



PT Sariguna Primatirta Tbk

Piagam Direksi
Board of Director Charter

2024

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KATA PENGANTAR

PT Sariguna Primatirta Tbk (Perseroan) sebagai Perseroan terbuka dituntut untuk selalu mengikuti perkembangan perekonomian yang semakin maju dan berkembang, demikian juga investor di pasar menuntut adanya peningkatan pelaksanaan tata kelola Perseroan yang baik (*Good Corporate Governance*), antara lain melalui keterbukaan informasi yang dapat dipertanggungjawabkan (*accountable*).

Informasi Perseroan merupakan dasar bagi pemodal di dalam maupun luar negeri dalam mengambil keputusan investasi dalam Perseroan. Dengan adanya peningkatan pelaksanaan tata kelola Perseroan yang baik (*Good Corporate Governance*) yang dilakukan oleh Direksi, diharapkan akan membawa dampak positif pada keberlangsungan Perseroan mengingat pelaksanaan tata kelola yang baik ini dapat meningkatkan kepercayaan pemegang saham dan investor terhadap Direksi dan Dewan Komisaris dalam mengelola Perseroan.

Dengan diterbitkannya Piagam Direksi diharapkan dapat dijadikan pedoman bagi Direksi untuk melaksanakan tugasnya dengan baik dan dapat mempertanggungjawabkan kinerjanya kepada pemegang saham, investor dan masyarakat.

FOREWORD

PT Sariguna Primatirta Tbk (the "Company") as a public company is required to always be abreast of the economic development that is increasingly advanced and developing, as well as the demand of investors to the implementation improvement on Good Corporate Governance, among others through the disclosure of accountable information (accountable).

The Company information is the basis for investors at home and abroad in making investment decisions in the Company. With an implementation improvement on Good Corporate Governance carried out by the Board of Directors and under the supervision of the Board of Commissioners, it is expected will have a positive effect on the sustainability of the Company, considering that the implementation of Good Governance might increase the confidence of shareholders and investors towards the Board of Directors and Commissioners in managing of the Company.

With the issuance of the Board of Directors Charter it is expected that the Charter functions as a guideline for the Board of Directors to carry out their duties properly and to be able to account for their performance to shareholders, investors and the public.

BAB I PENDAHULUAN

A. Latar Belakang

PT Sariguna Primartirta Tbk (Perseroan) adalah Perseroan yang telah melakukan Penawaran Umum dan dinyatakan efektif Otoritas Jasa Keuangan melalui surat Nomor S-198/D.04/2017 tanggal 21 April 2017 untuk melakukan Penawaran sebanyak 450.000.000 saham atau 20,45% dari total modal yang ditempatkan dan disetor pada saat penawaran umum saham dengan nilai nominal Rp. 100 setiap saham dan ditawarkan kepada masyarakat dengan nilai Rp. 115 dan dicatatkan di Bursa Efek pada tanggal 5 Mei 2017 (company listing).

Perseroan sebagai badan hukum memiliki 3 (tiga) organ yang berfungsi untuk menjalankan Perseroan, yakni RUPS, Direksi, dan Dewan Komisaris. Hal ini telah diatur secara tegas dalam Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas.

Undang-undang memberikan kewenangan representasi dan manajerial kepada Direksi, sehingga dalam pelaksanaan kesehariannya peran Direksi terlihat lebih dominan. Untuk menghindari adanya penyalahgunaan kewenangan Direksi, maka dibutuhkan keberadaan Dewan Komisaris yang berperan sebagai pengawas dan pemberi nasihat kepada Direksi. Selanjutnya, pengawasan terhadap kinerja Perseroan secara keseluruhan, baik kinerja Perseroan maupun kinerja Direksi dan Dewan Komisaris, dilakukan oleh pemegang saham melalui RUPS.

CHAPTER I PRELIMINARY

A. Background

PT Sariguna Primartirta Tbk (the Company) is a Company that has made a Public Offering and was declared effective by the Financial Services Authority through letter Number S-198/D.04/2017 dated April 21, 2017 to make an Offer of 450,000,000 shares or 20.45% of the total issued and paid-up capital at the time of the public offering of shares with a nominal value of Rp. 100 per share and offered to the public at a value of Rp. 115 and listed on the Stock Exchange on May 5, 2017 (company listing).

The Company as a legal entity has 3 (three) organs that function to run the Company, namely the GMS, the Board of Directors, and the Board of Commissioners. This has been explicitly regulated in Law Number 40 of 2007 concerning Limited Liability Companies.

The law gives representation and managerial authority to the Board of Directors, so that in its daily implementation the role of the Board of Directors is seen to be more dominant. To avoid abuse of the authority of the Board of Directors, it is necessary to have a Board of Commissioners who acts as a supervisor and adviser to the Board of Directors. Furthermore, supervision of the overall performance of the Company, both the performance of the Company and the performance of the Board of Directors and the Board of Commissioners, is carried out by the shareholders through the GMS.

Sebagai Perseroan terbuka, Perseroan wajib melaksanakan tugas sesuai anggaran dasar dan peraturan perundang-undangan yang berlaku khususnya di bidang Pasar Modal. Direksi sebagai pengurus Perseroan mempunyai tugas dan tanggung jawab yang sangat penting dalam pengelolaan Perseroan yang baik berlandaskan kepada prinsip-prinsip pengelolaan Perseroan yang baik (Good Corporate Governance) yaitu dalam menjalankan tugas pokoknya lebih mengedepankan Keterbukaan (transparansi), Akuntabel (Accountability), pertanggungjawaban (responsibility), kemandirian / independen (independency) dan kewajaran (fairness) agar dapat memenuhi kepentingan pemegang saham, para pemangku kepentingan seperti karyawan, konsumen, masyarakat, regulator dan pihak lain berdasarkan nilai-nilai dan etika yang berlaku di Perseroan.

Untuk mewujudkan pengelolaan Perseroan yang baik diperlukan adanya suatu pedoman kerja (Charter) sebagai pedoman bagi Direksi dalam melaksanakan tugas, tanggung jawab dan wewenangnya untuk memenuhi kepentingan pemegang saham dan pemangku kepentingan lainnya.

B. Visi dan Misi

Visi

Menjadi organ Perseroan yang bernilai tambah bagi seluruh pemangku kepentingan dalam melaksanakan misi dan mewujudkan Perseroan.

As a public company, the Company is obliged to carry out its duties in accordance with the articles of association and applicable laws and regulations, especially in the Capital Market sector. The Board of Directors as the management of the company has very important duties and responsibilities in good management of the company based on the principles of good corporate governance, namely in carrying out its main duties, prioritizing transparency, accountability, and accountability. responsibility), independence and fairness in order to fulfill the interests of shareholders, stakeholders such as employees, consumers, society, regulators and other parties based on the values and ethics that apply in the Company.

To realize good management of the Company, it is necessary to have a work guideline (Charter) as a guide for the Board of Directors in carrying out their duties, responsibilities and authorities to meet the interests of shareholders and other stakeholders.

B. Vision and Mission

Vision

To become the Company's organ with added value for all stakeholders in carrying out the mission and realizing the Company.

Misi

Memimpin pelaksanaan misi dan perwujudan Perseroan untuk melipatgandakan nilai tambah melalui perolehan laba yang sesuai dengan peraturan perundangan yang berlaku.

C. Maksud dan Tujuan

Piagam Direksi ini disusun sebagai pedoman kerja bagi Direksi agar dapat melaksanakan tugas dan tanggung jawabnya dengan transparan, akuntabilitas, penuh tanggung jawab, mandiri dan wajar dalam upayanya mencapai tujuan Perseroan serta memberi nilai tambah yang diharapkan oleh pihak yang berkepentingan. Piagam ini dibuat untuk memberi kejelasan hubungan antara anggota Direksi dengan organ lain Perseroan agar masing masing organ dapat melaksanakan tugas, tanggung jawab, dan wewenang dengan optimal dan efektif. Direksi wajib mengikuti Piagam ini, dan tunduk pada landasan hukum yang menjadi dasar penyusunan Piagam ini serta menjalankan standar etika yang tinggi dalam melaksanakan tugas dan tanggung jawabnya.

Mission

Leading the implementation of the Company's mission and realization to multiply added value through profit acquisition in accordance with applicable laws and regulations.

C. Purpose and Objectives

The Board of Directors Charter is prepared as a work guideline for the Board of Directors to be able to carry out their duties and responsibilities in a transparent, accountable, fully responsible, independent and fair manner in their efforts to achieve the Company's goals and provide added value expected by interested parties. This charter is made to provide clarity on the relationship between members of the Board of Directors and other organs of the Company so that each organ can carry out its duties, responsibilities and authorities optimally and effectively. The Board of Directors is obliged to follow this Charter, and to comply with the legal basis which forms the basis for the preparation of this Charter and to carry out high ethical standards in carrying out their duties and responsibilities.

BAB II PEMBENTUKAN, ORGANISASI DAN MASA KERJA

A. Dasar hukum

1. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.
2. Peraturan Otoritas Jasa Keuangan (OJK) No. 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.
3. Peraturan Otoritas Jasa Keuangan No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka.
4. Peraturan Otoritas Jasa keuangan No 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik.
5. Peraturan Bursa Efek Indonesia No. I-A tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham Yang Diterbitkan Oleh Perseroan Tercatat.
6. Anggaran Dasar Perseroan.

CHAPTER II ESTABLISHMENT, ORGANIZATION AND TERM OF SERVICE

A. Regulation References

1. *Regulation of Financial Services Authority No. 33/POJK.01/2014 regarding Board of Directors and Commissioners of Public Company.*
2. *Regulation of Financial Services Authority No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of a Public Company.*
3. *Regulation of Financial Services Authority No. 21/POJK.04/2015 concerning the Implementation of Good Governance of Public Company.*
4. *Regulation of Financial Services Authority No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuer or Public Company.*
5. *Regulation of Indonesia Stock Exchange No. I-A concerning the Listing of Shares (Stock) and Equity type Securities Other Than Stock Issued by Listed Company.*
6. *Articles of Association of the Company.*

B. Tujuan dan Kedudukan Organisasi

Berdasarkan ketentuan yang berlaku, Direksi merupakan organ Perseroan untuk menjalankan pengurusan Perseroan untuk kepentingan Perseroan dan sesuai dengan maksud dan tujuan yang ditetapkan dalam Anggaran Dasar Perseroan.

C. Organisasi

1. Struktur Keanggotaan

Perseroan diurus dan dipimpin oleh Direksi yang jumlahnya ditentukan dan disesuaikan dengan kebutuhan usaha dan kegiatan Perseroan. Jumlah tersebut paling kurang terdiri dari 2 (dua) orang anggota Direksi, 1 (satu) di antara anggota Direksi diangkat menjadi direktur utama atau presiden direktur.

2. Persyaratan Keanggotaan

Anggota Direksi adalah orang perseorangan yang memenuhi persyaratan pada saat diangkat dan selama menjabat, dengan ketentuan sebagai berikut:

- i) Mempunyai akhlak, moral, dan integritas yang baik.
- ii) Cakap melakukan perbuatan hukum.
- iii) Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat:

B. Purpose and Position of the Organization

Based on the applicable provisions, the Board of Directors is an organ of the Company to carry out the management of the Company for the benefit of the Company and in accordance with the aims and objectives set out in the Articles of Association of the Company.

C. Organization

1. Membership Structure

The Company is managed and led by the Board of Directors whose number is determined and adjusted to the business needs and activities of the Company. The number consists of at least 2 (two) members of the Board of Directors, 1 (one) of the members of the Board of Directors is appointed as president director or president director.

2. Membership Requirements

Members of the Board of Directors are individuals who meet the requirements at the time of appointment and during their tenure, with the following conditions:

- i) Have good character, morals, and integrity.*
- ii) Capable of carrying out legal actions.*
- iii) Within 5 (five) years prior to appointment and during office:*

- | | |
|---|---|
| a) Tidak pernah dinyatakan pailit. | <i>a) Never been declared bankrupt.</i> |
| b) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu Perseroan dinyatakan pailit. | <i>b) Never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be declared bankrupt.</i> |
| c) Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan; dan | <i>c) Never been convicted of a criminal act that was detrimental to state finances and/or related to the financial sector; and</i> |
| d) Tidak pernah menjadi anggota Direksi dan/atau anggota Dewan Komisaris yang selama menjabat:

1) Pernah tidak menyelenggarakan RUPS tahunan.

2) Pertanggungjawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS; dan | <i>d) Has never been a member of the Board of Directors and/or a member of the Board of Commissioners who during his tenure:

1) Never held an annual GMS.

2) His responsibilities as members of the Board of Directors and/or members of the Board of Commissioners have never been accepted by the GMS or have not provided accountability as members of the Board of Directors and/or members of the Board of Commissioners to the GMS; and</i> |

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|---|--|
| <p>3) Pernah menyebabkan Perseroan yang memperoleh izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan.</p> | <p>3) <i>Ever caused a company that obtained a permit, approval, or registration from the Financial Services Authority to fail to fulfill the obligation to submit an annual report and/or financial report to the Financial Services Authority.</i></p> |
| <p>iv) Memiliki komitmen untuk mematuhi peraturan perundang-undangan.</p> | <p>iv) <i>Have a commitment to comply with the laws and regulations.</i></p> |
| <p>v) Memiliki pengetahuan dan/atau keahlian di bidang yang dibutuhkan Emiten atau Perseroan Publik.</p> | <p>v) <i>Have knowledge and/or expertise in the field required by the Issuer or Public Company.</i></p> |
| <p>vi) Tidak dinyatakan bersalah oleh suatu keputusan pengadilan.</p> | <p>vi) <i>Not found guilty by a court decision.</i></p> |
| <p>vii) Calon Direksi wajib membuat surat pernyataan dan diteliti serta didokumentasikan oleh Perseroan.</p> | <p>vii) <i>Candidates for the Board of Directors are required to make a statement letter and are examined and documented by the Company.</i></p> |

3. Rangkap Jabatan

- i) Anggota Direksi dapat merangkap jabatan sepanjang tidak bertentangan dengan peraturan perundang-undangan lainnya dan sepanjang tidak diatur lain dalam Peraturan OJK, sebagai:

3. *Dual Positions*

- i) *Members of the Board of Directors may hold concurrent positions as long as they do not conflict with other laws and regulations and as long as they are not regulated otherwise in the OJK Regulations, as:*

- | | |
|---|---|
| <p>a) Anggota Direksi hanya boleh merangkap jabatan sebagai Direksi paling banyak pada 1 (satu) Perseroan Terbuka lain.</p> | <p><i>a) Members of the Board of Directors may only hold concurrent positions as Directors in at most 1 (one) other Public Company.</i></p> |
| <p>b) Anggota komite paling banyak pada 5 (lima) komite di Perseroan Terbuka dimana yang bersangkutan juga menjabat sebagai anggota Direksi.</p> | <p><i>b) Committee members are at most 5 (five) committees in a Public Company where the person concerned also serves as a member of the Board of Directors.</i></p> |
| <p>ii) Tidak memiliki hubungan afiliasi dengan pemegang saham untuk setidaknya 6 bulan sebelum penunjukan sebagai Direktur Independen.</p> | <p><i>ii) Has no affiliation with shareholders for at least 6 months prior to appointment as Independent Director.</i></p> |
| <p>iii) Tidak memiliki hubungan afiliasi dengan pemegang saham untuk setidaknya 6 bulan sebelum penunjukan sebagai Direktur Independen.</p> | <p><i>iii) Have no affiliation with shareholders for at least 6 months prior to appointment as Independent Director.</i></p> |
| <p>iv) Tidak memiliki hubungan afiliasi dengan anggota Direksi dan Dewan Komisaris.</p> | <p><i>iv) Has no affiliation with members of the Board of Directors and Board of Commissioners.</i></p> |
| <p>v) Tidak menjadi orang dalam di pasar modal, lembaga penunjang atau profesional yang jasanya dipergunakan oleh perseroan untuk 6 bulan sebelum penunjukan sebagai Direktur Independen.</p> | <p><i>v) Not being an insider in the capital market, supporting institutions or professionals whose services are used by the company for 6 months prior to appointment as Independent Director</i></p> |
| <p>vi) Tidak memiliki kepentingan ekonomis antara kepentingan Perseroan dengan kepentingan ekonomis pribadi anggota Direksi, anggota Dewan Komisaris, atau pemegang saham utama yang dapat merugikan Perseroan.</p> | <p><i>vi) Does not have an economic interest between the interests of the Company and the personal economic interests of members of the Board of Directors, members of the Board of Commissioners, or major shareholders that may harm the Company.</i></p> |

4. Pengangkatan Direksi

Anggota Direksi dipilih dan diangkat berdasarkan rekomendasi yang diajukan Komite Nominasi dan Komite Remunerasi kepada Dewan Komisaris untuk diusulkan dalam RUPS.

Pertimbangan Komite Nominasi dan Komite Remunerasi dalam mengajukan rekomendasi pencalonan Direksi didasarkan atas integritas, dan memahami bisnis dan manajemen Perseroan, pengetahuan yang memadai dibidang usaha Perseroan.

5. Masa Jabatan Direksi

Anggota Direksi diangkat untuk masa jabatan tertentu dan dapat diangkat kembali sesuai anggaran dasar dengan ketentuan 1 (satu) periode masa jabatan anggota Direksi paling lama 5 (lima) tahun atau sampai dengan penutupan RUPS tahunan pada akhir 1 (satu) periode masa jabatan dimaksud.

6. Cuti / Berhalangan Sementara

Untuk kelancaran pelaksanaan tugas serta kegiatan Dewan Komisaris, maka ketentuan cuti atau berhalangan sementara Direksi diatur sebagai berikut:

4. Appointment of the Board of Directors

Members of the Board of Directors are selected and appointed based on the recommendations submitted by the Nomination Committee and the Remuneration Committee to the Board of Commissioners to be proposed at the GMS.

The consideration of the Nomination Committee and Remuneration Committee in submitting recommendations for the nomination of the Board of Directors is based on integrity, and understanding of the Company's business and management, adequate knowledge of the Company's business.

5. Term of Office of the Board of Directors

Members of the Board of Directors are appointed for a certain term of office and may be reappointed in accordance with the articles of association provided that 1 (one) term of office for members of the Board of Directors is maximum 5 (five) years or until the closing of the annual GMS at the end of the 1 (one) term of office in question.

6. Leave / Temporarily Absent

For the smoothness of implementation of the duties of the members of the Board of Directors, the provisions for leave or temporary absence of the members of the Board of Directors are regulated as follows:

- i) Dalam hal terdapat anggota Direksi yang berhalangan karena cuti maupun hal-hal lain yang menyebabkan anggota Direksi tidak dapat menjalankan tugasnya dalam kurun waktu tertentu (berhalangan sementara), maka yang bersangkutan harus menyampaikan pemberitahuan tertulis kepada seluruh anggota Direksi.
- ii) Untuk Direktur Utama, pemberitahuan disampaikan kepada seluruh anggota Direksi.
- iii) Surat pemberitahuan cuti / berhalangan sementara yang dimaksud di atas harus mencantumkan jumlah hari cuti atau hari dimana anggota Direksi tidak dapat melaksanakan tugas dan tanggungjawabnya.
- iv) Anggota Direksi yang cuti / berhalangan sementara harus memberikan surat kuasa kepada anggota Direksi lainnya untuk mengambil keputusan dalam rapat Direksi.

7. Waktu Kerja

Direksi wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal sesuai dengan jam kerja Perseroan. Namun tidak tertutup kemungkinan, anggota Direksi hadir di luar jam kerja Perseroan karena adanya hal-hal yang penting mendesak.

Every member of the Board of

- i) In the event that a member of the Board of Directors is unable to attend due to leave or other matters that cause the member of the Board of Directors to be unable to carry out his duties within a certain period of time (temporarily absent), then the person concerned must submit written notification to all members of the Board of Directors.*
- ii) For the President Director, notification is delivered to all members of the Board of Directors.*
- iii) The notification letter of temporary leave/absence referred to above must state the number of days of leave or days in which members of the Board of Directors are unable to carry out their duties and responsibilities.*
- iv) Members of the Board of Directors who are temporarily on leave/absence must provide a power of attorney to other members of the Board of Directors to make decisions at the meeting of the Board of Directors.*

7. Working Time

directors must provide sufficient time to carry out his duties and responsibilities optimally in accordance with the Company's working hours. However, it is possible that members of the Board of Directors are present outside of the Company's working hours due to urgent matters.

8. Pengunduran Diri dan Pemberhentian Sementara

i) Pengunduran Diri

- a) Anggota Direksi dapat mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir dengan menyampaikan permohonan pengunduran diri kepada Perseroan.
- b) Perseroan dalam waktu paling lambat 90 (sembilan puluh) hari setelah diterimanya permohonan pengunduran diri menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Direksi.
- c) Perseroan wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada Otoritas Jasa Keuangan paling lambat 2 (dua) hari kerja setelah diterimanya permohonan pengundutan diri Direksi.

ii) Pemberhentian Sementara

- a) Anggota Direksi dapat diberhentikan untuk sementara oleh Dewan Komisaris dengan menyebutkan alasannya dan wajib diberitahukan secara tertulis kepada anggota Direksi yang bersangkutan.

8. Resignation and Temporary Suspension

i) Resignation

- a) *A member of the Board of Directors may resign from his/her position before the end of his/her term of office by submitting a resignation request to the Company.*
- b) *The Company at the latest 90 (ninety) days after the receipt of the application for resignation shall convene a GMS to decide on the application for resignation of the members of the Board of Directors.*
- c) *The Company is obligated to disclose information to the public and submit it to the Financial Services Authority no later than 2 (two) working days after receiving the request for resignation of the Board of Directors.*

ii) Temporary Suspension

- a) *Members of the Board of Directors may be temporarily dismissed by the Board of Commissioners by stating the reasons and must be notified in writing to the member of the Board of Directors concerned.*

- b) Dewan Komisaris harus menyelenggarakan RUPS dalam jangka waktu paling lambat 90 hari setelah tanggal pemberhentian sementara. Anggota Direksi yang bersangkutan diberi kesempatan untuk membela diri untuk mencabut atau menguatkan keputusan pemberhentian sementara tersebut.
- c) Jika dalam jangka waktu penyelenggaraan RUPS tidak terpenuhi dan atau tidak dapat mengambil keputusan pemberhentian sementara maka pemberhentian Direksi menjadi batal.
- d) Anggota Direksi yang diberhentikan untuk sementara sebagaimana dimaksud tidak berwenang:
- 1) Menjalankan pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan.
 - 2) Mewakili Perseroan di dalam maupun di luar pengadilan.
 - 3) Pembatasan kewenangan tersebut berlaku sejak keputusan pemberhentian sementara oleh Dewan Komisaris sampai dengan terdapat keputusan RUPS
- b) *The Board of Commissioners must hold a GMS within a period of no later than 90 days after the date of temporary dismissal. The member of the Board of Directors concerned is given the opportunity to defend himself to revoke or strengthen the decision on the temporary dismissal.*
- c) *If within the period of holding the GMS it is not fulfilled and or cannot make a decision on temporary dismissal, the dismissal of the Board of Directors will be cancelled.*
- d) *Members of the Board of Directors who are temporarily dismissed as referred to are not authorized to:*
- 1) *Carry out the management of the Company for the benefit of the Company in accordance with the purposes and objectives of the Company.*
 - 2) *Representing the Company inside and outside the court.*
 - 3) *The limitation of authority is effective from the decision on temporary dismissal by the Board of Commissioners until there is a GMS decision*

yang menguatkan atau membatalkan pemberhentian sementara atau lampaunya jangka waktu tersebut.

- e) Perseroan wajib melakukan keterbukaan informasi kepada masyarakat dan menyampaikan kepada Otoritas Jasa Keuangan paling lambat 2 (dua) hari kerja setelah terjadinya peristiwa mengenai keputusan pemberhentian sementara atau hasil penyelenggaraan RUPS atau informasi mengenai batalnya pemberhentian sementara oleh Dewan Komisaris karena tidak terselenggaranya RUPS sampai dengan lampaunya jangka waktu.

9. Program Pengenalan Anggota Direksi

Setiap Anggota Direksi baru yang diangkat untuk pertama kalinya wajib diberikan program pengenalan mengenai Perseroan. Program pengenalan ini dilaksanakan oleh Corporate Secretary meliputi:

- i) Pelaksanaan prinsip-prinsip GCG Perseroan.

confirming or canceling the temporary suspension or the expiration of the period.

- e) The Company is required to disclose information to the public and submit it to the Financial Services Authority no later than 2 (two) working days after the occurrence of the incident regarding the decision on temporary dismissal or the results of holding the GMS or information regarding the cancellation of the temporary dismissal by the Board of Commissioners due to the non-convenience of the GMS until the past time period.*

9. Orientation Program for Member of the Board of Directors

Every new member of the Board of Directors who is appointed for the first time must be given an introduction program regarding the Company. This introduction program carried out by the Corporate Secretary includes:

- i) Implementation of the Company's GCG principles.*

- ii) Gambaran mengenai Perseroan berkaitan dengan tujuan, ruang lingkup kegiatan, kinerja keuangan dan operasi, rencana usaha, dan masalah-masalah strategis lainnya.
 - iii) Informasi berkaitan dengan kewenangan yang didelegasikan, audit internal dan eksternal, sistem dan kebijakan pengendalian internal termasuk Komite Audit.
 - iv) Tugas dan tanggung jawab Direksi serta hal-hal yang tidak diperbolehkan atau terkait dengan kode etik.
- ii) An overview of the Company in relation to its objectives, scope of activities, financial and operating performance, business plans, and other strategic issues.*
 - iii) Information related to delegated authority, internal and external audits, internal control systems and policies including the Audit Committee.*
 - iv) Duties and responsibilities of the Board of Directors as well as matters that are not allowed or related to the code of ethics.*

BAB III TUGAS, TANGGUNG JAWAB DAN WEWENANG

A. Tugas dan Tanggung Jawab

Secara umum tugas dan tanggung jawab Direksi dilaksanakan sesuai dengan Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku khususnya di pasar modal.

1. Dalam menjalankan tugas dan tanggung jawab atas pengurusan Direksi wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sebagaimana diatur dalam peraturan perundang-undangan dan Anggaran Dasar.
2. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati-hatian dan memimpin, mengurus dan mengendalikan Perseroan sesuai dengan tujuan Pereroan dan senantiasa berusaha meningkatkan efisiensi dan efektivitas Perseroan
3. Setiap anggota Direksi bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Direksi dalam menjalankan tugasnya.

CHAPTER III DUTIES, RESPONSIBILITIES AND AUTHORITIES

A. Duties and Responsibilities

In general, the duties and responsibilities of the Board of Directors are carried out in accordance with the Company's Articles of Association and the prevailing laws and regulations, especially in the capital market.

1. *In carrying out its duties and responsibilities for the management of the Board of Directors, it is obligatory to hold an annual GMS and other GMS as stipulated in the laws and regulations and the Articles of Association.*
2. *Each member of the Board of Directors is required to carry out their duties and responsibilities in good faith, full of responsibility, and prudence and to lead, manage and control the Company in accordance with the Company's objectives and always strive to improve the efficiency and effectiveness of the Company.*
3. *Each member of the Board of Directors is jointly and severally responsible for the Company's losses caused by the mistakes or negligence of members of the Board of Directors in carrying out their duties.*

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| <p>4. Mengurus kekayaan Perseroan sesuai dengan peraturan perundang-undangan yang berlaku.</p> <p>5. Mengkaji Visi dan Misi Perseroan secara berkala dan memberikan persetujuan apabila terdapat perubahan.</p> <p>6. Menerapkan manajemen risiko dan prinsip-prinsip Good Corporate Governance dalam setiap kegiatan usaha Perseroan pada seluruh tingkatan atau jenjang organisasi.</p> <p>7. Untuk memenuhi syarat akuntabilitas, keterbukaan dan tertib administrasi, Direksi wajib:</p> <p>i) Membuat daftar pemegang saham, risalah RUPS dan Risalah Rapat Direksi</p> <p>ii) Membuat Laporan Tahunan dan Dokumen Keuangan Perseroan</p> <p>iii) Membangun dan melaksanakan program manajemen risiko dan dapat dilakukan dengan membentuk unit kerja tersendiri dibawah Direksi.</p> <p>iv) Menyelenggarakan pengawasan intern yakni dengan membentuk satuan Pengawasan Internal dan membuat piagam pengawasan internal. Kepala Satuan Pengawasan internal diangkat dan diberhentikan oleh Direktur utama berdasarkan mekanisme internal Perseroan dengan persetujuan Dewan Komisaris.</p> | <p>4. <i>Manage the Company's assets in accordance with the applicable laws and regulations.</i></p> <p>5. <i>Reviewing the Company's Vision and Mission on a regular basis and giving approval if there are changes.</i></p> <p>6. <i>Implement risk management and the principles of Good Corporate Governance in every business activity of the Company at all levels or levels of the organization.</i></p> <p>7. <i>To fulfill the requirements for accountability, openness and orderly administration, the Board of Directors must:</i></p> <p>i) <i>Make a list of shareholders, minutes of GMS and Minutes of Board of Directors' Meetings</i></p> <p>ii) <i>Prepare the Company's Annual Report and Financial Documents</i></p> <p>iii) <i>Develop and implement a risk management program and this can be done by establishing a separate work unit under the Board of Directors.</i></p> <p>iv) <i>Organizing internal control by establishing an Internal Control unit and making an internal control charter. The Head of the Internal Audit Unit is appointed and dismissed by the President Director based on the Company's internal mechanism with the approval of the Board of Commissioners.</i></p> |
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- v) Menyelenggarakan fungsi Sekretaris Perseroanserta menjaga dan mengevaluasi kualitas fungsi Sekretaris Perusahaan.
 - vi) Menetapkan tata kelola Teknologi Informasi dan memuat informasi fakta material di website Perseroan.
 - vii) Membantu Dewan Komisaris menetapkan auditor eksternal dengan terlebih dahulu melalui penelaahan Komite Audit dalam bentuk rekomendasi.
8. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab Direksi dapat membentuk komite, dan melakukan evaluasi terhadap kinerja komite setiap akhir tahun buku.
9. Dalam menjalankan tugas tugas tersebut di atas, Anggota Direksi tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan:
- i) Kerugian tersebut bukan karena kesalahan atau kelalaiannya.
 - ii) Telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan.
 - iii) Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; dan
- v) *Carry out the function of the Corporate Secretary as well as maintain and evaluate the quality of the function of the Corporate Secretary.*
 - vi) *Establish Information Technology governance and include material fact information on the Company's website.*
 - vii) *Assisting the Board of Commissioners in determining the external auditor by prior reviewing the Audit Committee in the form of recommendations.*
8. *In order to support the effectiveness of the implementation of duties and responsibilities, the Board of Directors may form a committee, and evaluate the performance of the committee at the end of each financial year.*
9. *In carrying out the duties mentioned above, Members of the Board of Directors cannot be held responsible for the loss of the Company if they can prove:*
- i) *The loss is not due to his fault or negligence.*
 - ii) *Has carried out management in good faith, full of responsibility, and prudence for the benefit and in accordance with the aims and objectives of the Company.*
 - iii) *Has no conflict of interest, either directly or indirectly, over management actions that result in losses; and*

- iv) Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.

B. Wewenang

Direksi berwenang menjalankan pengurusan sesuai dengan kebijakan yang dipandang tepat, sesuai yang ditetapkan dalam Anggaran Dasar.

1. Direksi berwenang mewakili Emiten atau Perseroan Publik di dalam dan di luar pengadilan.
2. Anggota Direksi tidak berwenang mewakili Perseroan apabila:
 - i) Terdapat perkara di pengadilan antara Perseroan dengan anggota Direksi yang bersangkutan; dan
 - ii) Anggota Direksi yang bersangkutan mempunyai kepentingan yang berbenturan dengan kepentingan Perseroan.
3. Dalam hal terdapat keadaan sebagaimana dimaksud diatas, yang berhak mewakili Perseroan adalah:
 - i) Anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perseroan;
 - ii) Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan.

- iv) *Have taken action to prevent the occurrence or continuation of the loss.*

B. Authorities

The Board of Directors is authorized to carry out management in accordance with policies deemed appropriate as set out in Articles of Association.

1. *The Board of Directors has the right to represent the Issuer or Public Company inside and outside the court.*
2. *Members of the Board of Directors are not authorized to represent the Company if:*
 - i) *There is a case in court between the Company and the relevant member of the Board of Directors; and*
 - ii) *The relevant member of the Board of Directors has interested that conflict with the interests of the Company.*
3. *In the event of a situation as referred to above, parties entitled to represent the Company are:*
 - i) *Other members of the Board of Directors who do not have a conflict of interest with the Company are appointed by the Board of Directors Meeting*
 - ii) *The Board of Commissioners, in the event that all members of the Board of Directors have a conflict of interest with the Company which appointed by the Board of Commissioners meeting.*

iii) Pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.

iii) Another party appointed by the GMS, if all members of the Board of Directors or the Board of Commissioners have a conflict of interest with the company.

**BAB IV
RAPAT DIREKSI
DAN PELAPORAN**

A. Rapat Direksi

1. Direksi wajib mengadakan rapat Direksi secara berkala paling kurang 1 (satu) kali dalam setiap bulan, dan Rapat baru dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Direksi.
2. Direksi wajib mengadakan rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
3. Kehadiran anggota Direksi dalam rapat wajib diungkapkan dalam laporan tahunan Perseroan.
4. Direksi harus menjadwalkan rapat untuk tahun berikutnya sebelum berakhirnya tahun buku.
5. Pada rapat yang telah dijadwalkan, bahan rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan.
6. Jika rapat yang diselenggarakan di luar jadwal yang telah disusun, bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan.

**CHAPTER IV
BOARD OF DIRECTORS MEETING
AND REPORTING**

A. Board of Directors Meeting

1. *The Board of Directors shall hold meetings at regular intervals of 1 (one) time in every month and need to be attended by a majority of all members of the Board of Directors.*
2. *The Board of Directors must convene a meeting with the Board of Commissioners at least 1 (one) time in 4 (four) months.*
3. *The presence of members of the Board of Directors at the meeting must be disclosed in the annual report of the Issuer or Public Company.*
4. *The Board of Directors must schedule its meetings, for the next year before the end of the current financial year.*
5. *At meetings that have been scheduled the meeting materials shall be delivered to all participants no later than five (5) days prior to the meeting.*
6. *If the meeting is held outside the schedule that has been prepared, the materials are submitted to the meeting participants no later than before the meeting is held.*

7. Pengambilan keputusan Rapat Direksi

- i) Keputusan dilakukan berdasarkan musyawarah mufakat.
 - ii) Dalam hal tidak tercapai keputusan musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
8. Hasil rapat wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi. Jika Rapat Direksi dihadiri oleh Komisaris maka disampaikan kepada seluruh anggota Direksi dan anggota Dewan Komisaris.
9. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.
10. Risalah rapat wajib didokumentasikan oleh Perseroan.

B. Pelaporan

Sesuai dengan ketentuan Peraturan Perundang-undangan yang berlaku, Direksi membuat laporan bulanan, triwulanan, tengah tahunan kepada Dewan Komisaris, Otoritas Jasa Keuangan dan Bursa Efek Indonesia.

7. *Decision-making of the Board of Directors Meeting*

- i) *Decisions are made based on deliberation and consensus.*
 - ii) *In the event that a consensus decision is not reached, the decision is made based on a majority vote.*
8. *The results of the meeting must be stated in the minutes of the meeting, signed by all members of the Board of Directors present, and submitted to all members of the Board of Directors. If the Board of Directors Meeting is attended by the Commissioners, it is conveyed to all members of the Board of Directors and members of the Board of Commissioners.*
9. *In the event that a member of the Board of Directors and/or a member of the Board of Commissioners does not sign the results of the meeting, the person concerned must state the reasons in writing in a separate letter attached to the minutes of the meeting.*
10. *Minutes of meeting must be documented by the Company.*

B. Reporting

As set out in prevailing laws and regulations the Board of Directors must prepare and submit financial statements (quarterly, semi annual and annual) to the Board of Commissioners, Financial Services Authority and Indonesia Stock Exchange.

BAB V

PEDOMAN DAN KODE ETIK

A. Pedoman

Dalam melaksanakan tugas dan tanggung jawabnya, setiap anggota Direksi harus memperhatikan dan menjunjung tinggi hal-hal berikut :

1. Direksi dengan persetujuan Dewan Komisaris wajib menyusun pedoman yang mengikat setiap anggota Direksi.
2. Pedoman paling kurang memuat:
 - i) landasan hukum;
 - ii) deskripsi tugas, tanggung jawab, dan wewenang;
 - iii) nilai-nilai;
 - iv) waktu kerja;
 - v) kebijakan rapat, termasuk kebijakan kehadiran dalam rapat dan risalah rapat; dan
 - vi) pelaporan dan pertanggungjawaban.
3. Perseroan wajib mengungkapkan dalam laporan tahunan Pedoman secara lengkap wajib dimuat dalam situs Perseroan.

B. Kode Etik

1. Direksi dengan persetujuan Dewan Komisaris wajib menyusun kode etik yang berlaku bagi seluruh anggota Direksi dan anggota Dewan Komisaris, karyawan/pegawai, serta pendukung organ yang dimiliki Perseroan.

CHAPTER V

GUIDELINES AND CODE OF ETHICS

A. Guidelines

In carrying out its duties, responsibilities and authorities, the Board of Directors must pay attention to and uphold the following:

1. *The Board of Directors with the approval of the Board of Commissioners must prepare guidelines that bind each member of the Board of Directors.*
2. *Guidelines should at least contain:*
 - i) legal basis;*
 - ii) description of duties, responsibilities, and authorities;*
 - iii) values;*
 - iv) working time;*
 - v) meeting policies, including meeting attendance policies and meeting minutes; and*
 - vi) reporting and accountability.*
3. *The Company is required to disclose in its annual report the complete Guidelines must be published on the Company's website.*

B. Code of Ethics

1. *The Board of Directors with the approval of the Board of Commissioners is required to draw up a code of ethics that applies to all members of the Board of Directors and members of the Board of Commissioners, employees/employees, as well as supporting organs owned by the Company.*

2. Kode etik paling kurang memuat:

- i) Prinsip pelaksanaan tugas Direksi, Dewan Komisaris, karyawan/pegawai, dan/atau pendukung organ yang dimiliki Perseroan wajib dilakukan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian.
- ii) Ketentuan mengenai sikap profesional Direksi, Dewan Komisaris, karyawan/pegawai, dan/atau pendukung organ yang dimiliki Perseroan apabila terdapat benturan kepentingan dengan Perseroan.
- iii) Kode etik wajib disosialisasikan kepada seluruh karyawan/pegawai yang bekerja Perseroan.
- iv) Kode etik wajib dimuat secara lengkap dalam situs web Perseroan.

2. *The code of ethics must at least contain:*

- i) *The principle of carrying out the duties of the Board of Directors, Board of Commissioners, employees/employees, and/or supporting organs owned by the Company must be carried out in good faith, full of responsibility and prudence.*
- ii) *Provisions regarding the professional attitude of the Board of Directors, Board of Commissioners, employees/employees, and/or supporting organs owned by the Company if there is a conflict of interest with the Company.*
- iii) *The code of ethics must be disseminated to all employees/employees who work for the Company.*
- iv) *The code of ethics must be fully posted on the Company's website.*

**BAB VI
LARANGAN**

Setiap anggota Direksi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.

**BAB VII
PENUTUP**

Piagam Direksi ini dibuat sesuai dengan ketentuan yang berlaku dan akan selalu dilakukan evaluasi dan perbaikan.

Ditetapkan di Sidoarjo, 2024

**CHAPTER VI
PROHIBITION**

Members of the Board of Directors shall not take personal benefits ,either directly or indirectly from the Company's activities other than legitimate income.

**CHAPTER VII
CLOSING**

This Board of Directors Charter is made in accordance with applicable regulations and will always be evaluated and improved.

Stipulated in Sidoarjo, 2024