

PT. Morgan Stanley Sekuritas Indonesia

Guidelines of the Shareholders, the Board of Directors and the Board of Commissioners (the “Charter”)

1. Introduction

The Charter is prepared in accordance with the Articles of Association of the Company and the relevant rules and regulations of The Republic of Indonesia including OJK CG Regulation (as defined below). This Charter aims to provide governance guidance in relation to the following:

- 1.1. The principles applicable to the Shareholder, the Directors and the Commissioners and their respective powers, duties and responsibilities; and
- 1.2. Board administration including board meetings arrangements, agenda preparation and board resolutions.

2. Definitions

In this Charter, the following definitions apply:

“Articles of Association”	the articles of association of the Company;
“Business Plan”	realistic plan prepared as per the Chapter VII of the OJK CG Regulation;
“Charter”	refers to this Guidelines of the Shareholders, the Board of Directors and the Board of Commissioners;
“Commissioners”	the qualified individuals appointed by the Shareholders in accordance with Article 16 of the Articles of Association and collectively referred to as the Board of Commissioners;
“Company”	PT. Morgan Stanley Sekuritas Indonesia, a company incorporated in the Republic of Indonesia with limited liability;
“Directors”	the qualified individuals appointed by the Shareholders in accordance with Article 13 of the Articles of Association and collectively referred to as the Board of Directors;

“Independent Commissioner”	a member of the Board of Commissioners who is an external party playing an independent role in the Board of Commissioners and who must fulfill the requirements as an Independent Commissioner in accordance with the requirements set out by OJK;
“OJK”	the Financial Services Authority / Otoritas Jasa Keuangan of The Republic of Indonesia;
“OJK CG Regulation”	the Regulation of Financial services Authority regarding Application of Governance of Securities Company conducting Business Activity as Underwriter and Securities Company Broker issued by OJK; and
“Shareholders”	the parties / entities holding shares in the Company.

3. Principles applicable to the Shareholders and their powers, duties and responsibilities

General principles

31. Shareholders shall not intervene in the execution of business activity and/or the operations of the Company;¹
32. If any shareholder is also a member of Board of Directors or a member of Board of Commissioners, such person shall give priority to the interest of the Company.² The Shareholders shall also meet the fit and proper criteria prescribed by the OJK.
33. The Shareholders in general meeting shall meet following delivery of a notice of at least 14 days before the meeting. At least one half of the Shareholder should be present to form a valid quorum for the Shareholders meeting;³
34. The evidence of the notice of Shareholders’ meeting and a summary of the minutes of the Shareholders meeting shall be submitted by Compliance to the OJK within 7 business days after the Shareholders’ meeting.⁴ The content of the summary of minutes as stipulated by the OJK CG Regulation is set out in Appendix A of this Charter.

Matters reserved for the Shareholders

The Shareholders shall review and approve the Business Plan of the Company before they are filed with the OJK by 30th November⁵, the annual report of the Company before

¹ Article 4 of OJK CG Regulation

² Article 4 (2) OJK CG Regulation

³ Article 9 and 10 of the AoA

⁴ Article 8 (2) of OJK CG Regulation

⁵ Article 41 of OJK CG Regulation

31st May each year⁶ and approve the appointment of the Directors and the Commissioners, each for a term of 3 years⁷.

4. Principles applicable to the Directors and their powers, duties and responsibilities

General principles

41. The Board of Directors shall comprise of persons qualified under prevailing statutory regulations with the relevant diverse knowledge, experience and expertise required to perform the role of Directors in the operation of the Company;⁸
42. The Board of Directors shall meet the requirements of integrity, financial reputation and expertise required for their duties in the capital market sector as prescribed by the OJK's the fit and proper test. The fit and proper assessment form for the director is attached as Appendix B of this Charter⁹;
43. All the Directors shall act in good faith while performing his or her responsibilities, and shall attend at least 75% of the total meetings of the Board of Directors in each year;¹⁰
44. The Board of Directors may establish committees and / or supporting units to support the Board of Directors to perform their tasks and responsibility;¹¹
45. The Board of Directors shall make available such accurate, relevant and timely data and information to the Board of Commissioners, as appropriate to enable them to discharge their responsibilities;¹²
46. The Board of Directors shall report the actual breaches of code of conduct to the OJK. The breach reporting obligations are elaborated in the Breach Reporting Policy attached as Appendix C of this Charter.¹³
47. The Directors shall attend the continued education program as required by the OJK, and such other training they consider necessary to carry out their responsibilities.¹⁴

Authority, duties and responsibilities of the Board of Directors

The Board of Directors shall be responsible for the management of the Company in accordance with the aims and objectives as determined in the Articles of Association. The Directors shall be required to perform the duties set out in the detailed job descriptions attached as Appendix D. Specific areas of responsibility include the following (among others):

⁶ Article 19 (4) of AOA

⁷ Article 13 (3) and 16 (3) of AOA

⁸ Article 13 (2) of AOA

⁹ Article 11 (1) and (2) of OJK CG Regulation

¹⁰ Article 16 (3) of OJK CG Regulation

¹¹ Article 12(5) of OJK CG Regulation

¹² Article 13 of OJK CG Regulation

¹³ Article 32(4) OJK CG Regulation

¹⁴ Article 17 of OJK CG Regulation

- (a) Oversight

The Board of Directors shall oversee the implementation of remedial or follow up actions resulting from the following:¹⁵

 - (i) the implementation of Anti-Money Laundering rules in the Company;
 - (ii) the audit findings and recommendation of the risk management, compliance and internal audit functions respectively;
 - (iii) the findings arising from supervisory work of the Board of Commissioners; and
 - (iv) the findings arising from regulatory supervision activities of the OJK.

- (b) Matters reserved for the Board of Directors
 - (i) The Board of Directors shall review and approve the annual report of the Company at least 5 business days before 31st March each year.¹⁶
 - (ii) Each year, the Board of Directors must prepare a realistic, measured and continued Business Plan to be approved by the Shareholders before the regulatory filing with the OJK by 30th November each year.¹⁷
 - (iii) The Board of Directors should ensure the implementation of the approved Business Plan and socialize it with all employees/ personnel of the Company.¹⁸
 - (iv) The Board of Directors should approve an annual report on the implementation of corporate governance and ensure it is submitted to the OJK by 15th February.¹⁹
 - (v) The Board should review and approve the Report on the realization of the Business Plan before it is submitted to the OJK on or before the 15th February of each year.²⁰
 - (vi) The Board of Directors shall review and discuss all the strategic policies and resolutions at the Board Meeting.²¹

- (c) Prohibitions to the Board of Directors:²²
 - (i) abuse his or her authority for personal, family, and/or other party's interest; and
 - (ii) take and /or receive personal profit from the activities of Company directly or indirectly other than valid income.

5. Principles applicable to the Board of Commissioners and their powers, duties and responsibilities

The Board of Commissioners shall supervise and advise the Board of Directors on the implementation of the governance of the Company and such other matters in accordance with the Articles of Association of the Company.

General principles

¹⁵ Article 14 of OJK CG Regulation

¹⁶ Rule No. X.E.1. Decree No. KEP-460/BL/2008

¹⁷ Article 40 and 41 of OJK CG Regulation

¹⁸ Article 42 of OJK CG Regulation

¹⁹ Article 43 and 52(1) of OJK CG Regulation

²⁰ Article 52(2) and 53(1) of OJK CG Regulation

²¹ Article 15 of OJK CG Regulation

²² Article 29 of OJK CG Regulation

51. The Board of Commissioners shall comprise of persons qualified under prevailing statutory regulations with diverse knowledge, experience and expertise required;²³
52. The total number of Board of Commissioners shall not exceed the number of the Board of Directors;²⁴ The Board of Commissioners shall comprise of an Independent Commissioner;²⁵
53. In case the Board of Commissioners consist of more than 2 (two) members, the percentage of number of Independent Commissioner shall be at least 30% (thirty percent) of total number of members of Board of Commissioners.²⁶
54. All the Commissioners shall act in good faith while performing his or her responsibility, and shall attend at least 75% of the total meetings of the Board of Commissioners in each year;²⁷
55. The Board of Commissioners shall fulfill the requirements of integrity, financial reputation and expertise in capital market sector through the fit and proper test by the OJK. The fit and proper assessment form for the commissioner is attached as Appendix B of this Charter.²⁸
56. The Board of Commissioners may establish committees and / or supporting units to support the implementation of tasks and responsibility of the Board of Commissioners;²⁹
57. The Board of Commissioners shall report the actual breaches of code of conduct through the breach reporting system.³⁰ The breach reporting obligations are elaborated in the Breach Reporting Policy attached as Appendix C of this Charter.³¹
58. The Commissioners shall attend the continued education program as required by the OJK.³²

Independent Commissioner

The Independent Commissioner shall not have any relation (in terms of working or be responsible to plan, chair, control or supervise the activities of the Company or having business) with the Company. Further, the Independent Commissioner shall not have any shares directly or indirectly of the Company.³³

Powers, duties and responsibilities of the Board of Commissioners

- (a) Oversight
The Board of Commissioners shall ensure that the Board of Directors oversee the following

²³ Article 16 (2) of AOA

²⁴ Article 18 (2) of OJK CG Regulation

²⁵ Article 19 (1) of OJK CG Regulation

²⁶ Article 19 (2) of OJK CG Regulation

²⁷ Article 27 (3) of OJK CG Regulation

²⁸ Article 20 (1) and (2) of OJK CG Regulation

²⁹ Article 25 of OJK CG Regulation

³⁰ Article 32(4) OJK CG Regulation

³¹ Article 32(4) OJK CG Regulation

³² Article 28 (1) of OJK CG Regulation

³³ Article 22 of OJK CG Regulation

- (i) the audit finding and recommendation of the risk management function, compliance and internal audit functions;
 - (ii) the supervisory opinion of the Board of Commissioners;
 - (iii) the supervisory opinion of the OJK.³⁴
- (b) Matters reserved for the Board of Commissioners
- (i) The Board of Commissioners shall review and approve the annual report of the Company at least 5 business days before 31st March each year.³⁵
 - (ii) The Board of Commissioners shall approve the Business Plan and supervise its implementation.³⁶
 - (iii) The Board of Commissioners shall approve and supervise the implementation of the Directors' responsibilities towards the implementation of Anti Money Laundering rules in the Company.
- (c) Supervisory Responsibilities
- The Board of Commissioners has an independent responsibility:
- (i) to evaluate the public accountants and submit the evaluation report to OJK by 30th June every year;³⁷
 - (ii) to supervise the management policy;³⁸
 - (iii) to manage the Company in general;³⁹ and
 - (iv) to provide guidance to the Board of Directors.⁴⁰
- (d) Audit Responsibilities
- The Board of Commissioners shall oversee the audit function, under the leadership of the Independent Commissioner to cover:⁴¹
- (i) publically available financial information;
 - (ii) the independence, scope of assignment and cost of the Public Accountant before appointment or reappointment;
 - (iii) the Implementation of the Audit Plan prepared by the Public Accountant; and
 - (iv) the Implementation of the risk management function, Compliance and Internal Audit Functions of the Company.
 - (v) the Board of Commissioners may establish a separate Audit Committee if they deem appropriate.⁴²
- (e) Breach Reporting Obligations
- (i) if the Board of Commissioners become aware of any possible breach of any provision in the legislation in the financial sector by any member of the Board

³⁴ Article 24 of OJK CG Regulation

³⁵ Rule No. X.E.1. Decree No. KEP-460/BL/2008

³⁶ Article 42 of OJK CG Regulation

³⁷ OJK Rule No. 13/POJK.03/2017 on the Use of Public Accountants (PA) and PA Firm in Financial Services Activities

³⁸ Article 21(1) of OJK CG Regulation

³⁹ Article 21(1) of OJK CG Regulation

⁴⁰ Article 21(1) of OJK CG Regulation

⁴¹ Article 23 of OJK CG Regulation

⁴² Article 25 (1) OJK CG Regulation

of Directors, Board of Commissioners or any personnel/employee of the Company, which may endanger the continuity of the business activity of the Company, the Board of Commissioners shall report to the OJK within 3 business days of its awareness of the breach.⁴³

- (ii) the Board of Commissioner shall hold the meeting of the Board of Commissioners by inviting the Board of Directors to discuss the indication of the breach of any provision in the legislation in the financial sector.⁴⁴
- (f) Prohibitions to the Board of Commissioners⁴⁵
- (i) abuse his or her authority for personal, family, and/or other party's interest; and
 - (ii) take and /or receive personal profit from the activities of Company directly or indirectly other than valid income.

6. Internal Control

The Company shall maintain internal control functions consisting of risk management, compliance and internal audit. The Company has implemented the function of marketing, accounting, custodian, information technology and research.⁴⁶

- 61. The risk management function, compliance and internal audit functions shall be accountable to the Board of Directors for their respective functions.⁴⁷
- 62. The report on the implementation of risk management function, compliance and internal audit functions shall be submitted to the Board of Directors and the Board of Commissioners.⁴⁸

7. Board Administration

7.1. Agenda preparation for Board meetings

- (a) Formulating effective meeting agendas is a collaborative and iterative process involves discussions between the Company Law team ("Company Law"), the Board of Directors, the Board of Commissioners and heads of various departments involving finance, compliance, tax, etc.
- (b) Company Law maintains an annual agenda planner for regular meetings of Board of Directors, Board of Commissioners and Shareholders agreed with the stakeholders (see Appendix E). The annual agenda planner will be reviewed and updated at least once in a year to ensure and facilitate the oversight of the Board of Directors and the Board of Commissioners on various aspects of the Company's operations at the regular meetings of the Board of Directors and the Board of Commissioners.

⁴³ Article 26 (1) of OJK CGRegulation

⁴⁴ Article 26 (2) of OJK CGRegulation

⁴⁵ Article 29 of OJK CGRegulation

⁴⁶ Article 35 of OJK CGRegulation

⁴⁷ Article 39 (1) of OJK CGRegulation

⁴⁸ Article 39 (2) of OJK CGRegulation

72. Convening and conduct of meetings of the Board of Directors

- (a) The Board of Directors of the Company shall meet once in every two months.⁴⁹ All Commissioners are invited to join the Board of Directors meetings.
- (b) Any meeting of the Board of Directors shall be called by at least 3 days written notice prior to the date of meeting. The notice shall specify the date, time and place of the meeting and contain an agenda specifying the matters to be discussed at the meeting.
- (c) Board of Directors meeting shall not be held unless more than half of the directors are present at the meeting.⁵⁰
- (d) The meeting of the Board of Directors is chaired by the President Director and in case he or she is absent or unavailable then the meeting of the Board of Directors shall be chaired by a member of the Board of Directors selected by and from among the member of the Board of Directors in attendance.
- (e) Any resolution in a meeting of the Board of Directors must be passed with majority votes from the Board of Directors.⁵¹

73. Convening and conduct of meetings of the Board of Commissioners

- (a) The Board of Commissioners of the Company shall meet once in every quarter.⁵²
- (b) Any meeting of the Board of Commissioners shall be called by at least 3 days written notice prior to the date of meeting. The notice shall specify the date, time and place of the meeting and contain an agenda specifying the matters to be discussed at the relevant meeting and relevant information.
- (c) Board of Commissioners meeting shall not be held unless more than half of the commissioners are present at the meeting.⁵³
- (d) The meeting of the Board of Commissioners is chaired by the President Commissioner and in case he or she is absent or unavailable then the meeting of the Board of Commissioners shall be chaired by a member of the Board of Commissioners selected by and from among the member of the Board of Commissioners in attendance.
- (e) Any resolution in a meeting of the Board of Commissioners must be passed with majority votes from the Board of Commissioners.⁵⁴

74. Preparation of minutes/resolutions

⁴⁹ Article 16 (1) of OJK CGRegulation

⁵⁰ Article 16 (2) of OJK CGRegulation

⁵¹ Article 16 (4) of OJK CGRegulation

⁵² Article 27 (1) of OJK CGRegulation

⁵³ Article 27 (2) of OJK CGRegulation

⁵⁴ Article 27 (4) of OJK CGRegulation

- (a) Company Law attends the meeting of the Board of Directors and the Board of Commissioners and is responsible for drafting a full set of minutes, in English language.
- (b) Company Law prepares full set of board minutes within 2 weeks of meeting of the Board of Directors and the Board of Commissioners. Company Law consults as necessary with stakeholders, directors and commissioners before arranging formal sign off by the Board of Directors and Board of Commissioners respectively.
- (c) The minutes of the meeting shall reflect all the discussions at the meeting of Board of Directors, including the differences of opinion expressed by the Directors, the rationale for the differences and the resolution.⁵⁵

7.5. Minutes / Resolutions of the Board of Directors and the Board of Commissioners

- (a) The approval of the Board of Commissioners and the Board of Directors can be obtained by way of (i) voting at a board meeting or (ii) written resolution, subject to the principle of “one person, one vote”.
- (b) Any resolution in a Board of Commissioners and the Board of Directors meeting must be passed with votes from more than half of all directors.
- (c) Any resolution of the Board of Commissioners and the Board of Directors in writing must be approved by all the Commissioners and Directors respectively.
- (d) Company Law maintains original copies of the signed minutes and final presentation materials submitted to the Board of Commissioners and the Board of Directors.

7.6. Administrative Matters

- (a) The Directors and Commissioners may participate in a meeting in person or by means of telephone conference, video conferences or similar communication equipment provided that all director participating at such meeting can communicate with each other instantaneously, such participation shall constitute valid attendance at a meeting.⁵⁶
- (b) Senior management personnel, administration and other infrastructure departments will be invited to attend the meetings of the Board of Directors and Board of Commissioners as appropriate to provide reports/updates to the Board of Directors and Board of Commissioners in their areas of responsibilities.
- (c) Each Director and Commissioner shall have one vote on each matter to be decided by the Board at any Board meeting and shall cast the vote by either a show of hands or by verbal indication.
- (d) Company Law administers meeting of the Board of Commissioners and the Board of Directors arrangements in accordance with the Company’s Articles of Association and this Charter.

⁵⁵ 16 (5) of OJK CG Regulation

⁵⁶ Elucidation of Article 16 (3) and 27 (3) of OJK CG Regulation

Appendix A

The Summary of the Shareholders Meeting minutes

The Summary of the minutes of the Shareholders Meeting should at least contain the following information:

1. Date, place, time and agenda of the Shareholder Meeting;
2. Member of the Board of Directors and Board of Commissioner present in the Shareholder Meeting;
3. Total shares with valid voting right present in the Shareholder Meeting and its percentage of total shares having valid voting right;
4. Mechanism of adoption of resolution in the Shareholder Meeting;
5. The result of voting covering total agreeing, disagreeing votes, and abstain (not casting vote) for every agenda of meeting, if the adoption of resolution is made by voting; and
6. The resolution of the Shareholder Meeting.

Appendix B

Fit and Proper Test Form for the Director



SEOJK

57_2017_Template C

Fit and Proper Test Form for the Commissioner



SEOJK

57_2017_Template C

Appendix C

Breach Reporting Policy



Breach Reporting
Obligations - PTMSSI

Appendix D

Job Description of the Directors



Directors and
Commissioners Appro

Appendix E

Agenda Planner – Board of Directors



PT Morgan Stanley
Sekuritas Indonesia 2

Agenda Planner – Board of Commissioners



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Agenda Planner – Shareholders



PT Morgan Stanley
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Internal Tracker – Timelines to follow:

Sl. No.	Article	Agenda Item	Deadline
1.	Article 8(2)	The Company shall submit the summary of minutes of GMS and evidence of notice to GMS to the Financial Services Authority. Contents of the summary of minutes are laid out in Article 8(3)	Within not later than 7 (seven) business days after the date of holding of GMS
2.	Article 49	Submit a) Periodical Financial Statement; b) Activity Report; and c) Annual Report of Public Accountant on adjusted net working capital	
3.	Rule No. X.E.1. Decree No. KEP-460/BL/2008	Submit the Annual Report approved by Board of Directors and Board of Commissioners to OJK	31 st March each year
4.	Article 50 (4)	Submit annual report on application of governance to the Financial Services Authority	Before 15 th of February of each year
5.	Article 43, 52 (1)	Submit the Business Plan to the Financial Services Authority	Before 30 th of November of each year
6.	Article 52 (2) + 53 (1)	Submit the Report on realization of Business Plan to the Financial Services Authority	Before 15 th of February of each year
7.	Article 8 (2)	Submit the evidence of Notice and summary of minutes of Shareholders Meeting to the Financial Services Authority	Within 7 days after the Shareholders meeting
8.	Article 9 (3)	Submit the Shareholders circular resolution to the Financial Services Authority	Within 7 days after the Shareholders circular resolution
9.	OJK Rule No. 13/POJK.03/2017 on the Use of Public Accountants (PA) and PA Firm in Financial Services Activities	Shareholders have to approve the appointment of the public accountant and submit to the regulator within 10 days after the approval. While there is no deadline to approve there is a regulatory deadline to submit the resolution within 10 days after the approval. Customarily we have sought the approval of the Shareholders by end of November	

PT. Morgan Stanley Sekuritas Indonesia
Pedoman Pemegang Saham, Dewan Komisaris dan Direksi ("Piagam")

1. Pendahuluan

Piagam disiapkan sesuai dengan anggaran dasar perusahaan dan relevan aturan dan peraturan negara Republik Indonesia termasuk OJK CG peraturan (seperti yang didefinisikan di bawah). Piagam ini bertujuan untuk menyediakan panduan pemerintahan terkait berikut:

- 1.1. Prinsip-prinsip yang berlaku untuk pemegang saham, Direksi dan Komisaris dan wewenang, tugas dan kewajiban masing-masing; dan
- 1.2. Administrasi Dewan termasuk pengaturan pertemuan Dewan, agenda persiapan dan resolusi Dewan.

2. Definisi

Dalam Piagam ini, definisi berikut berlaku:

"Articles of Association"	Anggaran Dasar Perseroan;
"Rencana bisnis"	rancangan usaha yang disiapkan sesuai Bab VII peraturan OJK CG;
"Piagam"	mengacu pada pedoman para pemegang saham, Direksi dan Dewan Komisaris ini;
"Komisaris"	individu yang memenuhi syarat dan ditunjuk oleh para pemegang saham sesuai dengan Pasal 16 dari anggaran dasar dan secara kolektif dirujuk sebagai Dewan Komisaris;
"Perusahaan"	PT. Morgan Stanley Sekuritas Indonesia, sebuah perusahaan yang didirikan di Republik Indonesia sebagai Perseroan Terbatas;
"Direktur"	individu yang ditunjuk oleh para pemegang saham sesuai dengan Pasal 13 anggaran dasar dan secara kolektif dirujuk sebagai Direksi;

"Komisaris Independen"	anggota Dewan Komisaris yang pihak eksternal yang memiliki peran independen dalam Dewan Komisaris dan yang harus memenuhi persyaratan sebagai Komisaris Independen sesuai dengan persyaratan yang ditetapkan oleh OJK;
"OJK"	Otoritas Jasa Keuangan Republik Indonesia;
"Peraturan GCG OJK"	peraturan Keuangan Jasa otoritas mengenai aplikasi dari tata Kelola dari Perusahaan Efek melakukan kegiatan usaha sebagai penjamin emisi efek dan perantara pedanga efek yang dikeluarkan oleh OJK; dan
"Pemegang saham"	pihak / entitas yang memegang saham dalam perusahaan.

3. Prinsip berlaku untuk pemegang saham dan mereka kekuatan, tugas dan tanggung jawab

Prinsip-prinsip umum

- 3.1. Pemegang saham tidak akan campur tangan dalam pelaksanaan kegiatan usaha dan/atau operasi Perusahaan¹;
- 3.2. Jika ada pemegang saham juga merupakan anggota Direksi atau anggota Dewan Komisaris, orang tersebut akan memberikan prioritas kepada kepentingan Perusahaan. Pemegang saham juga wajib memenuhi fit and proper kriteria yang ditentukan oleh OJK.
- 3.3. para pemegang saham yang Rapat Umum wajib memenuhi setelah pengiriman pemberitahuan paling lambat 14 hari sebelum pertemuan. Setidaknya satu setengah dari pemegang saham harus hadir untuk membentuk korum berlaku untuk rapat pemegang saham.
- 3.4. Bukti pemberitahuan rapat pemegang saham dan risalah dari acara rapat pemegang saham harus dilaporkan oleh fungsi Kepatuhan kepada OJK dalam 7 hari kerja setelah para pemegang saham melakukan rapat. Isi dari risalah rapat sesuai dengan Peraturan OJK CG ditetapkan dalam Lampiran A Piagam ini.

Hal-hal yang dapat didiperuntukkan bagi para pemegang saham:

Pemegang saham akan meninjau dan menyetujui rencana bisnis perusahaan sebelum yang diajukan kepada OJK pada tanggal 30 November, laporan tahunan perusahaan sebelum 31 Mei setiap tahunnya dan menyetujui pengangkatan Direksi dan Komisaris, masing-masing untuk masa jabatan 3 tahun.

4. Prinsip yang berlaku untuk Direksi dan wewenang, tugas dan tanggung jawabnya

Prinsip-prinsip umum

- 4.1. Direksi harus terdiri dari orang-orang yang memenuhi syarat di bawah peraturan perundang-undangan yang berlaku dengan beragam pengetahuan yang relevan, pengalaman dan keahlian yang diperlukan untuk melakukan peran Direksi dalam operasional perusahaan;
- 4.2. Direksi harus memenuhi persyaratan integritas, reputasi keuangan dan keahlian yang diperlukan untuk tugas-tugas mereka di sektor pasar modal sebagaimana ditentukan oleh uji kepatutan OJK. Formulir penilaian cocok dan tepat untuk Direktur terpasang sebagai lampiran B dari Charter ini;
- 4.3. Semua Direktur akan bertindak dengan itikad baik sambil melakukan tanggung-jawabnya, dan akan menghadiri minimal 75% dari total pertemuan Direksi pada setiap tahun;
- 4.4. Direksi dapat membentuk Komite dan / atau unit-unit pendukung untuk mendukung Direksi untuk melaksanakan tugas-tugas dan tanggung jawab;
- 4.5. Direksi akan membuat tersedia seperti data yang akurat, relevan dan tepat waktu dan informasi kepada Dewan Komisaris, yang sesuai untuk memungkinkan mereka untuk melaksanakan tanggung jawab mereka;
- 4.6. Direksi wajib melaporkan pelanggaran kode etik yang terjadi kepada OJK. Kewajiban Pelaporan pelanggaran dijabarkan dalam kebijakan pelaporan pelanggaran disisipkan sebagai lampiran C Piagam ini.
- 4.7. Direksi akan menghadiri pendidikan program lanjutan seperti yang dipersyaratkan oleh OJK, dan pelatihan lainnya yang mereka anggap perlu untuk melaksanakan tanggung jawab mereka

Otoritas, tugas dan tanggung jawab dari Direksi

Direksi harus bertanggung jawab atas pengelolaan perusahaan sesuai dengan tujuan dan sasaran seperti yang ditetapkan dalam anggaran dasar. Direksi wajib melaksanakan tugas-tugas yang ditetapkan dalam deskripsi kerja rinci yang dijelaskan dalam lampiran D. Tanggung jawab meliputi (antara lain):

(a) pengawasan

Direksi akan mengawasi pelaksanaan perbaikan atau mengikuti tindakan-tindakan yang dihasilkan dari berikut:

- (i) pelaksanaan kebijakan anti-Money Laundering dalam perusahaan;

- (ii) temuan audit dan rekomendasi dari masing-masing manajemen risiko, kepatuhan dan internal audit fungsi;
 - (iii) temuan-temuan yang timbul dari hasil pengawasan Dewan Komisaris; dan
 - (iv) temuan-temuan yang timbul dari kegiatan pengawasan oleh OJK.
- (b) Hal-hal yang dikhususkan untuk Direksi
- (i) Direksi akan meninjau dan menyetujui laporan tahunan perusahaan bisnis setidaknya 5 hari sebelum tanggal 31 Maret setiap tahun.
 - (ii) setiap tahun, Direksi harus mempersiapkan rencana bisnis yang realistis, terukur dan berkelanjutan yang harus disetujui oleh pemegang saham sebelum diajukan kepada OJK pada November 30 setiap tahunnya.
 - (iii) Direksi harus menjamin pelaksanaan rencana bisnis disetujui dan disosialisasikan kepada semua karyawan / personil Perusahaan.
 - (iv) Direksi harus menyetujui laporan tahunan pelaksanaan tata kelola perusahaan dan memastikan laporan itu disampaikan kepada OJK tanggal 15 Februari setiap tahunnya.
 - (v) Direksi harus meninjau dan menyetujui laporan realisasi Rencana bisnis sebelum diserahkan ke OJK pada atau sebelum tanggal 15 Februari setiap tahunnya.
 - (vi) Direksi akan meninjau dan mendiskusikan semua keputusan dan kebijakan strategis pada Rapat Direksi.
- (c) Larangan terhadap Direksi:
- (i) Penyalahgunaan otoritas untuk kepentingan pribadi, keluarga, dan pihak lain; dan
 - (ii) mengambil dan/atau menerima keuntungan pribadi dari kegiatan perusahaan secara langsung atau tidak langsung selain pendapatan yang sah untuk diterima.

5. Prinsip berlaku untuk Dewan Komisaris dan wewenang, tugas dan tanggung jawabnya

Dewan Komisaris akan mengawasi dan memberikan masukan kepada Direksi dalam pelaksanaan tata kelola perusahaan dan hal-hal lain di sesuai dengan anggaran dasar perusahaan.

Prinsip-prinsip umum

- 5.1. Dewan Komisaris terdiri atas orang-orang yang memenuhi syarat di bawah peraturan perundang-undangan yang berlaku dengan beragam pengetahuan, pengalaman dan keahlian yang dibutuhkan;

- 5.2. Jumlah total Dewan Komisaris tidak akan melebihi jumlah Direksi, Dewan Komisaris harus beranggotakan seorang Komisaris Independen.
- 5.3. Dalam kasus Dewan Komisaris terdiri dari lebih dari 2 (dua) anggota, persentase jumlah Komisaris Independen harus setidaknya 30% (tiga persen) dari jumlah anggota Dewan Komisaris.
- 5.4. Semua para Komisaris akan bertindak dengan itikad baik sambil melakukan tanggung-jawabnya, dan akan menghadiri minimal 75% dari total pertemuan Dewan Komisaris pada setiap tahun.
- 5.5. Dewan Komisaris harus memenuhi persyaratan integritas, reputasi keuangan dan keahlian di bidang pasar modal melalui uji kepatutan dan kepantasan oleh OJK. Formulir penilaian untuk Komisaris melekat sebagai lampiran B dari Piagam ini.
- 5.6. Dewan Komisaris dapat membentuk Komite dan / atau unit-unit pendukung untuk mendukung pelaksanaan tugas dan tanggung jawab Dewan Komisaris.
- 5.7. Dewan Komisaris wajib melaporkan pelanggaran aktual dari kode etik dan perilaku Perusahaan melalui system pelaporan pelanggaran. Kewajiban pelaporan pelanggaran yang diuraikan dalam kebijakan pelaporan pelanggaran disisipkan sebagai lampiran C Piagam ini.
- 5.8. Para Komisaris akan menghadiri program melanjutkan pendidikan yang dipersyaratkan oleh OJK.

Komisaris Independen

Komisaris independen tidak boleh memiliki hubungan (dalam hal bekerja atau bertanggung jawab untuk merencanakan, memimpin, mengendalikan atau mengawasi kegiatan perusahaan atau memiliki bisnis) dengan perusahaan. Lebih lanjut, Komisaris Independen tidak boleh memiliki saham Perusahaan secara langsung atau tidak langsung.

Kuasa, tugas dan tanggung jawab Dewan Komisaris

(a) pengawasan

Dewan Komisaris harus memastikan bahwa Direksi mengawasi hal berikut

- (i) temuan audit dan rekomendasi fungsi manajemen risiko, kepatuhan dan fungsi internal audit;
- (ii) hasil pengawasan Dewan Komisaris;
- (iii) hasil pengawasan OJK.

(b) hal-hal yang dikhususkan untuk Dewan Komisaris

- (i) Dewan Komisaris akan mengkaji dan menyetujui laporan tahunan perusahaan setidaknya 5 hari kerja sebelum tanggal 31 Maret setiap tahunnya.
 - (ii) Dewan Komisaris akan menyetujui rencana bisnis dan mengawasi implementasinya.
 - (iii) Dewan Komisaris akan menyetujui dan melakukan pengawasan atas tanggung jawab Direksi terhadap pelaksanaan kebijakan Anti Pencucian Uang di Perusahaan.
- (c) pengawasan tanggung jawab
- Dewan Komisaris memiliki tanggung jawab independen:
- (i) untuk mengevaluasi Akuntan Publik dan menyerahkan evaluasi laporan kepada OJK sebelum Juni 30 setiap tahunnya;
 - (ii) untuk mengawasi kebijakan manajemen;
 - (iii) untuk mengelola perusahaan secara umum; dan
 - (iv) untuk memberikan bimbingan kepada Direksi.
- (d) tanggung jawab audit
- Dewan Komisaris harus mengawasi fungsi audit, di bawah kepemimpinan Komisaris Independen untuk meliputi:
- (i) informasi keuangan yang tersedia untuk dipublikasikan;
 - (ii) independensi, lingkup tugas dan biaya Akuntan Publik sebelum penugasan atau penugasan kembali;
 - (iii) pelaksanaan rencana Audit yang disiapkan oleh Akuntan publik; dan
 - (iv) pelaksanaan fungsi manajemen risiko, kepatuhan dan fungsi Audit Internal perusahaan.
 - (v) Dewan Komisaris dapat membentuk Komite Audit jika dianggap perlu.
- (e) kewajiban pelaporan pelanggaran
- (i) jika Dewan Komisaris mengetahui adanya kemungkinan pelanggaran terhadap ketentuan dalam peraturan perundang-undangan di sektor keuangan oleh anggota Direksi, Dewan Komisaris atau setiap personil/karyawan perusahaan, yang dapat membahayakan kelangsungan kegiatan usaha Perseroan, Dewan Komisaris harus melaporkan kepada OJK dalam waktu 3 hari kerja.
 - (ii) Dewan Komisaris akan mengadakan Rapat Dewan Komisaris dengan mengundang Direksi untuk membahas indikasi pelanggaran ketentuan dalam peraturan perundang-undangan di sektor keuangan.
- (f) larangan untuk Dewan Komisaris.
- (i) penyalahgunaan wewenang untuk kepentingan pribadi, keluarga, dan pihak lain; dan
 - (ii) mengambil dan/atau menerima keuntungan pribadi dari kegiatan perusahaan secara langsung atau tidak langsung selain pendapatan yang sah.

6. Pengendalian Internal

Perusahaan harus mempertahankan fungsi pengendalian internal yang terdiri dari manajemen risiko, kepatuhan dan internal audit. Perusahaan telah menerapkan fungsi pemasaran, akuntansi, Kustodian, teknologi informasi dan riset.

- 6.1. Fungsi manajemen risiko, kepatuhan dan fungsi internal audit akan bertanggung jawab kepada Direksi untuk fungsi mereka masing-masing.
- 6.2. Laporan pelaksanaan fungsi manajemen risiko, kepatuhan dan fungsi internal audit dapat diajukan kepada Direksi dan Dewan Komisaris.

7. Administrasi Dewan

7.1. Persiapan Agenda untuk Rapat Dewan

- (a) merumuskan agenda rapat adalah proses kolaboratif dan berulang-ulang melibatkan diskusi antara tim hukum perusahaan, Direksi, Dewan Komisaris dan kepala berbagai Departemen yang melibatkan keuangan, kepatuhan, pajak, dll
- (b) undang-undang perusahaan mempertahankan perencanaan agenda tahunan untuk rapat rutin Direksi, Dewan Komisaris dan pemegang saham menyetujui dengan stakeholder (lihat Apendiks E). Perencana agenda tahunan akan ditinjau kembali dan diperbarui setidaknya sekali dalam setahun untuk memastikan dan memfasilitasi pengawasan Direksi dan Dewan Komisaris pada berbagai aspek operasional Perseroan pada pertemuan rutin Direksi dan Dewan Komisaris.

7.2. Mengadakan dan Melakukan Rapat Direksi

- (a) Direksi perusahaan harus melakukan rapat sekali dalam setiap dua bulan. Semua Komisaris diundang untuk bergabung dalam pertemuan Direksi.
- (b) setiap Rapat Direksi akan dipanggil oleh minimal 3 hari pemberitahuan sebelum tanggal Rapat tertulis. Pemberitahuan akan menentukan tanggal, waktu dan tempat pertemuan dan mengandung agenda menentukan hal-hal yang akan dibahas pada pertemuan.
- (c) Rapat Direksi tidak akan dilaksanakan kecuali lebih dari setengah dari anggota Direksi hadir di rapat.
- (d) Rapat Direksi yang dipimpin oleh Presiden Direktur dan apabila dia absen atau tidak hadir maka pertemuan Direksi akan dipimpin oleh anggota Direksi dipilih oleh dari satu diantara anggota Direksi yang hadir.

- (e) keputusan dalam Rapat Direksi harus diambil dengan suara mayoritas dari Direksi.

7.3. Menggalang dan Melaksanakan Rapat Dewan Komisaris

- (a) Dewan Komisaris Perusahaan harus melakukan rapat sekali dalam setiap kuartal.⁵²
- (b) setiap Rapat Dewan Komisaris harus diberitahu dengan minimal 3 hari pemberitahuan sebelum tanggal Rapat tertulis. Pemberitahuan akan menentukan tanggal, waktu dan tempat rapat dan mengandung agenda menentukan hal-hal yang akan dibahas pada pertemuan yang relevan dan informasi yang relevan.
- (c) Rapat Dewan Komisaris tidak akan dilaksanakan kecuali lebih dari separuh anggota Dewan Komisaris hadir di rapat.
- (d) Rapat Dewan Komisaris yang dipimpin oleh Presiden Komisaris dan apabila dia absen atau tidak tersedia maka Rapat Dewan Komisaris akan dipimpin oleh anggota Dewan Komisaris dipilih oleh dan dari satu diantara anggota Dewan Komisaris hadir.
- (e) resolusi dalam Rapat Dewan Komisaris harus diambil dengan suara mayoritas dari Dewan Komisaris.

7.4. Penyiapan risalah/resolusi

- (a) Bagian hukum menghadiri pertemuan Direksi dan Dewan Komisaris dan bertanggung jawab untuk menyusun set lengkap menit, dalam bahasa Inggris.
- (b) Bagian hukum mempersiapkan risalah rapat Dewan lengkap dalam waktu 2 minggu dari pertemuan Direksi dan Dewan Komisaris. Bagian Hukum berkonsultasi dengan stakeholder, Direktur dan Komisaris sebelum meminta persetujuan dari masing-masing anggota Direksi dan Dewan Komisaris.
- (c) Notulen akan mencerminkan semua diskusi di pertemuan Direksi, termasuk perbedaan pendapat yang diungkapkan oleh Direktur, alasan untuk perbedaan dan keputusan.

7.5. Minuta / resolusi Direksi dan Dewan Komisaris

- (a) persetujuan dari Dewan Komisaris dan Direksi dapat diperoleh dengan cara:
 - (i) pemungutan suara pada Rapat Dewan atau
 - (ii) keputusan tertulis, tunduk pada prinsip "satu orang, satu suara".
- (b) setiap keputusan dalam Rapat Direksi dan Dewan Komisaris harus lulus dengan suara dari lebih dari setengah dari seluruh Direksi.
- (c) setiap keputusan Dewan Komisaris dan Direksi secara tertulis harus disetujui oleh semua Komisaris dan Direksi.

- (d) Bagian hukum menyimpan salinan risalah asli yang ditandatangani dan bahan-bahan presentasi akhir yang disampaikan kepada Dewan Komisaris dan Direksi.

7.6. Urusan administrasi

- (a) Direksi dan Komisaris dapat berpartisipasi dalam pertemuan secara langsung atau melalui konferensi telepon, konferensi video atau peralatan komunikasi serupa asalkan semua Direktur berpartisipasi pada Rapat tersebut dapat berkomunikasi dengan satu sama lain secara instan, partisipasi tersebut dianggap merupakan kehadiran yang sah di pertemuan.⁵⁶
- (b) Manajemen Senior personil, administrasi dan fungsi infrastruktur lain akan diundang untuk menghadiri pertemuan Direksi dan Komisaris sesuai untuk menyediakan laporan/update ke Direksi dan Dewan Komisaris dalam wilayah tanggung jawab masing-masing.
- (c) Setiap Direktur dan Komisaris akan memiliki satu suara untuk setiap hal yang diputuskan oleh Dewan pada setiap Rapat Dewan dan akan memberikan suara baik dengan mengangkat tangan atau indikasi verbal.
- (d) Bagian hukum mengelola administrasi pengaturan Rapat Dewan Komisaris dan Direksi sesuai dengan anggaran dasar Perseroan dan Piagam ini.

Lampiran A

Ringkasan risalah rapat pemegang saham

Ringkasan risalah rapat pemegang saham setidaknya harus berisi informasi berikut:

1. Tanggal, tempat, waktu dan agenda Rapat Umum Pemegang Saham;
2. Anggota Direksi dan Dewan Komisaris yang hadir dalam Rapat Umum Pemegang Saham;
3. Total saham dengan hak pemungutan suara yang berlaku hadir dalam Rapat Umum Pemegang saham dan persentase dari total saham yang memiliki suara sah benar;
4. Mekanisme pengadopsian keputusan dalam Rapat Umum Pemegang Saham;
5. Hasil pemungutan suara meliputi total setuju, suara tidak setuju dan abstain (tidak memberikan suara) untuk setiap agenda pertemuan, jika pengadopsian keputusan yang dibuat dilakukan melalui pemungutan suara. dan
6. Keputusan Rapat Umum Pemegang Saham.

Note / Keterangan: It is a translation of the original in English and that in case of a discrepancy, the English version will prevail / Ini merupakan translasi dari versi Bahasa Inggris yang asli, apabila terdapat ketidaksamaan, maka versi Bahasa Inggris yang akan berlaku.