

possess the expertise and/or knowledge in the accounting sector.

2. Improve the quality for the implementation of duties and responsibilities of the Board of Directors.
  - a. The quality improvement effort of duties and responsibilities implementation of the Board of Directors as referred to in number 1, can be carried out through the following things:
    - (i) The Board of Directors has in place the self-assessment policy to assess the performance of the Board of Directors.
    - (ii) The self-assessment policy to assess the performance of the Board of Directors will be disclosed through the annual report of the Company.
    - (iii) The Board of the Directors has in place the policy related to the resignation of the members of the Board of Directors if they are involved in the financial crimes.
  - b. The policy as referred to in letter a.(iii) above will be further stipulated in the Company Regulation.

#### D. THE MAIN DUTIES OF THE BOARD OF DIRECTORS

1. The main duties of the Board of Directors shall be carrying out any actions related to and to be responsible over the management of the Company for the interest of the Company and in accordance with the purposes and objectives of the Company as well as to represent the Company both inside and outside the court with regard to any matters and in any events with the restrictions as stipulated in the laws and regulations, the Articles of Association and/or the Resolution of the GMS.
2. In carrying out the abovementioned main duties, the Board of Directors through the Meeting of the Board of Directors or the joint approval mechanism will be authorized to:
  - a. Propose the visions, missions, and strategies of the Company;
  - b. Determine the basic policy of corporate, financial, organizational, and human resources strategies as well as information technology and communication systems of the company;
  - c. Submit proposal for the management of the Company requiring the approval of the Board of Commissioners and the Approval of the GMS as well as implement it in accordance with the provisions stipulated in the Articles of Association, the approval of the Board of Commissioners as well as the resolution of the GMS;
  - d. Strive to achieve the indicator targets of financial aspects, operational aspects, and administrative aspects which are used as the basis for the assessment of the soundness level of the Company in accordance with the performance which has been stipulated by the Shareholders.
  - e. Stipulate the performance targets and performance evaluation of the Company, the Directorates, the operational Units and the business units through the organizational mechanism of the Company as well as the performance targets and performance evaluation of the subsidiaries companies, including the strategic plans and dividend policy of the Subsidiaries Companies through the organizational mechanism of the subsidiary companies in accordance with the prevailing provisions for the subsidiary companies.
  - f. Stipulate the proposal and changes to the Long Term Plan of the Company and the Budget Work Plan of the Company in accordance with the prevailing provisions.



- g. Stipulate the approval on the feasibility of the investment in accordance with the authority of the Board of Directors, monitor and make corrections towards its implementation.
- h. Stipulate the cooperation activities or contract with the value and the time or the utilization/acquirement in accordance with the authorities stipulated in the Company regulation.
- i. Determine the financial policy which needs to be periodically reviewed by the Board of Directors, for example, the Cash Management, the Expenditure Authority, and the Payment Authority.
- j. Determine the organizational structure and the determination of the officers of the Company up to a certain level which is stipulated through the Company regulation.

#### E. THE DUTIES, RESPONSIBILITIES, AND AUTHORITIES

1. The Board of Directors has the rights and authorities, among others:
  - a. Stipulate the policy considered appropriate in the management of the Company;
  - b. Regulate the handing-over of authority of the Board of Directors to represent the Company inside and outside the court to one or several individuals specifically appointed for such purpose, including the workers of the Company, both individually and collectively and/or to other entity;
  - c. Regulate the provisions regarding the workers of the Company, including the determination on the wages, pension or old age insurance, and other income for the workers of the Company based on the prevailing laws and regulations;
  - d. Appoint and dismiss the Employees of the Company based on the manpower regulations of the Company and the laws and regulations;
  - e. Appoint and dismiss a Corporate Secretary and/or the Head of the Internal Supervisory Unit with the approval of the Board of Commissioners;
  - f. Write-off non-performing account receivables with the provisions as stipulated in the Articles of Association and which will then be reported to the Board of Commissioners and afterward it is reported and accounted for in the Annual Report;
  - g. Do not collect interest account receivables, penalties, costs and other account receivables outside the principal amount which is carried out in the framework of restructuring and/or settlement of account receivables as well as other actions in the framework of settlement of account receivables of the Company with the obligation to report it to the Board of Commissioners, the provisions and reporting procedures of which are stipulated by the Board of Commissioners.
  - h. Take any actions and other deeds regarding the management and ownership of assets of the Company, to bind the Company to other party and/or other party to the Company, as well as to represent the Company inside and outside the court with regard to any matters and in any events, with the restriction as stipulated in the laws and regulations, the Articles of Association, and/or the resolution of the GMS.
2. In relation to the duties and authorities above, the Board of Directors will receive the income stipulated by the GMS, with the provisions:

