitoring Committee, and other committees if deemed necessary with due observance to the Company's capabilities;
- 9) employ experts for certain matters and for a certain period at the Company's expense, if deemed necessary and with due observance to the applicable provisions;
- 10) carry out management actions for the Company under certain circumstances for a certain period in accordance with the provisions of these Articles of Association;
- 11) approve the appointment and dismissal of the Corporate Secretary and/or Head of the Internal

Supervisory Unit after first obtaining approval from the Series B Majority Shareholders;

12) attend Board of Directors Meetings and provide views on matters discussed;

13) exercise other supervisory authority as long as it does not conflict with applicable laws and regulations in the capital market sector, the Articles of Association, and/or GMS resolutions;

b. The Board of Commissioners is obliged to:

1) provide advice to the Board of Directors in managing the Company;

2) provide opinions and approval on the Long-Term Plan and the annual Work Plan and Budget of the Company, as well as other plans prepared by the Board of Directors, in accordance with the provisions of these Articles of Association;

3) monitor the Company's activities and provide opinions and suggestions to the GMS regarding any issues deemed important to the Company's management;

4) report to the Series B Majority Shareholders any signs of declining Company performance;

5) propose to the GMS the appointment of a Public Accountant to audit the Company's books;

- 6) examine and review the periodic reports and Annual Report prepared by the Board of Directors and sign the Annual Report;
- 7) provide explanations, opinions, and suggestions to the GMS regarding the Annual Report, if requested;
- 8) prepare minutes of Board of Commissioners Meetings and retain copies thereof;
- 9) report to the Company regarding the shareholding of the Company and/or its family in the Company and other Companies;
- 10) provide a report to the GMS on the supervisory duties performed during the preceding financial year;
- 11) provide explanations regarding all matters inquired or requested by Series A *Dwiwarna* Shareholder, with due observance to the laws and regulations, particularly those applicable to the capital markets sector;
- 12) submit quarterly reports on the Company's performance, including the realization of Key Performance Indicators, to Series A *Dwiwarna* Shareholder and the Series B Majority Shareholders;

- 13) prepare the Charter of the Board of Commissioners and the Relationship Governance between the Company's Board of Commissioners and the Boards of Commissioners of the Company's Subsidiaries and others with due observance to the laws and regulations, the laws and regulations in the capital market sector;
- 14) carry out other obligations within the framework of supervisory and advisory duties, as long as they do not conflict with laws and regulations, the Articles of Association, and/or GMS resolutions.

3. In carrying out their duties, members of the Board of Commissioners shall:

- a. comply with the Company's Articles of Association and laws and regulations and shall uphold the principles of professionalism, efficiency, transparency, independence, accountability, responsibility and fairness;
- b. act in good faith, with full caution and responsibility in carrying out supervisory duties and providing advice to the Board of Directors for the benefit of the Company and in accordance with the objectives and purposes of the Company.

4. Under certain circumstances, the Board of Commissioners is required to hold an Annual GMS and other GMS in accordance with its authority as stipulated in laws and regulations and the Articles of Association.
5.
  - a. Each member of the Board of Commissioners is jointly and severally liable for losses to the Company caused by the errors or negligence of other members of the Board of Commissioners in carrying out their duties.
  - b. A member of the Board of Commissioners cannot be held liable for the Company as referred to in letter (a) if he/she can prove:
    1. the loss was not due to his error or negligence;
    2. he has carried out supervision in good faith, with full responsibility, and with full caution for the benefit and in accordance with the purposes and objectives of the Company;
    3. has no direct or indirect conflict of interest in any supervisory action that results in a loss; and
    4. has taken action to prevent the occurrence or continuation of such loss.