

THE BOARD OF DIRECTORS CHARTER

PT Astra Graphia Tbk



THE BOARD OF DIRECTORS CHARTER

Introduction

The Board of Directors is a collegial organ with the responsibility of managing the company. Every action of a member of the Board of Directors in carrying out their duties and making decisions in accordance with the distribution of duties and authorities, but its implementation remains the shared responsibility of all members of the Board of Directors.

Each member of the Board of Directors, including the President Director, holds an equal position. The President Director shall coordinate the Board of Directors various activities.

All members of the Board of Directors are professionals appointed by the GMS based on their competence following a selection procedure by the Nomination and Remuneration Committee.

I. Legal Basis

- a. Company law
- b. Capital market regulations
- c. Articles of Association of the Company (the "Articles of Association")
- d. Other laws and regulations, including laws and regulations in the Capital Market sector.

II. Company Philosophy

Catur Dharma:

- a. To be an Asset to the Nation.
- b. To Provide the Best Service to Our Customers.
- c. To Respect Individuals and Promote Teamwork.
- d. To Continually Strive for Excellence.

III. Composition

The Board of Directors consists of at least 3 (three) members, comprising:

- a. 1 (one) President Director
- b. 1 (one) or more Vice President Director (if required)
- c. 1 (one) or more Director.

IV. Term of Office, Appointment, Replacement Procedures, and Concurrent Positions

- a. The Board of Directors are appointed by a GMS, for a term of office from the date resolved in the GMS appointing him/her until the closing of the second Annual GMS following such date. Members of the Board of Directors who have completed their term of office may be reappointed.

- b. A GMS may dismiss a Director at any time assigning a reason therefor after the Director has been given a chance to defend him/herself in said GMS.
- c. The term of office of a Director shall terminate if he/she:
 - 1. Tenders his/her resignation;
 - 2. No longer complies with the requirements of the prevailing regulations having the force of law;
 - 3. Passed away; and/or
 - 4. Is dismissed by virtue of a resolution of the GMS.
- d. A Commissioner may resign from his/her post by giving a written notice to the Company at least 30 (thirty) days prior to the resignation date.
- e. The Company must convene a GMS to resolve such resignation at the latest 90 (ninety) days after receiving the resignation letter.
- f. A Director is restricted from holding concurrent positions in other Issuers or Public Companies. The Director can only be:
 - 1. A Director of 1 (one) other Issuer or Public Company (excluding the Company); and
 - 2. A Commissioner of a maximum 3 (three) other Issuers and/or Public Companies.

A member of the Board of Directors can serve as a member of the Committee of a maximum 5 (five) Issuers or Public Companies where the person concerned also serves as a member of the Board of Directors or a member of the Board of Commissioners.

V. Duties, Responsibilities and Authorities

- a. Duties of the Board of Directors

The Board of Directors is responsible for leading and managing the Company in good faith, with full responsibility and knowledge, in order to fulfill the purposes and objectives of the Company, which include, among others:

 - 1. To manage the Company in accordance with its authorities and responsibilities as stipulated in the Articles of Association, Capital Market regulations, and applicable laws and GCG principles;
 - 2. To formulate the Company's vision, mission, and values as well as its strategic plan in the form of corporate plan and business plan;
 - 3. To organize the Company's Board of Directors Meeting regularly and in an adequate time;
 - 4. To establish the organizational structure of the Company, complete with the detailed tasks of each divisions and business units;
 - 5. To control the Company's resources effectively and efficiently;
 - 6. To maintain the Company's share register and special register;
 - 7. To establish the Company's internal control and risk management;
 - 8. To communicate material disclosure of information that can have a substantial impact on the Company's share price;

9. To observe the reasonable interests of the company's stakeholders.

b. Responsibilities of the Board of Directors

The Board of Directors is jointly and severally liable for the Company's losses caused by the Board of Directors' errors or omissions in carrying out their duties. The Board of Directors cannot be held responsible for the Company's loss if it can prove:

1. The loss is not due to his fault or negligence;
2. Has carried out supervision in good faith, with full responsibility and prudence for the benefit and in accordance with the Company's aims and objectives;
3. Does not have a conflict of interest, either directly or indirectly, over supervisory actions that result in losses;
4. Has taken action to prevent the occurrence or continuation of the loss.

In carrying out its responsibilities, the Board of Directors may form a committee or working unit to assist the effective and efficient implementation of its tasks and authority.

c. Authorities of the Board of Directors

The Board of Directors is authorized to perform, among other things the following:

1. To represent and bind the Company in its dealings with other parties as well as carry out all actions management and ownership;
2. To appoint one or more person as its representative or proxy to perform certain actions;
3. To organize the human resources of the Company, including the appointment and dismissal of employees and determination on salary, pension or retirement benefits and other remunerations for employees of the Company based on the applicable laws and regulations and/or resolutions of the GMS.

In carrying out its authorities, The President Director acts as the spokesperson for the Board of Directors and shall be the main contact for the Board of Directors. The President Director may designate a Director to be a spokesperson for the Board of Directors.

VI. Values

The Board of Directors is guided in its duties and functions by the values that have been transformed into corporate culture, namely:

- a. Valuable to the Nation and Life.
- b. Innovative and World Class Excellent.
- c. Preferred Partner for Customer.
- d. Synergetic Teamwork.

VII. Working Hours

The Board of Directors shall provide sufficient time to carry out its duties and responsibilities optimally.

VIII. Meeting Policy and Minutes of Meetings

a. Schedule

The Board of Directors shall hold a regular meeting once every month ("Regular Meeting") and others meeting at any time when deemed necessary by the President Director or 1 (one) or more member of the Board of Directors or (ii) upon a request of the Board of Commissioner or 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total number of shares with valid voting rights.

The Board of Directors shall hold a regular meeting with the Board of Commissioners at least once every four months.

b. Meeting Policy

1. Invitations for the Board of Directors meeting are issued by the President Director or others members of the Board of Directors at least 5 (five) days before the meeting is convened by stating the agenda, date, time, and location of the meeting, as well as deliver meeting materials, unless otherwise determined by the Board of Directors.
2. The Board of Directors meeting is held at the Company's domicile or the location of the Company's primary business activities. All members of the Board of Directors are present or represented, there is no need for a prior summons, and the Board of Directors Meeting may be held anywhere in the Republic of Indonesia.
3. The Board of Directors meeting shall be chaired by the President Director; if the President Director is unable to attend or is unable to attend for any reason that does not need to be proven to a third party, the meeting of the Board of Directors shall be chaired by a Vice President Director; and if the Vice President Director is absent, unable to attend, or unavailable for any reason that does not need to be proven to a third party, the Board of Directors Meeting shall be chaired by a member of the Board of Directors who is elected by the members of the Board of Directors who are present and/or represented at the Board of Directors Meeting.
4. Resolutions of the meeting shall be taken based on deliberation to reach a consensus. If a consensus is not achieved, the resolutions shall be taken by affirmative votes of more than 1/2 (half) of the current total members of the Board of Directors present or represented at the Meeting.
5. Resolutions of the meeting shall be taken based on deliberation to reach a consensus. If a consensus is not achieved, the resolutions shall be taken by majority votes of total members of the Board of Directors present or represented at the Meeting, which includes the President Director or Vice President Director.
6. In the event of a tie vote, the Chairman of the Meeting will determine.

c. Minutes of Meetings

1. The results of the Board of Directors meeting shall be stated in the minutes of meeting, signed by all members of the Board of Directors present, and distributed to all members of the Board of Directors.

2. The results of the Board of Directors and the Board of Commissioners meeting shall be stated in the minutes of meeting, signed by all members of the Board of Directors and the Board of Commissioners present, and distributed to all members of the Board of Directors and the Board of Commissioners.
3. If a member of the Board of Directors and/ or a member of the Board of Commissioners refuses to sign the meeting's results, he/she shall explain why in writing in a separate letter attached to the minutes of meeting.
4. The Board of Directors can take valid resolutions without convening a meeting if all members of the Board of Directors have been informed in writing and give their written approval to the proposal submitted as evidenced by their signatures.

The Board of Directors meeting shall be held by the Corporate Secretary in accordance with the applicable regulations.

IX. Performance Assessment and Remuneration

Assessment on the performance of the Board of Directors shall be carried out periodically by the Nomination and Remuneration Committee.

The GMS shall determine the remuneration for the members of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee. The GMS may also grant authority to the Board of Directors to determine remuneration for members of the Board of Directors by taking into account the opinion of the Company's Nomination and Remuneration Committee.

X. Matters Requiring Board of Commissioners Approval

The Board of Directors shall obtain approval from the Board of Commissioners for corporate actions and other matters that require the approval of the Board of Commissioners in accordance with the Articles of Association and/or applicable regulations.

XI. Orientation Program

Each new member of the Board of Directors shall participate an orientation program of the Company.

XII. Reporting and Accountability

The Board of Directors provides a report to the annual GMS on the Company's management over the course of one (one) financial year. The report is contained in the Annual Report and signed by all members of the Board of Directors. The GMS grants discharge of responsibilities to members of the Board of Directors for their supervisory duties that have been carried out for the previous 1 (one) financial year, as long as these actions are documented in the Annual Report and Annual Financial Report.

The Board of Directors Charter was made in Jakarta on 26 November 2015.