

- b. the Board of Commissioners in the event that all members of the Board of Directors have a conflict of interest with the Company; or
- c. other parties appointed by the GMS in the event that all members of the Board of Directors or Board of Commissioners have a conflict of interest with the Company.

**MEETING OF THE BOARD OF DIRECTORS**

**Article 13**

- 1. The Board of Directors is required to hold a Meeting of the Board of Directors periodically at least 1 (one) time in every month.
- 2. The Board of Directors shall hold a meeting of the Board of Directors together with the Board of Commissioners periodically at least 1 (one) time in 4 (four) months.
- 3. Meetings of the Board of Directors may be held at any time if:
  - a. deemed necessary by one or more members of the Board of Directors;
  - b. at the written request of one or more members of the Board of Commissioners.
- 4. The invitations for the Meeting of the Board of Directors must be made by a member of the Board of Directors who is entitled to represent the Board of Directors according to the provisions of Article 12 of these Articles of Association.



5. a. Invitations for a meeting of the Board of Directors must be made in writing and delivered or submitted directly to each member of the Board of Directors with an adequate receipt, or by registered post or by courier service or by telex, facsimile or electronic mail (e-mail) no later than 5 (five) days. before the meeting is held, without taking into account the date of the invitations and the date of the meeting or in a shorter time if in an urgent situation.
- b. The invitations as mentioned above are not required for meetings that have been scheduled based on the decisions of the Meeting of the Board of Directors previously held or if all members of the Board of Directors are present at the meeting.
6. Invitation to the Meeting of the Board of Directors must include the agenda, date, time and place of the meeting. Meetings of the Board of Directors may be held at the domicile of the Company or in other places within the territory of the Republic of Indonesia or at the place of business activities of the Company.
7. All Meeting of the Board of Directors are chaired by the President Director, if the President Director is absent or unavailable, the Vice President Director shall chair the Meeting of the Board of Directors; or the Meeting of the Board of Directors will be chaired by a Director



appointed in writing by the President Director if at the same time the Vice President Director was absent or unavailable; or the Meeting of the Board of Directors will be chaired by a Director who is appointed by the Vice President Director if at the same time the President Director is absent or unavailable and does not make such appointment.

8. If the GMS does not appoint a Vice President Director, then in the event that the President Director is absent or unavailable, one of the Directors appointed in writing by the President Director shall chair the Meeting of the Board of Directors.
9. In the event that the President Director does not make an appointment, then one of the members of the Board of Directors who has served the longest as a member of the Board of Directors shall chair the Meeting of the Board of Directors.
10. In the event that the Director who is longest serving as a member of the Board of Directors of the Company is more than 1 (one) person, then the Director as referred to in paragraph (9) who is oldest in age shall act as chairman of the Meeting of the Board of Directors.
11. A member of the Board of Directors may be represented at the Meeting of the Board of Directors only by another member of the Board of Directors based on a power of



attorney. A member of the Board of Directors may only represent another member of the Board of Directors.

12. A member of the Board of Directors who is unable to attend a meeting of the Board of Directors may submit his opinion in writing and signed, then submitted to the President Director or Vice President Director or to other members of the Board of Directors who will chair the Meeting of the Board of Directors, regarding whether he supports or does not support the matter will be discussed and this opinion will be considered as a validly cast vote in the Meeting of the Board of Directors.
13. Meetings of the Board of Directors are valid and have the right to make binding decisions if attended and/or represented by more than 1/2 (half) of the total members of the Board of Directors.
14. In the event that there is more than one proposal, then a re-election shall be conducted so that one of the proposals obtains more than 1/2 (half) of the votes cast.
15. Decisions of the Meeting of the Board of Directors must be taken based on deliberation for consensus. If a decision based on deliberation for consensus is not reached, then the decision must be taken by voting based on the affirmative vote of more than 1/2 (half) of the number of valid votes cast at the relevant meeting.
16. In the Meeting of the Board of Directors, each member of the Board of Directors is entitled to cast 1 (one) vote

