

having the potential to or which might have impact on the financial welfare of the Company or the decision being taken does not conform to the practices of the Company if compared to the making of decision with more standards or having less impact.

- c. Documentation: a series of decision making must be well documented, including the minutes of meetings, conversations, discussions which can demonstrate the processes and methods for the decision making from the beginning to the end. Even though the completeness of the documentation could give rise to high cost, however, if the business decision to be taken has business risk and/or could give rise to business risk in the future, the completeness of the documentation will become the solid evidence towards the taking of the business decision aforesaid.
4. **A Group of People in the Same Position and Same Condition who will be Making the Decision or Carrying Out the Same Action**
5. **The Board of Directors and/or the Board of Commissioners making the decision or carrying out the action aforesaid has considered the best interest of the Company**
- a. If the Board of Directors and/or the Board of Commissioners have already had the adequate information and there is not any undue affect from any party whomsoever, then, the Board of Directors/the Board of Commissioners can make the best decision for the interest of the Company. Such action may only be categorized as the Business Judgement Rule if there is not any ill intention in the decision making process and/or the action to be taken aforesaid.
 - b. If there is not any ill intention in the decision-making process aforesaid, then, the Board of Directors/Board of Commissioners must also be able to prove the presence of rational justification (does not have many ambiguities and does not give any way to the opportunity of multi-interpretation) towards the taking of such decision. This rational justification includes the taking into account of the risk mitigation towards the decision to be taken and/or the action to be carried out.
 - c. If required, the Board of Directors/Board of Commissioners in the making of decision may use professional opinion from independent third party stating that there is not any elements of conflict of interest or personal gain to be acquired either by himself or by the members of the Board of Directors/Board of Commissioners over the providing of his opinion aforesaid.

D. LONG TERM PLAN OF THE COMPANY, CORPORATE STRATEGIC SCENARIO, CORPORATE ANNUAL MESSAGE, AND WORK & BUDGET PLAN OF THE COMPANY

- 1. The Board of Directors will be obliged to prepare the draft Long Term Plan of the Company (RJPP) for a timeline of 5 (five) years.
- 2. As the elaboration over the RJPP document, the Board of Directors also prepares the implementation strategy document which is the Corporate Strategic Scenario (CSS) document, for a timeline of 3 (three) years.
- 3. The Board of Directors will be obliged to prepare the Corporate Annual Message (CAM) and the Work & Budget Plan of the Company (RKAP) as the short-term strategic document of the company, containing the annual elaboration of the RJPP and/or the CSS.
- 4. The governance for the preparation of RJPP, CSS, CAM and RKAP is set out in the Company regulation.
- 5. In the supervisory over the implementation of RJPP, CSS, and RKAP, the Board of Commissioners may carry out site visit which in its implementation, they will be accompanied by the related Director



or in the event that the related Director is impeded, they may be accompanied by the Corporate Secretary and/or the official appointed by the related Director.

