

## BOARD OF COMMISSIONERS

Sesuai dengan tugas dan wewenang *Board of Commissioners* yang diatur dalam Peraturan Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas dan Program Kerja Dewan Komisaris, *Board of Commissioners* memiliki fungsi pengawasan terhadap aktivitas pengelolaan yang dilaksanakan oleh *Board of Director* beserta jajarannya. Selain sebagai organ pengawasan, *Board of Commissioners* juga memiliki tanggung jawab dalam hal pemberian saran dan pandangan terkait rencana atau keputusan yang dibuat bagi Perseroan. Secara umum, *Board of Commissioners* merupakan salah satu organ penyeimbang agar berjalannya kegiatan usaha sesuai dengan Anggaran Dasar dan standar yang telah ditetapkan.

Dalam menjalankan fungsi pengawasan dan pemberian saran kepada *Board of Directors*, *Board of Commissioners* berpedoman pada *Board Manual* dan Pedoman Kerja *Board of Commissioners*. Pedoman ini secara terus-menerus dievaluasi dan diperbaharui secara berkala untuk memastikan kesesuaian dengan perubahan peraturan perundang-undangan yang berlaku dan kebutuhan Perseroan. Sesuai dengan ketentuan dalam *Board Manual* dan Pedoman Kerja *Board of Commissioners*, fungsi pengawasan *Board of Commissioners* dibagi menjadi 2 (dua) tingkatan, sebagai berikut:

1. *Performance Level*  
*Board of Commissioners* menjalankan fungsi pengawasan dengan memberikan pengarahan dan petunjuk kepada Board of Directors serta memberikan masukan kepada RUPS.
2. *Conformance Level*  
*Board of Commissioners* melaksanakan kegiatan pengawasan pada tahap selanjutnya untuk memastikan nasihat telah dijalankan serta dipenuhinya ketentuan dalam peraturan perundang-undangan dan Anggaran Dasar yang berlaku.

### TINGKATAN FUNGSI PENGAWASAN BOARD OF COMMISSIONERS

Levels of Board of Commissioners Supervisory Function

<i>Performance Level</i>	<i>Conformance Level</i>
Fungsi Dewan Pengawasan dengan memberikan pengarahan dan petunjuk kepada <i>Board of Directors</i> serta memberikan masukan kepada RUPS. The supervision is conducted by providing directions and guidance to the Board of Directors as well as giving input to the GMS.	Pelaksanaan kegiatan pengawasan pada tahap selanjutnya untuk memastikan nasihat telah dijalankan serta dipenuhinya ketentuan dalam peraturan perundang-undangan yang berlaku dan Anggaran Dasar Perseroan. The next step of supervision is to ensure that the advice given has been followed and the provisions in the prevailing laws and regulations and the Articles of Association have been fulfilled.

### Pedoman Kerja *Board of Commissioners*

Dalam pelaksanaan fungsi pengawasan atas pengelolaan Perseroan, Waskita mengakui peran strategis *Board of Commissioners*. Sejalan dengan itu, Perseroan menyusun dan menerapkan Pedoman Kerja sebagai acuan bagi *Board of Commissioners* sebagai panduan bagi *Board of Commissioners* dalam menjalankan tugas, tanggung jawab, dan wewenangnya. Langkah ini merupakan bagian dari komitmen berkelanjutan Perseroan untuk memberikan nilai tambah kepada pemegang saham dan pemangku kepentingan lainnya.

## BOARD OF COMMISSIONERS

In accordance with the duties and authority of the Board of Commissioners regulated in Law No. 40 of 2007 concerning Limited Liability Companies and the Work Program of Board of Commissioners, the Board of Commissioners has a supervisory function over the management activities carried out by the Board of Directors and all levels of management. In addition to being a supervisory body, the Board of Commissioners also has a responsibility to provide advice and views on plans or decisions made for the Company. In general, the Board of Commissioners is one of the balancing organs to ensure that business activities run in accordance with the Articles of Association and established standards.

In carrying out the supervisory and advisory function to the Board of Directors, the Board of Commissioners refers to the Board Manual and Work Guidelines of Board of Commissioners. These guidelines are continuously evaluated and periodically updated to ensure compliance with changes in applicable regulations and the Company's needs. In accordance with the Board Manual and Work Guidelines of Board of Commissioners, the supervisory function of the Board of Commissioners is divided into 2 (two) levels as follows:

1. *Performance Level*  
Board of Commissioners conducts its supervisory function by giving directions and guidance to Board of Directors as well as giving input to the GMS.
2. *Conformance Level*  
Board of Commissioners carries out the next level of supervision is to ensure that the advice given has been followed and the provisions in prevailing laws and regulations and Articles of Association have been fulfilled.

### Board of Commissioners Manual

In the execution of the supervisory function over the management of the Company, Waskita recognizes the strategic role of the Board of Commissioners. In line with this, the Company develops and implements Manual as a reference for the Board of Commissioners, serving as a guide for them in carrying out their duties, responsibilities, and authorities. This step is part of the Company's ongoing commitment to add value to shareholders and other stakeholders.



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*Board of Commissioners* memiliki Pedoman Kerja sebagaimana diatur dalam Pedoman Hubungan Kerja *Board of Commissioners* dan *Board of Directors* (PW-HKD), yang ditandatangani dan ditetapkan bersama melalui Surat Keputusan Bersama No. 24/SK/WK/2019 tanggal 29 November 2019. PW-HKD merupakan hasil kodifikasi dari berbagai peraturan yang berlaku bagi Perseroan serta praktik-praktik terbaik (*best practices*) prinsip-prinsip GCG, prinsip-prinsip hukum korporasi, peraturan perundang-undangan yang berlaku, arahan dari Pemegang Saham, serta ketentuan Anggaran Dasar Perseroan yang mengatur tata kerja *Board of Commissioners*. Pedoman Kerja *Board of Commissioners* telah dipublikasikan di situs web resmi Perseroan.

Secara berkala, Perseroan melakukan evaluasi dan *review* terhadap PW-HKD untuk memastikan kesesuaian dengan perubahan peraturan perundang-undangan yang berlaku dan disesuaikan dengan kebutuhan Perseroan. Implementasi Pedoman Kerja ini bertujuan untuk menetapkan standar kerja yang tinggi bagi *Board of Commissioners*, sejalan dengan prinsip-prinsip GCG.

PW-HKD memuat sejumlah ketentuan terkait pelaksanaan kerja *Board of Commissioners*, sebagai berikut:

1. Fungsi, tugas, kewajiban, dan tanggung jawab *Board of Commissioners*;
2. Hak dan wewenang *Board of Commissioners*;
3. Keanggotaan *Board of Commissioners*;
4. Komposisi *Board of Commissioners*;
5. Masa jabatan *Board of Commissioners*;
6. Standar penilaian kinerja *Board of Commissioners*;
7. Kebijakan independensi dan benturan kepentingan bagi *Independent Commissioner*;
8. Mekanisme rapat *Board of Commissioners*;
9. Penjelasan mengenai *Committees* di bawah *Board of Commissioners*; serta
10. Hubungan kerja *Board of Commissioners* dan *Board of Directors*.

### **Dasar Hukum Pengangkatan *Board of Commissioners***

Perseroan melakukan pengangkatan *Board of Commissioners* dengan mengacu pada sejumlah ketentuan, sebagai berikut:

1. Undang-Undang No. 19 Tahun 2003 tentang Badan Usaha Milik Negara;
2. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas;
3. Peraturan Menteri Negara BUMN No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara;
4. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik;
5. Anggaran Dasar Perseroan, sebagaimana tercantum dalam Akta No. 9 Tanggal 6 Juni 2020.

*Board of Commissioners* has a Manual as stipulated in the Guidelines for Working Relations of *Board of Commissioners* and *Board of Directors* (PW-HKD), has been signed and assigned jointly through the Joint Decree No. 24/SK/WK/2019 dated November 29, 2019 and has been published on the official website of the Company. The PW-HKD is a codification of various regulations that apply to the Company and best practices of GCG principles, legal principles of corporation, prevailing laws and regulations, Shareholders' directions, and the Company's Articles of Association which govern the work procedures of *Board of Commissioners*. The Board Manual has been published in the Company's Website

Periodically, the Company conducts evaluations and reviews of the PW-HKD to ensure compliance with changes in applicable regulations and to adjust to the Company's needs. The implementation of these Manual aims to establish high working standards for the *Board of Commissioners*, in line with the principles of Good Corporate Governance (GCG).

The PW-HKD contains provision on the *Board of Commissioners'* duty implementation as follows:

1. Functions, duties, obligations and responsibilities of *Board of Commissioners*;
2. Rights and authorities of *Board of Commissioners*;
3. *Board of Commissioners* Membership;
4. *Board of Commissioners* Composition;
5. *Board of Commissioners* Tenure;
6. *Board of Commissioners* performance assessment standards;
7. Policy of independence and conflict of interest for *Independent Commissioner*;
8. *Board of Commissioners* meeting mechanism;
9. Description of *Committees* under *Board of Commissioners*; and
10. Work relations of *Board of Commissioners* and *Board of Directors*.

### **Legal Basis of Appointment of *Board of Commissioners***

The appointment of the Company's *Board of Commissioners* is in accordance with the following provisions:

1. Law No. 19 of 2003 concerning State-Owned Enterprises;
2. Law No. 40 of 2007 concerning Limited Liability Companies
3. Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 dated March 20, 2023, concerning the Organization and Human Resources of State-Owned Enterprises.
4. Financial Services Authority Regulation No. 33/POJK.04/2014 concerning *Board of Directors* and *Board of Commissioners* of Issuers or Public Companies
5. The Company's Articles of Association as stated in the Deed No. 9 dated June 6, 2020

## Kriteria Anggota Board of Commissioners

Perseroan memahami peran penting anggota *Board of Commissioners* khususnya dalam pelaksanaan fungsi pengawasan dalam tata kelola yang dijalankan. Atas pemahaman tersebut, Perseroan menjaga terpenuhinya komposisi anggota *Board of Commissioners* dengan senantiasa memperhatikan kualitas individu, dalam rangka mendukung terpenuhinya pengelolaan Perseroan sesuai prinsip GCG, antara lain melalui penetapan kriteria bagi anggota *Board of Commissioners*.

Kriteria anggota *Board of Commissioners* termuat dalam Anggaran Dasar, disusun dan ditetapkan sesuai peraturan perundang-undangan yang berlaku. Kriteria anggota *Board of Commissioners* adalah sebagai berikut:

1. Memenuhi persyaratan formal sebagai anggota Board of Commissioners, yaitu:
  - a. Orang perseorangan;
  - b. Cakap melakukan perbuatan hukum;
  - c. Tidak pernah dinyatakan pailit dalam waktu 5 (lima) tahun sebelum pencalonan;
  - d. Tidak pernah menjadi anggota *Board of Directors* atau anggota *Board of Commissioners* yang dinyatakan bersalah menyebabkan suatu Perseroan dinyatakan pailit dalam waktu 5 (lima) tahun sebelum pencalonan; dan
  - e. Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan dalam waktu 5 (lima) tahun sebelum pencalonan.
2. Memenuhi persyaratan materiil sebagai anggota *Board of Commissioners*, yaitu:
  - a. Memiliki integritas dan dedikasi yang dibutuhkan dalam menjalankan fungsi pengawasan;
  - b. Memahami masalah-masalah manajemen Perseroan yang berkaitan dengan salah satu fungsi manajemen;
  - c. Memiliki pengetahuan yang memadai di bidang usaha Perseroan;
  - d. Menyediakan waktu yang cukup untuk melaksanakan tugasnya.
3. Bukan merupakan pengurus Partai Politik dan/atau calon anggota legislatif dan/atau anggota legislatif;
4. Bukan calon Kepala/Wakil Kepala Daerah dan/atau Kepala/Wakil Kepala Daerah;
5. Tidak menjabat sebagai anggota *Board of Commissioners* Perseroan selama 2 (dua) periode berturut-turut;
6. Sehat jasmani dan rohani (tidak sedang menderita suatu penyakit yang dapat menghambat pelaksanaan tugas sebagai anggota *Board of Commissioners*), yang dibuktikan dengan surat keterangan sehat dari Dokter;
7. Tidak memiliki hubungan keluarga dengan anggota *Board of Commissioners* lainnya dan anggota *Board of Directors* Perseroan sampai dengan derajat ketiga, baik hubungan secara vertikal maupun horizontal;
8. Bagi bakal calon dari Kementerian Teknis atau Instansi Pemerintah lain, harus berdasarkan surat usulan dari instansi yang bersangkutan; dan
9. Bagi bakal calon anggota Dewan Komisaris/Dewan Pengawas yang berasal dari penyelenggara negara harus melaporkan Laporan Harta Kekayaan Penyelenggara Negara (LHKPN) selama 2 (dua) tahun terakhir yang dibuktikan dengan Bukti Laporan LHKPN kepada institusi yang berwenang.

## Board of Commissioners Membership Criteria

The Company understands the important role of Board of Commissioners members, especially in carrying out the supervisory function of corporate governance. Therefore, the Company maintains the fulfillment of the composition of Board of Commissioners by always paying attention to individual quality to support the fulfillment of the Company's management in accordance with GCG principles, which is among others by establishing the Board of Commissioners membership criteria.

To meet the membership criteria of the Company's Board of Commissioners stipulated in the Articles of Association, as well as the applicable laws and regulations, one should:

1. Meet the formal requirements as a member of Board of Commissioners, namely:
  - a. An individual;
  - b. Has the proficiency in performing legal actions;
  - c. Has never been declared bankrupt within 5 (five) years prior to the nomination;
  - d. Has never been a member of Board of Directors or Board of Commissioners who was found guilty of causing a company to be declared bankrupt within 5 (five) years prior to the nomination; and
  - e. Has never been convicted of a criminal offense that is detrimental to the country's finances and/or related to the financial sector within 5 (five) years prior to the nomination.
2. Meet the material requirements as a member of Board of Commissioners, namely:
  - a. Has the integrity and dedication required in carrying out the supervisory function;
  - b. Has an understanding of the Company's management issues related to one of the management functions;
  - c. Has adequate knowledge in the Company's line of business;
  - d. Has the ability to provide sufficient time to carry out his/her duties.
3. Not serve as an official of a Political Party and/or a candidate for a member of the legislature and/or a member of the legislature;
4. Not serve as a Regional Head/Deputy Head candidate and/or Regional Head/Deputy Head;
5. Not serve as a member of Board of Commissioners of the Company for 2 (two) consecutive periods;
6. Be physically healthy and mentally sound (not suffering from any illness that can hamper his/her duties as a member of Board of Commissioners), which is proven through Doctor's Note;
7. Have no family relation with other members of Board of Commissioners and members of Board of Directors of the Company up to the third degree, both vertically and horizontally.
8. For prospective candidates from Technical Ministries or other Government Agencies, be nominated based on a letter of recommendation from the relevant agency; and
9. For prospective member candidate of Board of Commissioners/Supervisory Board who served in State Administrators, submit a report to the State Administrators Assets Report (LHKPN) for the last 2 (two) years as evidenced by the LHKPN Reporting Evidence to the authorities.



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## Prosedur Pengangkatan, Pemilihan Ulang, dan Pemberhentian Board of Commissioners

Perseroan menjalankan mekanisme pengangkatan, pemilihan ulang, dan pemberhentian anggota *Board of Commissioners* sesuai peraturan perundang-undangan yang berlaku. Peraturan perundang-undangan tersebut mencakup:

1. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas;
2. Peraturan Pemerintah No. 45 Tahun 2005 tentang Pendirian, Pengurusan, Pengawasan dan Pembubaran Badan Usaha Milik Negara;
3. Peraturan Otoritas Jasa Keuangan (POJK) No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik; serta
4. Peraturan Menteri Badan Usaha Milik Negara No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

Ketentuan terkait mekanisme pengangkatan, pemilihan ulang, dan pemberhentian anggota *Board of Commissioners* sesuai ketentuan perundang-undangan di atas, telah termuat di dalam Anggaran Dasar Perseroan.

Perseroan melaksanakan pengangkatan *Board of Commissioners* berdasarkan persyaratan umum dan khusus yang ditetapkan dalam *Board Manual*. Di samping itu, pengangkatan anggota *Board of Commissioners* juga mempertimbangkan kebutuhan Perseroan serta kriteria pokok, mencakup kemampuan, kemauan, serta sikap. Adapun, Perseroan dapat melakukan pemberhentian *Board of Commissioners* sewaktu-waktu melalui penyelenggaraan RUPS, jika anggota tersebut melakukan tindakan penyimpangan atau bertentangan dengan Anggaran Dasar, terdapat indikasi melakukan kecurangan yang dapat merugikan Perseroan, melalaikan kewajibannya, atau terdapat alasan lainnya yang mendadak bagi Perseroan untuk memberhentikan anggota tersebut.

## Kebijakan Suksesi Board of Commissioners

Kebijakan suksesi *Board of Commissioners* Perseroan mengacu pada Peraturan Menteri Badan Usaha Milik Negara Republik Indonesia No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara. Sesuai dengan Peraturan Menteri BUMN di atas, Perseroan memiliki kewenangan untuk menentukan calon anggota *Board of Commissioners* yang berasal dari:

1. Mantan Direksi BUMN;
2. Dewan Komisaris/Dewan Pengawas BUMN;
3. Pejabat Struktural dan Pejabat Fungsional Pemerintah; dan/atau
4. Sumber Lain.

Perseroan menunjukkan komitmen yang tinggi terhadap pemenuhan persyaratan kualifikasi bagi calon anggota *Board of Commissioners*. Hal ini tercermin dalam pelaksanaan Uji Kelayakan dan Kepatutan (*fit and proper test*), yakni program pengenalan dan orientasi khusus bagi anggota *Board of Commissioners* yang baru, serta penerapan mekanisme evaluasi terhadap kinerja individu setiap anggota *Board of Commissioners*.

## Procedures of Appointment, Reappointment, and Dismissal of Board of Commissioners

The Company's mechanism to appoint, reappoint, and dismiss the Board of Commissioners is subject to the applicable laws and regulations as follows:

1. Law No. 40 of 2007 concerning Limited Liability Companies;
2. Government Regulation No. 45 of 2005 concerning the Establishment, Management, Supervision, and Dissolution of State-Owned Enterprises;
3. Regulation of the Financial Services Authority (POJK) No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies; and
4. Minister of State-Owned Enterprises Regulation No. PER-3/MBU/03/2023 dated March 20, 2023, concerning the Organization and Human Resources of State-Owned Enterprises.

All provisions of appointment, reappointment, and dismissal mechanism of the Board of Commissioners members stipulated in these regulations have been included in the Company's Articles of Association.

The appointment of Board of Commissioners shall meet the general and specific requirements set out in the Board Manual. The appointment of new member also takes into consideration the needs of the Company as well as the key criteria including ability, willingness, and attitude. The dismissal of Board of Commissioners can be done at any time through the GMS if the member commits a deviation or a contrasting activity to the Articles of Association, shows indications of committing fraud that could harm the Company, neglects his/her obligations, as well as other activities which could be the abrupt reasons for the Company to dismiss the member.

## Board of Commissioners Succession Policy

The succession policy of the Company's Board of Commissioners refers to the Regulation of Minister of State-Owned Enterprises of the Republic of Indonesia No. PER-3/MBU/03/2023 dated March 20, 2023, concerning the Organization and Human Resources of State-Owned Enterprises. According to the above Ministerial Regulation, the Company has the authority to determine candidates for members of Board of Commissioners who come from:

1. Former Board of Directors of State-Owned Enterprises;
2. Board of Commissioners/Supervisory Board of State-Owned Enterprises;
3. Structural and Functional Officials of the Government; and/or
4. Other sources.

The Company demonstrates a high commitment to fulfilling the qualification requirements for the Board of Commissioners candidates. This is reflected in the implementation of Fit and Proper Test, which is a specific introduction and orientation program for new members of Board of Commissioners, as well as the implementation of mechanisms to evaluate the performance of each individual member of Board of Commissioners.

## Masa Jabatan Board of Commissioners

Berdasarkan ketentuan dalam Anggaran Dasar Perseroan, RUPS memiliki kewenangan dalam mengatur komposisi dan jumlah anggota *Board of Commissioners*. *Board of Commissioners* diangkat untuk masa jabatan tertentu dan dapat diangkat kembali melalui penyelenggaraan RUPS. Dalam satu periode, masa jabatan *Board of Commissioners* paling lama 5 (lima) tahun atau sampai dengan penutupan RUPS Tahunan pada akhir satu periode masa jabatan, tanpa mengurangi hak pemegang saham untuk sewaktu-waktu memberhentikan anggota *Board of Commissioners* yang sedang menjabat. Anggota *Board of Commissioners* yang telah berakhir masa jabatannya dapat diangkat kembali untuk 1 (satu) periode berikutnya.

## Komposisi Board of Commissioners

Di tahun 2023, terdapat perubahan komposisi anggota *Board of Commissioners* sebanyak 3 (tiga) kali, dengan uraian sebagai berikut.

### Periode 1 Januari – 25 Mei 2023

Dalam periode ini, komposisi anggota *Board of Commissioners* berjumlah 7 (tujuh) orang yang terdiri dari 1 (satu) orang *President Commissioner* yang merangkap sebagai *Independent Commissioner*, 3 (tiga) orang *Independent Commissioner*, dan 3 (tiga) orang *Commissioner*.

Seluruh anggota *Board of Commissioners* pada periode ini telah memenuhi kriteria dan ketentuan dalam uji kepatutan dan kelayakan (*fit and proper test*), sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perseroan, peraturan tentang penerapan tata kelola perusahaan yang baik, serta peraturan lain termasuk terkait *Independent Commissioners*.

### KOMPOSISI ANGGOTA BOARD OF COMMISSIONERS PERIODE 1 JANUARI – 25 MEI 2023

Board of Commissioners Membership Composition in the Period of January 1 – May 25, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Heru Winarko	<i>President Commissioner</i> <i>Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
2	I Gde Made Kartikajaya	<i>Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
3	Dedi Syarif Usman	<i>Commissioner</i>	Akta No. 12 tanggal 7 Oktober 2021 Deed No. 12 dated October 7, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
4	T. Iskandar	<i>Commissioner</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
5	Muhamad Salim	<i>Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE

## Board of Commissioners Tenure

In accordance with the Company's Articles of Association, the GMS has the authority to regulate the composition and number of Board of Commissioners members. The Board of Commissioners is appointed within a set tenure and can be reappointed through the GMS. The Board of Commissioners tenure is a maximum of 5 (five) years or until the closing of the Annual GMS at the end of one tenure, without prejudice to the shareholders right to dismiss a member of Board of Commissioners at any time. The Board of Commissioners who has completed his/her tenure may be reappointed for the next 1 (one) period.

## Board of Commissioners Composition

Throughout 2023, there were 3 (three) change to the Board of Commissioners composition, which are described as follows:

### Period of January 1 – May 25, 2023

The Board of Commissioners composition for the this period was 7 (seven) members, consisting of 1 (one) *President Commissioner* who also served as an *Independent Commissioner*, 3 (three) *Independent Commissioners*, and 3 (three) *Commissioners*.

All members of the Company's Board of Commissioners in this period have met the criteria and conditions required in the fit and proper test based on the Limited Liability Company Law, the Company's Articles of Association, regulations related to corporate governance, as well as other relevant regulations and provisions, including provisions on *Independent Commissioners*.



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### KOMPOSISI ANGGOTA BOARD OF COMMISSIONERS PERIODE 1 JANUARI – 25 MEI 2023

Board of Commissioners Membership Composition in the Period of January 1 – May 25, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
6	Ahmad Erani Yustika	<i>Commissioner</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
7	Muradi	<i>Independent Commissioner</i>	Akta No. 42 tanggal 12 April 2018 Deed No. 42 dated April 12, 2018	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE

#### Periode 25 Mei – 8 Desember 2023

Berdasarkan Keputusan RUPS Tahunan tahun 2023, pemegang saham menyetujui memberhentikan dengan hormat Bapak Muradi sebagai *Independent Commissioner* dan Bapak Ahmad Erani Yustika sebagai *Commissioner* dan mengangkat Bapak Addin Jauharudin sebagai *Independent Commissioner* dan Bapak Muradi yang diangkat Kembali sebagai *Independent Commissioner* untuk periode kedua.

Dengan demikian, komposisi *Board of Commissioners* untuk periode 25 Mei – 8 Desember 2023 terdiri atas 7 (tujuh) anggota, yaitu 1 (satu) orang *President Commissioner/Independent Commissioner*, 3 (tiga) orang *Independent Commissioner*, dan 3 (tiga) orang *Commissioner*.

Seluruh anggota *Board of Commissioners* pada periode ini telah memenuhi kriteria dan ketentuan dalam uji kepatutan dan kelayakan (*fit and proper test*), sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perseroan, peraturan tentang penerapan tata kelola perusahaan yang baik, serta peraturan lain termasuk terkait *Independent Commissioners*.

#### Period of May 25 – December 8, 2023

Based on the 2023 Annual GMS' Resolution, in which the Shareholders approved the honorable dismissal of Muradi as Independent Commissioner and Ahmad Erani Yustika as Commissioner and appointed Addin Jauharudin as Independent Commissioner and Muradi was reappointed as Independent Commissioner for the second period.

Therefore, the Board of Commissioners composition for the period of May 25 – December 8, 2023 was 7 (seven) members, consisting of 1 (one) President Commissioner/ Independent Commissioner, 3 (three) Independent Commissioners, and 3 (three) Commissioners.

All members of the Company's Board of Commissioners in this period have met the criteria and conditions required in the fit and proper test based on the Limited Liability Company Law, the Company's Articles of Association, regulations related to corporate governance, as well as other relevant regulations and provisions, including provisions on Independent Commissioners.

### KOMPOSISI ANGGOTA BOARD OF COMMISSIONERS PERIODE 25 MEI – 8 DESEMBER 2023

Board of Commissioners Membership Composition in the Period of May 25 – December 8, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Heru Winarko	<i>President Commissioner/ Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
2	I Gde Made Kartikajaya	<i>Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
3	Dedi Syarif Usman	<i>Commissioner</i>	Akta No. 12 tanggal 7 Oktober 2021 Deed No. 12 dated October 7, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
4	T. Iskandar	<i>Commissioner</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE

**KOMPOSISI ANGGOTA BOARD OF COMMISSIONERS PERIODE 25 MEI – 8 DESEMBER 2023**

Board of Commissioners Membership Composition in the Period of May 25 – December 8, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the Fit & Proper Test
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
5	Muhamad Salim	<i>Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
6	Addin Jauharudin	<i>Independent Commissioner</i>	Akta No. 8 tanggal 8 Juni 2023 Deed No. 8 dated June 8, 2023	-	RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
7	Muradi	<i>Independent Commissioner</i>	Akta No. 42 tanggal 12 April 2018 Deed No. 42 dated April 12, 2018	Akta No. 8 tanggal 8 Juni 2023 Deed No. 8 dated June 8, 2023	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE

**Periode 8 Desember – 31 Desember 2023**

Keputusan RUPSLB yang diselenggarakan pada 8 Desember 2023, menyetujui pemberhentian Bapak I Gde Made Kartikajayad dari jabatannya sebagai *Commissioner*. Dengan demikian, komposisi *Board of Commissioners* untuk periode 8 Desember – 31 Desember 2023 terdiri atas 6 (enam) anggota, yaitu 1 (satu) orang *President Commissioner/Independent Commissioner*, 4 (empat) orang *Independent Commissioner*, dan 2 (dua) orang *Commissioner*.

Seluruh anggota *Board of Commissioners* pada periode ini telah memenuhi kriteria dan ketentuan dalam uji kepatutan dan kelayakan (*fit and proper test*), sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perseroan, peraturan tentang penerapan tata kelola perusahaan yang baik, serta peraturan lain termasuk terkait *Independent Commissioners*.

**Period of December 8– December 31, 2023**

Based on the 2023 Extraordinary GMS' Resolution held on December 8, 2023, approved the honorable dismissal of I Gde Made Kartikajayad as *Commissioner*. Therefore, the Board of Commissioners composition for the period of December 8 – December 31, 2023 was 6 (six) members, consisting of 1 (one) *President Commissioner/Independent Commissioner*, 4 (four) *Independent Commissioners*, and 2 (two) *Commissioners*.

All members of the Company's Board of Commissioners in this period have met the criteria and conditions required in the fit and proper test based on the Limited Liability Company Law, the Company's Articles of Association, regulations related to corporate governance, as well as other relevant regulations and provisions, including provisions on *Independent Commissioners*.

**KOMPOSISI ANGGOTA BOARD OF COMMISSIONERS PERIODE 8 DESEMBER – 31 DESEMBER 2023**

Board of Commissioners Membership Composition in the Period of December 8 – December 31, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the Fit & Proper Test
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Heru Winarko	<i>President Commissioner/Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN
2	Dedi Syarif Usman	<i>Commissioner</i>	Akta No. 12 tanggal 7 Oktober 2021 Deed No. 12 dated October 7, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN
3	T. Iskandar	<i>Commissioner</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN
4	Muhamad Salim	<i>Independent Commissioner</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN
5	Addin Jauharudin	<i>Independent Commissioner</i>	Akta No. 8 tanggal 8 Juni 2023 Deed No. 8 dated June 8, 2023	-	RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN
6	Muradi	<i>Independent Commissioner</i>	Akta No. 42 tanggal 12 April 2018 Deed No. 42 dated April 12, 2018	Akta No. 8 tanggal 8 Juni 2023	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN



2. *Integrated Risk Monitoring and Governance Committee*  
Di tahun 2023, *Integrated Risk Monitoring and Governance Committee* secara efektif mengawasi pelaksanaan efektivitas penerapan manajemen risiko di lingkup Perseroan serta menjamin perbaikan kecukupan manajemen risiko secara menyeluruh. Upaya ini menunjukkan bahwa *Integrated Risk Monitoring and Governance Committee* telah berhasil merealisasikan tugas dan tanggung jawab sesuai dengan rencana kerja yang telah ditetapkan di tahun 2023. Selain itu, *Board of Commissioners* mengamati bahwa *Integrated Risk Monitoring and Governance Committee* telah memenuhi jumlah dan tingkat kehadiran dalam rapat sesuai ketentuan yang berlaku.
3. *Nomination and Remuneration Committee*  
Pelaksanaan tugas dan tanggung jawab *Nomination and Remuneration Committee* dinilai telah dijalankan dengan optimal, khususnya terkait pengawasan sistem manajemen talenta dan manajemen suksesi Perseroan. *Nomination and Remuneration Committee* berhasil merealisasikan dengan baik tugas dan tanggung jawabnya sesuai dengan rencana kerja yang telah disusun untuk tahun 2023. Penilaian ini juga menunjukkan bahwa *Nomination and Remuneration Committee* telah memenuhi jumlah dan tingkat kehadiran dalam rapat sesuai ketentuan yang berlaku.

Melalui pelaksanaan tugas dan tanggung jawab yang telah diemban oleh masing-masing *Committee*, *Board of Commissioners* menyatakan penilaian positif terhadap kinerja *Audit Committee*, *Integrated Risk Monitoring and Governance Committee*, dan *Nomination and Remuneration Committee*. Dalam hal ini, tiap *Committee* telah memberikan dukungan yang optimal untuk pelaksanaan tugas dan tanggung jawab *Board of Commissioners* selama tahun 2023.

## BOARD OF DIRECTOR

*Board of Director* merupakan organ Perseroan yang bertanggung jawab untuk mengelola bisnis, berwenang dan bertanggung jawab penuh atas pengurusan Perusahaan sesuai dengan maksud, tujuan serta keberlanjutan usaha Perusahaan. Anggota *Board of Director* melaksanakan tugas dan mengambil keputusan sesuai dengan pembagian tugas dan wewenangnya berdasarkan Anggaran Dasar dan peraturan perundang-undangan yang berlaku. *Board of Director* bertanggung jawab dalam menyampaikan laporannya kepada RUPS sebagai wujud akuntabilitas pengelolaan Perseroan sesuai dengan prinsip-prinsip GCG.

Komposisi *Board of Directors* ditetapkan sesuai kebutuhan Perseroan, dengan ketentuan paling sedikit 2 (dua) anggota *Board of Directors*, dengan salah satunya menjabat sebagai *President Director* yang dilakukan sesuai ketentuan peraturan perundang-undangan yang berlaku.

2. *Integrated Risk Monitoring and Governance Committee*  
In 2023, *Integrated Risk Monitoring and Governance Committee* effectively supervised the implementation of risk management effectiveness within the Company and ensured the comprehensive improvement of risk management adequacy. This effort demonstrates that *Integrated Risk Monitoring and Governance Committee* has successfully realized its tasks and responsibilities as outlined in the 2023 work plan. Additionally, the *Board of Commissioners* observed that *Integrated Risk Monitoring and Governance Committee* has fulfilled the requirement of meeting frequency and attendance rate according to applicable regulations.
3. *Nomination and Remuneration Committee*  
The implementation of tasks and responsibilities by *Nomination and Remuneration Committee* is considered to have been carried out optimally, especially regarding the oversight of the Company's talent management and succession management systems. *Nomination and Remuneration Committee* has successfully realized its tasks and responsibilities well in line with the 2023 work plan. This assessment also indicates that *Nomination and Remuneration Committee* has fulfilled the requirement of meeting frequency and attendance rate according to applicable regulations.

Through the execution of tasks and responsibilities undertaken by each *Committee*, the *Board of Commissioners* expresses a positive assessment on the performance of *Audit Committee*, *Integrated Risk Monitoring and Governance Committee*, and *Nomination and Remuneration Committee*. In this regard, each *Committee* has provided optimal support for the implementation of tasks and responsibilities of *Board of Commissioners* throughout 2023.

## BOARD OF DIRECTORS

*Board of Directors* is the Company's organ responsible for managing the business, authorized, and fully accountable for the management of the Company in accordance with the purposes, objectives, and sustainability of the Company's operations. Members of *Board of Directors* perform their duties and make decisions in accordance with their assigned responsibilities and authorities based on the Articles of Association and applicable laws and regulations. *Board of Directors* is responsible for presenting its reports to the General Meeting of Shareholders (RUPS) as a manifestation of accountability for the management of the Company in accordance with the principles of Good Corporate Governance (GCG).

The *Board of Directors* composition is determined according to the needs of the Company with at least 2 (two) members of *Board of Directors*, one of which serving as *President Director* carried out in accordance with applicable laws and regulations.



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## Pedoman Kerja Board of Directors

Pedoman kerja merupakan suatu acuan umum bagi setiap anggota *Board of Directors* dan dalam menjalankan fungsi dan peran jabatannya sebagai pengembal amanat perusahaan sesuai dengan anggaran dasar dan peraturan perundang-undangan yang berlaku. *Board of Directors* dalam melakukan tugas dan kewajibannya senantiasa merujuk pada Pedoman Hubungan Kerja *Board of Commissioners* dan *Board of Directors*. Dalam pedoman tersebut mengatur ketentuan yang menyangkut hubungan kerja antara *Board of Commissioners* dan *Board of Directors*. Penerapan bagi *Board of Directors* tidak dapat dipisahkan dari pelaksanaan Anggaran Dasar Perseroan.

Pedoman Kerja *Board of Directors* memuat ketentuan terkait hal-hal sebagai berikut:

1. Fungsi, tugas, kewajiban, dan tanggung jawab *Board of Directors*;
2. Hak dan wewenang *Board of Directors*;
3. Keanggotaan *Board of Directors*;
4. Komposisi *Board of Directors*;
5. Standar penilaian kinerja *Board of Directors*;
6. Independensi dan benturan kepentingan;
7. Kriteria dan masa jabatan;
8. Program pengenalan dan peningkatan kapabilitas;
9. Kebijakan remunerasi;
10. Mekanisme rapat;
11. Satuan kerja di bawah *Board of Directors*;
12. Penggunaan saran profesional;
13. Senior Vice President Corporate Secretary.

## Dasar Hukum Pengangkatan Board of Directors

Berikut adalah sejumlah ketentuan yang menjadi dasar pengangkatan *Board of Directors* oleh Perseroan:

1. Undang-Undang No. 19 Tahun 2003 tentang Badan Usaha Milik Negara;
2. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas;
3. Peraturan Menteri Negara BUMN No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara;
4. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik;
5. Anggaran Dasar Perseroan sebagaimana tercantum dalam Akta No. 11 Tanggal 7 Oktober 2021.

## Board of Directors Manual

The manual serves as a general reference for each member of Board of Directors in carrying out their functions and roles as the bearers of the Company's mandate in accordance with the Articles of Association and applicable laws and regulations. Board of Directors, in performing its duties and obligations, consistently refers to the Guidelines for Working Relationship between Board of Commissioners and Board of Directors. This manual regulates provisions related to working relationship between Board of Commissioners and Board of Directors. The implementation for Board of Directors cannot be separated from the execution of the Company's Articles of Association.

The Board Manual contains provisions related to the following matters:

1. Board of Directors functions, duties, obligations, and responsibilities;
2. Board of Directors rights and authorities;
3. Board of Directors membership;
4. Board of Directors composition;
5. Board of Directors performance assessment standards;
6. Independence and conflicts of interest;
7. Criteria and tenure;
8. Introduction and capability development program;
9. Remuneration policy;
10. Meeting mechanism;
11. Work units under Board of Directors;
12. Use of professional advice;
13. Senior Vice President Corporate Secretary.

## Legal Basis for Appointment of Board Directors

Here are several provisions that serve as the basis for the appointment of Board of Directors by the Company:

1. Law No. 19 of 2003 concerning State Owned Enterprises;
2. Law No. 40 of 2007 concerning Limited Liability Companies;
3. Regulation of the Minister of State-Owned Enterprises No. PER-3/MBU/03/2023 dated March 20, 2023, regarding the Organization and Human Resources of State-Owned Enterprises.
4. Financial Services Authority Regulation No. 33/POJK.04/2014 concerning Directors and Board of Commissioners of Issuers or Public Companies;
5. The Company's Articles of Association as stated in Deed No. 11 dated October 7, 2021.

## Kriteria Anggota *Board of Directors*

Anggaran Dasar menetapkan kriteria anggota *Board of Directors*, yang dirancang dan disahkan sesuai dengan ketentuan peraturan perundang-undangan yang berlaku. Kriteria-kriteria ini mencakup:

1. Cakap melakukan perbuatan hukum;
2. Dalam kurun waktu 5 (lima) tahun sebelum pengangkatan tidak pernah:
  - a. Dinyatakan pailit;
  - b. Menjadi anggota *Board of Directors* atau anggota *Board of Commissioners/Dewan Pengawas* yang dinyatakan bersalah menyebabkan suatu BUMN dan/atau Perusahaan dinyatakan pailit;
  - c. Dihukum karena melakukan tindak pidana yang merugikan keuangan negara, BUMN, Perusahaan, dan/atau yang berkaitan dengan sektor keuangan.
3. Memenuhi persyaratan materiil, yaitu kriteria keahlian, integritas, kemampuan, pengalaman, kejujuran, perilaku yang baik, serta dedikasi yang tinggi untuk memajukan dan mengembangkan perusahaan;
4. Memenuhi persyaratan tambahan, yaitu:
  - a. Bukan pengurus Partai Politik dan/atau calon anggota legislatif dan/atau anggota legislatif;
  - b. Bukan calon kepala/wakil kepala daerah dan/atau kepala/wakil kepala daerah;
  - c. Tidak menjabat sebagai *Board of Directors* pada BUMN yang bersangkutan selama 2 (dua) periode berturut-turut;
  - d. Memiliki dedikasi dan menyediakan waktu sepenuhnya untuk melakukan tugasnya; dan
  - e. Sehat jasmani dan rohani (tidak sedang menderita suatu penyakit yang dapat menghambat pelaksanaan tugas sebagai Direksi BUMN), yang dibuktikan dengan surat keterangan dari Dokter;
  - f. Memiliki Nomor Pokok Wajib Pajak (NPWP) dan telah melaksanakan kewajiban membayar pajak selama dua tahun terakhir.
5. Dinyatakan lulus Uji Kelayakan dan Kepatutan (*Fit and Proper Test*).

## Prosedur Pengangkatan, Pemilihan Ulang, dan Pemberhentian *Board of Directors*

Proses pengangkatan, pemilihan ulang, dan pemberhentian anggota *Board of Directors* dijalankan oleh Perseroan sesuai dengan peraturan perundang-undangan yang berlaku. Aspek-aspek yang tercakup dalam peraturan perundang-undangan ini melibatkan:

1. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas;
2. Peraturan Pemerintah No. 45 Tahun 2005 tentang Pendirian, Pengurusan, Pengawasan dan Pembubaran Badan Usaha Milik Negara;
3. Peraturan Otoritas Jasa Keuangan (POJK) No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik; serta
4. Peraturan Menteri Negara BUMN No. PER-3/MBU/03/2023 tanggal 20 Maret 2023 tentang Organ dan Sumber Daya Manusia Badan Usaha Milik Negara.

## Board of Directors Membership Criteria

The Articles of Association establish the criteria for members of Board of Directors, designed and approved in accordance with applicable laws and regulations. These criteria include:

1. Proficient in carrying out legal actions;
2. Within 5 (five) years prior to appointment has never:
  - a. Been declared bankrupt;
  - b. Become a member of Board of Directors or Board of Commissioners/Supervisory Board found guilty of causing an SOE and/or Company to go bankrupt;
  - c. Convicted of a criminal offense that is detrimental to the country's finances, SOEs, Companies, and/or matters related to financial sector.
3. Meet the material requirements, namely the criteria of expertise, integrity, ability, experience, honesty, good behavior, and high dedication to advance and develop the Company;
4. Meet the additional requirements of:
  - a. Not being an official of a Political Party and/or a candidate for member of legislature and/or a member of legislature;
  - b. Not being a candidate for regional head/deputy head and/or a regional head/deputy head;
  - c. Not serving as Board of Directors of the concerned SOE for 2 (two) consecutive periods;
  - d. Having dedication and ability to provide full time to do the assignments;
  - e. Being physically and mentally healthy (not suffering from an illness that may hamper the implementati on of duties as Board of Director of SOE), as evidenced by a Doctor's note; and
  - f. Owning a Taxpayer Identification Number (NPWP) and having the obligation to pay taxes for the last two year fulfilled;
5. Pass the Fit and Proper Test.

## Procedure of Appointment, Reappointment, and Dismissal of Board of Directors

The process of appointment, re-appointment, and dismissal of Board of Directors members is carried out by the Company in accordance with applicable laws and regulations. Aspects covered by these laws and regulations involve:

1. Law No. 40 of 2007 concerning Limited Liability Companies;
2. Government Regulation No. 45 of 2005 concerning Establishment, Management, Supervision and Dissolution of State Owned Enterprises;
3. Financial Services Authority Regulation (POJK) No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies; and
4. Regulation of the Minister of State-Owned Enterprises No. PER-3/MBU/03/2023 dated March 20, 2023, regarding the Organization and Human Resources of State-Owned Enterprises



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Sesuai mekanisme tersebut, anggota *Board of Directors* diangkat oleh pemegang saham Perseroan melalui RUPS, untuk jangka waktu yaitu terhitung sejak tanggal yang ditentukan sampai penutupan RUPS Tahunan kelima setelah tanggal pengangkatan. Ketentuan tersebut tidak mengurangi hak RUPS untuk memberhentikan anggota *Board of Directors* sewaktu-waktu dengan alasan tertentu, setelah diberikan kesempatan untuk melakukan pembelaan diri. Pemberhentian demikian berlaku sejak penutupan rapat yang memutuskan pemberhentian, kecuali bila ditentukan lain.

Ketentuan terkait mekanisme pengangkatan, pemilihan ulang, dan pemberhentian anggota *Board of Directors* sesuai ketentuan perundang-undangan di atas, telah termuat di dalam Anggaran Dasar Perseroan.

### **Kebijakan Suksesi Board of Directors**

Perseroan menerapkan kebijakan suksesi untuk anggota *Board of Directors* sesuai dengan Peraturan Menteri Negara BUMN No. PER-3/MBU/03/2023 yang dikeluarkan pada tanggal 20 Maret 2023. Peraturan ini mengatur mengenai persyaratan, tata cara pengangkatan, dan pemberhentian anggota Direksi Badan Usaha Milik Negara.

Berdasarkan Peraturan Menteri BUMN tersebut, calon *Board of Directors* Perseroan berasal dari:

1. Direksi BUMN;
2. Dewan Komisaris/Dewan Pengawas BUMN;
3. Talenta BUMN yang terdiri atas;
4. Pejabat satu tingkat di bawah Direksi atau pejabat yang mempunyai prestasi istimewa;
5. Direksi anak perusahaan BUMN/perusahaan patungan BUMN;
6. Talenta Kementerian BUMN;
7. Pejabat BUMN lain dan sumber lainnya.

Bakal calon *Board of Directors* dapat diusulkan oleh *Board of Commissioners*. Apabila Menteri BUMN selaku pihak yang berwenang mengangkat anggota *Board of Directors* memandang terdapat bakal calon lain yang memiliki potensi sebagai anggota *Board of Directors* tetapi tidak termasuk di dalam daftar nama yang diusulkan oleh *Board of Commissioners*, Menteri BUMN dapat meminta *Board of Commissioners* untuk melakukan penilaian terhadap bakal calon tersebut. Jika kemudian memenuhi syarat, bakal calon tersebut dapat diusulkan kepada Menteri BUMN.

### **Masa Jabatan Board of Directors**

Masa jabatan anggota *Board of Directors* adalah 5 (lima) tahun, dengan jangka waktu terhitung sejak tanggal yang ditetapkan RUPS yang mengangkatnya dan berakhir pada penutupan RUPS Tahunan ke-5 (kelima) setelah tanggal pengangkatannya. Meski demikian, hal tersebut tidak mengurangi hak pemegang saham dalam RUPS untuk memberhentikan anggota *Board of Directors* jika dinilai tidak memenuhi kriteria sebagai *Board of Directors* atau terdapat alasan lain.

Anggota *Board of Directors* yang masa jabatannya telah berakhir dapat diangkat kembali oleh RUPS untuk 1 (satu) kali masa jabatan.

According to the mechanism contained in the above regulations, members of Board of Directors are appointed by the Company's shareholders through the GMS with the term starting from the determined date until the closing of the fifth Annual GMS after the date of appointment. These provisions do not reduce the right of GMS to dismiss members of Board of Directors at any time for certain reasons, after being given the opportunity to defend themselves. Such dismissal is effective from the closing of the meeting that decided the dismissal, unless otherwise specified.

Provisions related to the mechanism for the appointment, reappointment, and dismissal of Board of Directors members in accordance with the statutory provisions above, have been included in the Company's Articles of Association.

### **Board of Directors Succession Policy**

The Company applies a succession policy for members of Board of Directors in accordance with the Regulation of Minister of State-Owned Enterprises No. PER-3/MBU/03/2023 issued on March 20, 2023. This regulation governs the requirements, procedures for appointment, and dismissal of Board of Directors Members of State-Owned Enterprises.

Based on the SOE Minister Regulation, the candidate for Board of Directors of the Company may come from:

1. Board of Directors of SOEs
2. Board of Commissioners/Supervisory Board of SOEs;
3. SOEs talents which consist of:
4. Officials one level below Board of Directors or officials who have outstanding achievements;
5. Board of Directors of SOEs subsidiaries/joint ventures
6. Ministry of SOE talents;
7. Other SOEs officials and other sources.

Prospective candidates for Board of Directors can be proposed by the Board of Commissioners. If the Minister of SOE, as a party authorized to appoint members of Board of Directors has other potential candidates for Board of Directors, but is not included in the list of names proposed by the Board of Commissioners, the Minister may request the Board of Commissioners to make an assessment to those concerned and to be proposed to the Minister of SOE.

### **Board of Directors Tenure**

The tenure of Board of Directors members is 5 (five) years, with a period starting from the date determined by the GMS and ending at the closing of the 5th (fifth) Annual GMS after the date of appointment. However, this does not reduce the GMS' right to dismiss Board of Directors members if they are deemed to fail to meet the criteria as Board of Directors or for other reasons.

Members of Board of Directors may be reappointed by the GMS to serve for 1 (one) more period, if the first term has ended.

## Komposisi Board of Directors

Di tahun 2023, terdapat perubahan komposisi anggota *Board of Directors* dengan uraian sebagai berikut:

### Periode 1 Januari – 14 Februari 2023

Pada periode 1 Januari hingga 14 Februari 2023, komposisi anggota *Board of Directors* berjumlah 7 (tujuh) yang terdiri dari 1 (satu) orang *President Director* dan 6 (enam) orang *Director*. Adapun seluruh anggota *Board of Directors* Perseroan yang menjabat selama periode 1 Januari hingga 14 Februari 2023 telah memenuhi kriteria dan ketentuan yang dipersyaratkan dalam uji kepatutan dan kelayakan (*fit and proper test*) sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perusahaan, peraturan terkait tata kelola perusahaan yang baik, serta peraturan dan ketentuan lain yang terkait.

## Board of Directors Composition

In 2023, there were changes in the composition of *Board of Directors*, with the following description:

### Period of January 1 – February 14, 2023

During the period from January 1 to February 14, 2023, the *Board of Directors* consisted of 7 (seven) members, comprising 1 (one) *President Director* and 6 (six) *Directors*. All members of the Company's *Board of Directors* who served during the period from January 1 to February 14, 2023, have met the criteria and conditions required in the fit and proper test, in accordance with the Limited Liability Company Law, the Company's Articles of Association, regulations related to good corporate governance, as well as other relevant laws and regulations.

### KOMPOSISI ANGGOTA BOARD OF DIRECTORS PERIODE 1 JANUARI – 14 FEBRUARI 2023

Board of Directors Composition in the Period of January 1 - February 14, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Destiawan Soewardjono	<i>President Director</i>	Akta No. 08 tanggal 8 Juni 2020 Deed No. 08 dated June 8, 2020	-	Sampai RUPS Tahunan tahun 2025 Until the 2025 Annual GMS	Kementerian BUMN Ministry of SOE
2	Wiwi Suprihatno	<i>Director of Finance and Risk Management</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 08 dated June 8, 2020	-	Sampai RUPS Tahunan tahun 2027 Until the 2025 Annual GMS	Kementerian BUMN Ministry of SOE
3	Mursyid	<i>Director of Human Capital Management and System Development</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
4	Septiawan Andri Purwanto	<i>Director of Business Development</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
5	I Ketut Pasek Senjaya Putra	<i>Director of Operation I and Quality, Safety, Health &amp; Environment</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
6	Bambang Rianto	<i>Director of Operation II</i>	Akta No. 127 tanggal 31 Maret 2017 Deed No. 127 dated March 31, 2017	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
7	Warjo	<i>Director of Operation III</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE



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### Periode 14 Februari – 25 Mei 2023

Pada periode 14 Februari hingga 25 Mei 2023, komposisi anggota *Board of Directors* mengalami perubahan serta terdapat perubahan nomenklatur jabatan yang semula Direktur *Human Capital Management* dan Pengembangan Sistem menjadi Direktur *Human Capital Management*, Pengembangan Sistem, dan Legal. Dengan demikian jumlah anggota *Board of Directors* untuk periode ini berjumlah 7 (tujuh) yang terdiri dari 1 (satu) orang *President Director* dan 6 (enam) orang *Director*. Adapun seluruh anggota *Board of Directors* Perseroan yang menjabat selama periode 14 Februari – 25 Mei 2023 telah memenuhi kriteria dan ketentuan yang dipersyaratkan dalam uji kepatutan dan kelayakan (*fit and proper test*) sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perusahaan, peraturan terkait tata kelola perusahaan yang baik, serta peraturan dan ketentuan lain yang terkait.

### Period of February 14 – May 25, 2023

During the period from February 14 to May 25, 2023, there were changes in the composition of Board of Directors, as well as changes in the nomenclature of position, where the position previously titled Director of Human Capital Management and System Development became Director of Human Capital Management, System Development, and Legal. Thus, the number of Board of Directors members for this period is 7 (seven), consisting of 1 (one) President Director and 6 (six) Directors. All members of the Company's Board of Directors who served during the period from February 14 to May 25, 2023, have met the criteria and conditions required in the fit and proper test, in accordance with the Limited Liability Company Law, the Company's Articles of Association, regulations related to good corporate governance, as well as other relevant laws and regulations.

### KOMPOSISI ANGGOTA BOARD OF DIRECTORS PERIODE 14 FEBRUARI – 25 MEI 2023

Board of Directors Composition in the Period of February 14 – May 25, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara Fit & Proper Test Organizer of the Fit & Proper Test
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Destiawan Soewardjono	<i>President Director</i>	Akta No. 08 tanggal 8 Juni 2020 Deed No. 08 dated June 8, 2020	-	Sampai RUPS Tahunan tahun 2025 Until the 2025 Annual GMS	Kementerian BUMN Ministry of SOE
2	Wivi Suprihatno	<i>Director of Finance and Risk Management</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
3	Mursyid	<i>Director of Human Capital Management, System Development and Legal</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
4	Rudi Purnomo	<i>Director of Business Development</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
5	I Ketut Pasek Senjaya Putra	<i>Director of Operation I and Quality, Safety, Health &amp; Environment</i>	Akta No. 48 tanggal 27 April 2021 Deed No. 48 dated April 27, 2021	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
6	Dhetik Ariyanto	<i>Director of Operations II</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 19 dated February 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
7	Warjo	<i>Director of Operation III</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE

### Periode 25 Mei – 8 Desember 2023

Pada periode 25 Mei hingga 8 Desember 2023, komposisi anggota *Board of Directors* mengalami perubahan. Dengan demikian jumlah anggota *Board of Directors* untuk periode ini berjumlah 7 (tujuh) yang terdiri dari 1 (satu) orang *President Director* dan 6 (enam) orang *Director*. Adapun seluruh anggota *Board of Directors* Perseroan yang menjabat selama periode 25 Mei hingga 8 Desember 2023 telah memenuhi kriteria dan ketentuan yang dipersyaratkan dalam uji kepatutan dan kelayakan (*fit and proper test*) sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perusahaan, peraturan terkait tata kelola perusahaan yang baik, serta peraturan dan ketentuan lain yang terkait.

### Period of May 25 – December 8, 2023

During the period from May 25 to December 8, 2023, there were changes in the composition of Board of Directors. Thus, the number of Board of Directors members for this period is 7 (seven), consisting of 1 (one) President Director and 6 (six) Directors. All members of the Company's Board of Directors who served during the period from May 25 to December 8, 2023, have met the criteria and conditions required in the fit and proper test, in accordance with the Limited Liability Company Law, the Company's Articles of Association, regulations related to good corporate governance, as well as other relevant laws and regulations.

**KOMPOSISI ANGGOTA BOARD OF DIRECTORS PERIODE 25 MEI – 8 DESEMBER 2023**

Board of Directors Composition in the Period of May 25 – December 8, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Mursyid	<i>President Director</i>	Akta No. 08 tanggal 8 Juni 2023 Deed No. 08 dated June 8, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
2	Ratna Ningrum	<i>Director of Human Capital Management, System Development and Legal</i>	Akta No. 08 tanggal 8 Juni 2023 Deed No. 08 dated June 8, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
3	Wiwi Suprihatno	<i>Director of Finance and Risk Management</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
4	Rudi Purnomo	<i>Director of Business Development</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 19 dated February 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
5	I Ketut Pasek Senjaya Putra	<i>Director of Operation I and Quality, Safety, Health &amp; Environment</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
6	Dhetik Ariyanto	<i>Director of Operations II</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 19 dated February 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
7	Warjo	<i>Director of Operation III</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE

**Periode 8 Desember – 31 Desember 2023**

Pada periode 8 Desember hingga 31 Desember 2023, komposisi anggota *Board of Directors* mengalami perubahan serta terdapat perubahan nomenklatur jabatan yang semula Direktur Operasi III menjadi tidak ada, dan semula Direktur Keuangan dan Manajemen Risiko menjadi Direktur Keuangan. Dengan demikian jumlah anggota *Board of Directors* untuk periode ini berjumlah 6 (enam) yang terdiri dari 1 (satu) orang *President Director* dan 5 (lima) orang *Director*. Adapun seluruh anggota *Board of Directors* Perseroan yang menjabat selama periode 8 Desember hingga 31 Desember 2023 telah memenuhi kriteria dan ketentuan yang dipersyaratkan dalam uji kepatutan dan kelayakan (*fit and proper test*) sesuai Undang-Undang Perseroan Terbatas, Anggaran Dasar Perusahaan, peraturan terkait tata kelola perusahaan yang baik, serta peraturan dan ketentuan lain yang terkait.

**Period of December 8 – December 31, 2023**

During the period from December 8 to December 31, 2023, there were changes in the composition of Board of Directors, as well as changes in the nomenclature of position, with the position of Director of Operations III being eliminated, and the Director of Finance and Risk Management being renamed as Director of Finance. Thus, the number of Board of Directors members for this period is 6 (six), consisting of 1 (one) President Director and 5 (five) Directors. All members of the Company's Board of Directors who served during the period from December 8 to December 31, 2023, have met the criteria and conditions required in the fit and proper test, in accordance with the Limited Liability Company Law, the Company's Articles of Association, regulations related to good corporate governance, as well as other relevant laws and regulations.

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## KOMPOSISI ANGGOTA BOARD OF DIRECTORS PERIODE 8 DESEMBER – 31 DESEMBER 2023

Board of Directors Composition in the Period of December 8 – December 31, 2023

No.	Nama Name	Jabatan Position	Dasar Hukum Pengangkatan Legal Basis of Appointment		Masa Jabatan Tenure	Penyelenggara <i>Fit &amp; Proper Test</i> Organizer of the <i>Fit &amp; Proper Test</i>
			Pengangkatan Pertama First Appointment	Pengangkatan Kembali Reappointment		
1	Muhammad Hanugroho	<i>President Director</i>	Akta No. 20 tanggal 14 Desember 2023 Deed No. 20 dated December 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
2	Ratna Ningrum	<i>Director of Human Capital Management, System Development and Legal</i>	Akta No. 08 tanggal 8 Juni 2023 Deed No. 08 dated June 8, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
3	Wiwu Suprihatno	<i>Director of Finance</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2027 Until the 2027 Annual GMS	Kementerian BUMN Ministry of SOE
4	Rudi Purnomo	<i>Director of Business Development</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 19 dated February 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE
5	I Ketut Pasek Senjaya Putra	<i>Director of Operation I and Quality, Safety, Health &amp; Environment</i>	Akta No. 50 tanggal 24 Juni 2022 Deed No. 50 dated June 24, 2022	-	Sampai RUPS Tahunan tahun 2026 Until the 2026 Annual GMS	Kementerian BUMN Ministry of SOE
6	Dhetik Ariyanto	<i>Director of Operations II</i>	Akta No. 19 tanggal 14 Februari 2023 Deed No. 19 dated February 14, 2023	-	Sampai RUPS Tahunan tahun 2028 Until the 2028 Annual GMS	Kementerian BUMN Ministry of SOE

### Tugas, Tanggung Jawab, dan Wewenang Board of Directors

Board of Directors menjalankan tugas, tanggung jawab, dan wewenang sesuai dengan ketentuan yang diatur dalam Anggaran Dasar Perseroan, ketentuan internal, dan peraturan perundang-undangan yang berlaku.

#### Tugas Pokok Board of Directors

Secara mendasar, Board of Directors Perseroan memiliki tugas pokok sebagai berikut:

1. Memimpin dan mengurus Perseroan sesuai dengan maksud dan tujuan Perseroan serta senantiasa berusaha meningkatkan efisiensi dan efektivitas di lingkungan bisnis Perseroan;
2. Menguasai, memelihara, dan mengurus kekayaan Perseroan;
3. Menyiapkan Rancangan Rencana Jangka Panjang yang merupakan rencana strategis yang memuat sasaran dan tujuan Perseroan yang hendak dicapai dalam jangka waktu 5 (lima) tahun dan disampaikan kepada RUPS untuk mendapatkan pengesahan;
4. Menyiapkan Rancangan Kerja dan Anggaran Perusahaan yang merupakan penjabaran tahunan dari rencana jangka panjang dan menyampaikannya kepada RUPS;
5. Menyampaikan laporan tahunan kepada RUPS untuk memperoleh pengesahan.

### Duties, Responsibilities, and Authorities of

Board of Directors

The Board of Directors carries out its duties, responsibilities, and authorities in accordance with the provisions set forth in the Company's Articles of Association, internal provisions, and prevailing laws and regulations.

#### Main Duties of Board of Directors

Fundamentally, the main duties of the Company's Board of Directors are as follows:

1. Leading and managing the Company according to the goals and objectives of the Company as well as constantly making efforts to enhance efficiency and effectiveness in the Company's business.
2. Controlling, maintaining, and managing the Company's assets.
3. Preparing a long-term plan draft that serves as a strategic plan that contains the Company's goals and objectives to be achieved within a period of 5 (five) years and is submitted to the GMS for approval.
4. Preparing a corporate work plan and budget which is an annual elaboration of the long-term plan and is submitted to the GMS.
5. Submitting an Annual Report to the GMS for approval.