

THE BOARD OF COMMISSIONERS CHARTER

PT Astra Graphia Tbk



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1. Introduction

The Board of Commissioners is an organ that supervises and provides advice to the Board of Directors in carrying out their duties to achieve the Company's aims and objectives in accordance with the Articles of Association, as well as the principles of Good Corporate Governance. The position of the Board of Commissioners is a collective position and therefore members of the Board of Commissioners are unable to act on their own but should be based on the Board's decision.

Each member of the Board of Commissioners, including the President Commissioner, holds an equal position. The President Commissioner is in charge of coordinating the Board of Commissioners' various activities.

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

2. Legal Basis

- a. Company law
- b. Capital market regulations
- c. Otoritas Jasa Keuangan (Financial Services Authority) regulations
- d. Indonesia Stock Exchange regulations
- e. Articles of Association of the Company (the "Articles of Association")

3. Philosophy – Values

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.

Company Culture:

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

4. Composition

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

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

The Company shall have Independent Commissioners of a minimum of 30% (thirty percent) of the total members of the Board of Commissioners.

5. Term of Office, Appointment, and Replacement Procedures

- a. The Board of Commissioners 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.
- b. A GMS may dismiss a Commissioner at any time assigning a reason therefor after the Commissioner has been given a chance to defend him/herself in said GMS.
- c. The term of office of a Commissioner 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.

6. Duties, Responsibilities and Authorities

- a. Duties of the Board of Commissioners

The Board of Commissioners acts as a supervisor and advisor to the Board of Directors, and its duties must be carried out in good faith, with full responsibility and prudence for the Company's benefit, which includes, among others:

 1. To supervise and advise the Board of Directors in carrying out the Company's management, including preventative measures and improvements, also the temporary dismissal of Board members;
 2. To supervise on the Company's business risks as well as management's efforts at internal control;
 3. To supervise the implementation of the principles of Good Corporate Governance in the Company's business activities;
 4. To provide advice to the Board of Directors on their responsibilities and duties.
 5. To provide feedback and recommendations on the Company's strategic development proposals and plans submitted by the Board of Directors.
 6. To ensure that the Board of Directors has taken stakeholders' interests into account.

In performing its duties, the Board of Commissioners shall not participate in making operational decisions. Decisions by the Board of Commissioners about matters governed by the association of the company as well as applicable laws and regulations are made in its oversight capacity, and thus decisions on operational activities remain the responsibility of the Board of Directors.

- b. Responsibilities of the Board of Commissioners

The Board of Commissioners is liable for the Company's losses caused by the Board of Commissioners' errors or omissions in carrying out their duties. The Board of Commissioners 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.

If required, the Board of Commissioners may organize a committee or task unit to assist it in carrying out its tasks and obligations effectively and efficiently.

c. **Authorities of the Board of Commissioners**

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

1. To inspect records and other documents as well as assets of the Company;
2. To request and accept information relating to the Company from the Board of Directors;
3. To suspend the members of the Board of Directors if they act contrary to the Articles of Association and/or the prevailing laws and regulations;
4. In certain circumstances and for a limited time, the Board of Commissioners may take actions to manage the Company as determined based on the Articles of Association or the decision of the GMS.

The President Commissioner acts as the Board of Commissioners' spokesperson and is the primary contact point for the Board of Commissioners.

7. Relationship with the Shareholders and Other Stakeholders

The Board of Commissioners in carrying out its duties shall ensure that the rights of the shareholders are protected and exercised fairly in accordance with the Articles of Association and prevailing regulations, which among others are:

- a. The right to attend, convey their views and vote at the GMS;
- b. The right to obtain the Company's material information on a timely basis;
- c. The right to receive dividends;
- d. The right to receive distribution of the remaining assets of the Company upon liquidation in proportion to their respective shareholding.

The Board of Commissioners in carrying out its duties shall always seek to have a good relationship between the Company and other stakeholders based on the principle of fairness in accordance with prevailing regulations. The guiding principles on the relationship between the Company and its stakeholders are further elaborated in the Company's Code of Conduct

8. Working Hours

The working hours is based on the needs of the Company, in line with the applicable laws and regulations.

9. Meeting and Minutes of Meetings

a. **Schedule**

The Board of Commissioners shall hold regular a meeting at least once every 2 (two) months and other meetings upon the request of 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 Commissioners shall convene a joint meeting with the Board of Directors regularly at least once every four months.

b. Meeting Policy

1. Invitations for the Board of Commissioners meeting are issued by the President Commissioner or 2 (two) other members of the Board of Commissioners at least 5 (five) days before the meeting is convened by stating the agenda, date, time, and location of the meeting, unless otherwise determined by the Board of Commissioners.
2. The Board of Commissioners meeting is held at a location determined by the members of the Board of Commissioners and can be held via teleconference, video conference, or other electronic media that allows all attendees to participate directly in the Board of Commissioners Meeting. A prior summons is required if a member of the Board of Commissioners is present or represented, and the Board of Commissioners Meeting may be held anywhere in the Republic of Indonesia.
3. The Board of Commissioners meeting is valid and entitled to adopt legally binding resolutions if attended by more than 1/2 (half) of the total number of the Board of Commissioners, one of them is the President Commissioner or the Vice President Commissioner.
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 based on a majority vote of the total number of members of the Board of Commissioners who are present or represented at the Meeting, which includes the President Commissioner or the Vice President Commissioner.

c. Minutes of Meetings

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

The Board of Commissioners meeting is held by the Corporate Secretary in accordance with the applicable regulations.

10. Performance Assessment and Remuneration

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

The GMS shall determine the remuneration for the members of the Board of Commissioners based on the recommendation of the Nomination and Remuneration Committee.

11. Matters Requiring Board of Commissioners Approval

The Board of Commissioners has the authority to approve corporate actions and other matters taken by the Board of Directors in accordance with the Articles of Association and/or applicable regulations.

12. Induction Program

Each newly elected Commissioner shall participate in an induction program of the Company.

13. Reporting and Accountability

The Board of Commissioners provides a report to the annual GMS on the Board of Directors' supervision of 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 Commissioners. The GMS grants discharge of responsibilities to members of the Board of Commissioners 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 Commissioners Charter is set in Jakarta on July 27, 2020.