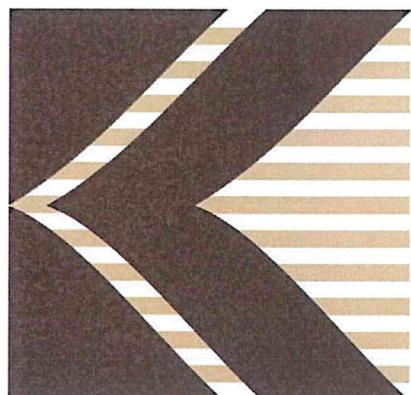


**PEDOMAN KERJA
DEWAN KOMISARIS**

***CHARTER OF
BOARD OF COMMISSIONERS***



Bab I PENDAHULUAN	Chapter I INTRODUCTION
A. Latar Belakang	<p>Dalam rangka penerapan Tata Kelola Perusahaan Yang Baik/Good Corporate Governance ("GCG"), Dewan Komisaris merupakan organ Perseroan yang sangat menentukan dalam menegakkan dan memberikan teladan atas pelaksanaan prinsip-prinsip GCG. Dalam melaksanakan tugas pengawasannya atas Perseroan seperti yang ditetapkan dalam peraturan perundang-undangan dan Anggaran Dasar Perseroan, Dewan Komisaris memerlukan suatu Pedoman Kerja ("Charter") yang menjadi petunjuk dasar dalam melaksanakan tugas, tanggung jawab dan wewenang untuk memenuhi kepentingan Pemegang Saham dan Pemangku Kepentingan lainnya.</p> <p>Melalui Charter ini, dalam melaksanakan tugasnya, Dewan Komisaris setiap saat akan bertindak dan bersikap berdasarkan prinsip-prinsip GCG secara konsisten, serta selalu mematuhi peraturan perundang-undangan dan Anggaran Dasar Perseroan.</p>
B. Maksud dan Tujuan	<p>Pedoman Kerja Dewan Komisaris ini dibuat sebagai petunjuk dan aturan yang antara lain mengatur ketentuan terkait landasan hukum, keanggotaan dan masa jabatan, persyaratan umum, tugas, tanggung jawab dan wewenang, nilai-nilai, waktu dan lokasi kerja serta bentuk pertanggung-jawaban atas kegiatan yang mengikat setiap anggota Dewan Komisaris PT Kokoh Inti Arebama Tbk ("Perseroan") dalam rangka menunjang dan menjalankan kegiatan usaha Perseroan.</p> <p>Tujuan penyusunan Charter ini bagi Dewan Komisaris supaya dapat melaksanakan tugas-tugasnya secara efektif, efisien, transparan, kompeten, independen, bertanggung jawab dan sesuai dengan peraturan perundang-undangan yang berlaku sehingga dapat</p>
	<p>In the implementation of Good Corporate Governance ("GCG"), the Board of Commissioners is an important organ in the Company to uphold and provide a patron for the implementation of GCG principles. In executing the monitoring function over the Company as per the regulation and Articles of Association of the Company, the Board of Commissioners requires a Charter that will provide basic guidelines in executing its tasks, responsibilities, and authorities to meet and fulfil Shareholders and Stakeholders interest.</p> <p>With this Charter, Board of Commissioners will at any time take their actions and attitudes based on GCG principles, and also in compliance to the applied regulations and Articles of Association of the Company.</p> <p>This Charter of Board of Commissioners is prepared as a guidelines and regulation that set provisions related with basic principles, membership and terms of office, general requirements, duties, responsibilities and authority, values, time and work location as well as a form of accountability for activities that binds all member of Board of Commissioners of PT Kokoh Inti Arebama Tbk ("Company") to support and execute business activity of the Company.</p> <p>The purpose of this Charter for Board of Commissioners in carrying out their tasks to ensure that they are effective, efficient, transparent, competent, independent, responsible, comply to all applied</p>

<p>diterima oleh semua pihak yang berkepentingan.</p> <p>C. Ruang Lingkup</p> <p>Ruang Lingkup dari Charter ini meliputi struktur dan pembentukan Dewan Komisaris, tugas, tanggung jawab dan wewenang, mekanisme penyelenggaraan rapat dan tata cara pengambilan keputusan dalam rapat, serta prinsip pengawasan dan pengelolaan yang dilakukan oleh Dewan Komisaris.</p> <p>D. Landasan Hukum</p> <p>Landasan hukum mengenai Pedoman Kerja Dewan Komisaris diatur di dalam:</p> <ol style="list-style-type: none"> 1. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas ("UUPT"). 2. Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal. 3. Peraturan Otoritas Jasa Keuangan ("OJK") No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik. 4. Peraturan Bursa Efek Indonesia No. I-A Tahun 2014 tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham yang Diterbitkan oleh Perusahaan Tercatat. 5. Anggaran Dasar Perseroan beserta perubahan-perubahannya. 6. Ketentuan peraturan-peraturan perundang-undangan lainnya yang berkaitan dengan Direksi dan Dewan Komisaris Perusahaan Publik. <p style="text-align: center;">Bab II DEWAN KOMISARIS</p> <p>A. Struktur dan Keanggotaan</p> <p>a. Komposisi dan Keanggotaan</p> <ol style="list-style-type: none"> 1. Dewan Komisaris Perseroan terdiri dari paling sedikit 2 (dua) orang anggota, yang terdiri dari 1 (satu) orang komisaris utama; and 1 (satu) orang komisaris atau 	<p>regulations and acceptable by all related stakeholders.</p> <p>C. Scope</p> <p>This Charter covers structure and the establishment of the Board of Commissioners; task, responsibility and authority; meeting and its decision making mechanism; also the principles of monitoring functions carried out by Board of Commissioners.</p> <p>D. Legal Base</p> <p>Legal basis for this Charter of Board of Commissioners is regulated in:</p> <ol style="list-style-type: none"> 1. Regulation No. 40 year 2007 about Limited Liability Company. 2. Regulation No. 8 year 1995 about Capital Market. 3. Regulation of Financial Services Authority (OJK) No. 33/POJK.04/2014 about Board of Directors and Board of Commissioners of Public Company. 4. Regulation of Indonesia Stock Exchange (BEI) No. I-A year 2014 about Share Listing and Equity Securities Other Than Shares Issued by Listed Company. 5. Articles of Association of the Company and its amendments. 6. Other regulations related with Board of Directors and Board of Commissioners of Public Company. <p style="text-align: center;">Chapter II BOARD OF COMMISSIONERS</p> <p>A. Membership</p> <p>a. Board Structure and Membership</p> <ol style="list-style-type: none"> 1. The Board of Commissioners shall consist of at least 2 (two) members, consisting of 1 (one) President Commissioner; and 1 (one) Commissioner
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<p>lebih yang dapat ditunjuk sebagai Komisaris Independen.</p> <ol style="list-style-type: none"> 2. Jumlah Komisaris Independen wajib paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris. 3. Pengangkatan dan pemberhentian anggota Dewan Komisaris dilakukan oleh Rapat Umum Pemegang Saham ("RUPS"). 4. Anggota Dewan Komisaris dapat merangkap jabatan sebagai: <ol style="list-style-type: none"> a. anggota Direksi paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain; dan b. anggota Dewan Komisaris paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain. 5. Dalam hal anggota Dewan Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada 4 (empat) Emiten atau Perusahaan Publik lain. 6. Anggota Dewan Komisaris dapat merangkap sebagai anggota komite paling banyak pada 5 (lima) komite di perseroan, dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris. 7. Rangkap jabatan sebagai anggota komite sebagaimana dimaksud hanya dapat dilakukan sepanjang tidak bertentangan dengan peraturan perundang - undangan lainnya. 8. Dalam hal terdapat peraturan perundang - undangan lainnya yang mengatur ketentuan mengenai rangkap jabatan yang berbeda dengan ketentuan dalam Peraturan OJK, berlaku ketentuan yang mengatur lebih ketat. <p>b. Persyaratan Keanggotaan</p> <p>Yang dapat menjadi anggota Dewan Komisaris adalah orang perseorangan yang memenuhi persyaratan sebagai berikut:</p>	<p>or more, that can be appointed as Independent Commissioner.</p> <ol style="list-style-type: none"> 2. The number of Independent Commissioner shall be at least 30% (thirty percent) of total members of Board of Commissioners. 3. Members of the Board of Commissioner shall be appointed and dismissed by the General Meeting of Shareholders ("GMS"). 4. The Members of Board of Commissioners may have double position as: <ol style="list-style-type: none"> a. member of Board of Directors maximum in other 2 (two) Issuer or Public Company; and b. member of Board of Commissioners maximum in the other 2 (two) Issuers or Public Companies. 5. In case the member of Board of Commissioners has no double position as member of Board of Directors, the relevant member of Board of Commissioners may have double position as member of Board of Commissioners maximum in other 4 (four) Issuers or Public Companies. 6. Member of Board of Commissioners may have double position as member of committee maximum in other 5 (five) committees in the company, in which the relevant also has position as member of Board of Directors or member of Board of Commissioners. 7. The double position as member of as committee as per stipulated above may only be applied as long as it does not contradictory to the other legislation. 8. In case there is other Legislation regulating the provisions on double position different from those in the Regulation of OJK, then the tighter provisions shall prevail. <p>b. Membership Condition</p> <p>Those eligible for being appointed as member of Board of Commissioners shall be the individual who meet the conditions stipulated below:</p>
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<ol style="list-style-type: none"> 1. Mempunyai ahklak, moral dan integritas yang baik. 2. Cakap melakukan perbuatan hukum. 3. Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat: <ol style="list-style-type: none"> a. Tidak pernah dinyatakan pailit b. Tidak pernah menjadi anggota Direksi dan / atau anggota Dewan Komisaris yang dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit c. Tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan / atau yang berkaitan dengan sektor keuangan d. Tidak pernah menjadi anggota Direksi dan / atau anggota Dewan Komisaris yang selama menjabat: <ol style="list-style-type: none"> i. pernah tidak menyelenggarakan RUPS Tahunan ii. pertanggungjawabannya sebagai anggota Direksi dan / atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan / atau anggota Dewan Komisaris kepada RUPS iii. pernah menyebabkan perusahaan yang memperoleh izin, persetujuan, atau pendaftaran dari OJK tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada OJK 4. Memiliki komitmen untuk mematuhi peraturan perundang – undangan. 5. Memiliki pengetahuan dan / atau keahlian di bidang yang dibutuhkan Perseroan. 6. Persyaratan tambahan bagi Komisaris Independen sebagai berikut: <ol style="list-style-type: none"> a. Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikan, atau mengawasi kegiatan Perseroan dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai 	<ol style="list-style-type: none"> 1. Has good behavior, moral and integrity. 2. Capable of taking legal action. 3. Within 5 (five) years before the appointment and during his service term: <ol style="list-style-type: none"> a. Never been declared bankrupt b. Never been a member of Board of Directors and / or Board of Commissioners declared guilty of causing a bankruptcy of any Company c. Never been convicted of a criminal offense that is detrimental to the State's finance and/or related to the financial sector d. Never been a member of Board of Directors and/or Commissioners during the service term: <ol style="list-style-type: none"> i. ever failed to hold Annual General Meeting of Shareholders ("GMS") ii. his accountability as the member of Board of Directors and/or member of Board of Commissioners was ever not accepted by GMS or ever failed to provide accountability as the members of Board of Directors and/or members of Board of Commissioners to GMS iii. ever caused the company that obtained permit, approval, or registration from OJK fail to fulfill obligation to submit the Annual Report and/or Financial Statement to OJK 4. Have commitment to comply to any prevailing law and regulation. 5. Have knowledge and/or expertise in the field required by the Company. 6. Additional requirement for Independent Commissioner as follow: <ol style="list-style-type: none"> a. Not person working or have the authority and responsibility to plan, lead, control, or supervise the Company's activities in the past 6 (six) months, except for the re-appointment as the Company's Independent Commissioner in the subsequent period.
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<p>Komisaris Independen Perseroan pada periode berikutnya.</p> <p>b. Tidak mempunyai saham baik langsung maupun tidak langsung pada Perseroan.</p> <p>c. Tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi atau pemegang saham utama Perseroan tersebut.</p> <p>d. Tidak mempunyai hubungan usaha, baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perseroan tersebut.</p>	<p>b. Do not own any share either direct or indirect in the Company.</p> <p>c. Has no affiliated relation with the Company, members of Board of Commissioners, members of Board of Directors or Main Shareholders of the Company.</p> <p>d. Has no business relation, either direct or indirect that is related to the Company's business activity.</p>
<p>c. Masa Jabatan</p> <ol style="list-style-type: none"> Anggota Dewan Komisaris diangkat oleh RUPS, masing - masing untuk jangka waktu sampai dengan penutupan RUPS Tahunan yang ke-5 (lima) setelah pengangkatan tersebut dan dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu - waktu dengan menyebutkan alasannya setelah anggota Komisaris yang bersangkutan diberi kesempatan untuk membela diri dalam Rapat tersebut. Komisaris Independen yang telah menjabat selama 2 (dua) periode masa jabatan dapat diangkat kembali pada periode selanjutnya sepanjang Komisaris Independen tersebut menyatakan dirinya tetap independen kepada RUPS. Usulan pengangkatan, pemberhentian, dan / atau penggantian anggota Dewan Komisaris kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau komite yang menjalankan fungsi nominasi. Anggota Dewan Komisaris dapat mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir dengan memberitahukan secara tertulis, serta wajib menyampaikan permohonan pengunduran diri kepada Perseroan; dan Perseroan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Dewan Komisaris yang bersangkutan paling 	<p>c. Term of Office</p> <ol style="list-style-type: none"> Members of the Board of Commissioners shall be appointed by GMS, each for the period until the closing date of the 5th (fifth) Annual GMS held after such appointment and without prejudice to the right of GMS to dismiss them at any time by mentioning the reason thereof after the relevant member of Board of Commissioners is provided with opportunity to attend the Meeting for advocacy. Independent Commissioner who has in office for 2 (two) consecutive periods can be re-appointed for the subsequent period as long as the Independent Commissioner declares that he/she remains independent to GMS. The proposal on appointment, dismissal, and/or replacement of the member of Board of Commissioners to GMS shall take into account the recommendation of the Board of Commissioners or committee performing nomination function. A member of the Board of Commissioners may resign from his/her position before the end of their office term by informing in writing and shall submit the application for resignation to the Company; and Company shall hold GMS to resolve the application for resignation of the relevant member of the Board of Commissioners not later

<p>lambat 90 (sembilan puluh) hari setelah diterimanya permohonan pengunduran diri dimaksud.</p> <p>5. Jabatan anggota Dewan Komisaris berakhir dalam hal:</p> <ul style="list-style-type: none"> a. Dinyatakan pailit atau ditaruh di bawah pengampunan berdasarkan suatu keputusan pengadilan b. Diberhentikan karena keputusan RUPS c. Dilarang menjabat sebagai anggota Dewan Komisaris, karena ketentuan dari suatu Undang-Undang atau peraturan perundang-undangan yang berlaku d. Mengundurkan diri e. Meninggal dunia f. Masa jabatannya telah berakhir <p>B. Tugas, Tanggung Jawab dan Wewenang</p> <ul style="list-style-type: none"> a. Tugas dan Tanggung Jawab <ul style="list-style-type: none"> 1. Dewan Komisaris bertugas melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan dan memberi nasihat kepada Direksi. 2. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sesuai dengan kewenangannya sebagaimana diatur dalam peraturan perundang - undangan dan Anggaran Dasar. 3. Anggota Dewan Komisaris wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati - hatian. 4. Dalam rangka mendukung efektifitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya. 5. Dewan Komisaris wajib melakukan evaluasi terhadap kinerja komite yang membantu pelaksanaan tugas dan 	<p>than 90 (ninety) days after the receipt of the resignation letter.</p> <p>5. The position of a member of the Board of Commissioners shall expire if the relevant member:</p> <ul style="list-style-type: none"> a. Declared bankrupt or put under custody by virtue of a court's judgment b. Dismissed by virtue of the resolution of GMS c. Prohibited to become member of Board of Commissioners, due to the provisions of a Law or the prevailing legislation d. Resignation e. Pass away f. Term of office expiration <p>B. Tasks, Responsibilities and Authority</p> <ul style="list-style-type: none"> a. Tasks and Responsibilities <ul style="list-style-type: none"> 1. The Board of Commissioners carry out monitoring and responsible for monitoring to the management policies, management operation in general, whether related to the Company or Company's business and provide advice to Board of Directors. 2. In certain condition, the Board of Commissioners shall hold the Annual GMS and other GMS according to its authority as provided for in the Legislation and Articles of Association. 3. Member of the Board of Commissioners shall in good faith and full sense of responsibility and prudentially perform its duties and responsibility. 4. To support the effectiveness implementation of its duties and responsibilities, Board of Commissioners shall establish Audit Committee and may establish other committee. 5. Board of Commissioners shall carry out evaluation of committee's performance which assists the implementation of his
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<p>tanggung jawabnya setiap akhir tahun buku.</p> <p>6. Setiap anggota Dewan Komisaris bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Dewan Komisaris dalam menjalankan tugasnya.</p> <p>7. Anggota Dewan Komisaris tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan:</p> <ul style="list-style-type: none"> i. Kerugian tersebut bukan karena kesalahan atau kelalaiannya; ii. Telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan; iii. Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; iv. Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut. <p>b. Wewenang</p> <ol style="list-style-type: none"> 1. Dewan Komisaris setiap waktu dalam jam kerja kantor Perseroan berhak memasuki bangunan dan halaman atau tempat lain yang dipergunakan atau yang dikuasai oleh Perseroan dan berhak memeriksa semua pembukuan, catatan, surat dan dokumen serta alat bukti lainnya, memeriksa dan mencocokkan keadaan uang kas dan lain - lain serta berhak untuk mengetahui segala tindakan yang telah dijalankan oleh Direksi. 2. Direksi dan setiap anggota Direksi wajib untuk memberikan penjelasan tentang segala hal yang ditanyakan oleh Dewan Komisaris. 3. Dewan Komisaris diwajibkan untuk sementara mengurus Perseroan, dalam hal seluruh anggota Direksi 	<p>tasks and responsibility for every end of fiscal year.</p> <p>6. Every member of Board of Commissioners shall be responsible jointly for the losses suffered by the Company as the consequence of negligence or omission of the member of Board of Commissioners in performing his/her tasks.</p> <p>7. Member of Board of Commissioners shall not be accounted for the loss suffered by the Company if able to prove that:</p> <ul style="list-style-type: none"> i. The loss is not due to his negligence or omission; ii. Has carried out the management in good faith, full responsibly, and prudential in the interest of and according to the aims and objectives of the Company; iii. Has no conflict of interest directly or indirectly to the management act rendering loss; iv. Has taken act to prevent the arising or continuation of such loss. <p>b. Authority</p> <ol style="list-style-type: none"> 1. The Board of Commissioners shall, at any time during the Company's working hours be entitled to enter the building and premises or other places used or occupied by the Company and shall be entitled to inspect all bookkeeping, letters and other documents, to check and verify cash position and other matters and shall be entitled to know all actions taken by the Board of Directors. 2. The Board of Directors and every member of the Board of Directors shall provide any explanation concerning any matter inquired by the Board of Commissioners. 3. If the Company has no member of the Board of Directors, the Board of
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<p>diberhentikan untuk sementara atau Perseroan tidak mempunyai seorangpun anggota Direksi. Dalam hal demikian, Dewan Komisaris berhak untuk memberikan kekuasaan sementara kepada seorang atau lebih anggota Dewan Komisaris atas tanggungan Dewan Komisaris.</p> <ol style="list-style-type: none"> 4. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan menyebutkan alasannya. 5. Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan dalam keadaan tertentu untuk jangka waktu tertentu sebagaimana ditetapkan berdasarkan Anggaran Dasar atau keputusan RUPS. 	<p>Commissioners shall temporarily manage the Company. In such case, the Board of Commissioners shall be entitled to delegate authority temporarily to one or more members among them at their joint risk.</p> <ol style="list-style-type: none"> 4. The Board of Commissioners shall be authorized to suspend the member of the Board of Directors temporarily by mentioning the reasons thereof. 5. The Board of Commissioners may carry out the Company's management act in certain condition for certain period as stated in the Articles of Association or resolution of GMS.
<p>C. Rapat Dewan Komisaris</p> <ol style="list-style-type: none"> 1. Dewan Komisaris wajib mengadakan Rapat Dewan Komisaris paling kurang 1 (satu) kali dalam 2 (dua) bulan. Rapat Dewan Komisaris dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Dewan Komisaris. 2. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan. 3. Kehadiran anggota Dewan Komisaris dalam rapat sebagaimana dimaksud pada poin (1) dan (2) wajib diungkapkan dalam laporan tahunan Perseroan. 4. Dewan Komisaris harus menjadwalkan rapat Dewan Komisaris dan rapat Dewan Komisaris bersama Direksi untuk tahun berikutnya sebelum berakhirnya tahun buku. 5. Pada rapat yang telah dijadwalkan sebagaimana dimaksud diatas, bahan rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan. 6. Dalam hal terdapat rapat yang diselenggarakan di luar jadwal yang telah disusun, maka bahan rapat disampaikan kepada peserta rapat paling lambat sebelum rapat diselenggarakan. 	<p>C. Board of Commissioners Meeting</p> <ol style="list-style-type: none"> 1. Board of Commissioners shall hold Meeting of Board of Commissioners at least 1 (once) every 2 (two) months. Board of Commissioners Meeting may be held if attended by majority of total members of Board of Commissioners. 2. The Board of Commissioners shall hold the meeting together with the Board of Directors at least 1 (once) every 4 (four) months. 3. The attendance of member of Board of Commissioners as referred to in point (1) and (2) shall be disclosed in the Company's annual report. 4. Board of Commissioners shall schedule Meeting of Board of Commissioners and joint meeting of Board of Commissioners and Board of Directors for the subsequent year before the end of the fiscal year. 5. For the Meeting already scheduled as referred above, the Meeting material shall be addressed to the participants within not later than 5 (five) days before the Meeting is held. 6. In case there is Meeting held outside the prepared schedule, Meeting material shall be addressed to Meeting's participants within not later than before the Meeting is held.

<p>7. Panggilan Rapat Dewan Komisaris dilakukan oleh Komisaris Utama, jika Komisaris Utama tidak ada karena sebab apapun juga, hal mana tidak perlu dibuktikan kepada pihak lain, pemanggilan Rapat Dewan Komisaris dilakukan oleh anggota Dewan Komisaris lainnya.</p> <p>8. Pemanggilan Rapat Dewan Komisaris disampaikan kepada setiap anggota Dewan Komisaris secara langsung maupun dengan surat tercatat dengan mendapat tanda terima yang layak, atau dengan telegram, telefax, facsimile yang segera ditegaskan dengan surat tercatat sekurangnya 14 (empat belas) hari dan dalam hal mendesak sekurangnya 3 (tiga) hari sebelum rapat diadakan dengan tidak memperhitungkan tanggal pemanggilan dan tanggal rapat.</p> <p>9. Pemanggilan Rapat Dewan Komisaris itu harus mencantumkan hari, tanggal, jam, tempat dan acara rapat.</p> <p>10. Rapat Dewan Komisaris diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha Perseroan. Apabila semua anggota Dewan Komisaris hadir atau diwakili, pemanggilan terlebih dahulu tersebut tidak disyaratkan dan Rapat Dewan Komisaris dapat diadakan dimanapun juga dan berhak mengambil keputusan yang sah dan mengikat.</p> <p>11. Rapat Dewan Komisaris dipimpin oleh Komisaris Utama, dalam hal Komisaris Utama tidak dapat hadir atau berhalangan, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka Rapat Dewan Komisaris akan dipimpin oleh salah seorang anggota Dewan Komisaris lainnya yang hadir dan / atau diwakili dalam Rapat Dewan Komisaris yang bersangkutan.</p> <p>12. Seorang anggota Dewan Komisaris dapat diwakili dalam Rapat Dewan Komisaris hanya oleh seorang anggota Dewan Komisaris lainnya berdasarkan surat kuasa.</p>	<p>7. Notification to a Meeting of Board of Commissioners shall be served by the President Commissioner, if the President Commissioner is indisposed, which impediment should unnecessarily be proven to other party, other member of Board of Commissioners shall make the notification.</p> <p>8. Invitation to a Meeting of Board of Commissioners shall be addressed to every member of Board of Commissioners directly or through registered mail with proper receipt, or by telegram, telefax, facsimile immediately confirmed by the registered mail at least 14 (fourteen) days and in case of urgency, at least 3 (three) days prior to the meeting without counting the invitation date and meeting date.</p> <p>9. Invitation to the Board of Commissioners meeting shall contain the day, date, hour, venue and agenda of meeting.</p> <p>10. Meeting of Board of Commissioners shall be held at the Company's domicile or place of business activities. If all members of the Board of Commissioners are present or represented, no prior notice shall be required and the Meeting of Board of Commissioners can be held anywhere and shall be entitled to adopt valid and binding resolutions.</p> <p>11. Board of Commissioners Meeting shall be chaired by President Commissioner. In case the President Commissioner is absent or indisposed, which impediment should unnecessarily be proven to any third parties, Meeting of Board of Commissioners shall be chaired by one member of the Board of Commissioners present and/or represented in the relevant Meeting of Board of Commissioners.</p> <p>12. A member of the Board of Commissioners can be represented in a Meeting of Board of Commissioners only by another member of Board of Commissioners by virtue of a power of attorney.</p>
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<p>13. Pengambilan keputusan Rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat. Dalam hal keputusan berdasarkan musyawarah untuk mufakat tidak tercapai, maka keputusan dilakukan berdasarkan suara terbanyak.</p> <p>14. Apabila suara yang setuju dan tidak setuju berimbang, maka Ketua Rapat Dewan Komisaris yang akan menentukan.</p> <p>15. Setiap anggota Dewan Komisaris yang hadir berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Dewan Komisaris lain yang diwakilinya dengan surat kuasa.</p> <p>16. Pemungutan suara mengenai diri orang dilakukan dengan surat suara tertutup tanpa tanda tangan, sedangkan pemungutan suara mengenai hal-hal lain dilakukan dengan lisan kecuali Ketua Rapat Dewan Komisaris menentukan lain tanpa ada keberatan dari yang hadir.</p> <p>17. Suara blanko dan suara yang tidak sah dianggap tidak dikeluarkan secara sah dan dianggap tidak ada serta tidak dihitung dalam menentukan jumlah suara yang dikeluarkan.</p> <p>18. Hasil rapat wajib dituangkan dalam risalah rapat, ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir dan disampaikan kepada seluruh anggota Dewan Komisaris.</p> <p>19. Dalam hal terdapat anggota Dewan Komisaris yang tidak menandatangani hasil rapat, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.</p> <p>20. Risalah rapat wajib didokumentasikan oleh Perseroan.</p>	<p>13. The resolution of a Meeting of Board of Commissioners shall be adopted amicably. In case of failure to attain amicable resolution, then it shall be adopted by majority votes.</p> <p>14. In case of tie votes, the Chairman of Board of Commissioners Meeting shall decide.</p> <p>15. Each member of the Board of Commissioners present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Commissioners he/she represented by power of attorney.</p> <p>16. Voting on a person shall be made by sealed and unsigned ballots, while on other matters verbally, unless the Chairman of the Meeting decides otherwise without any objection from those present.</p> <p>17. Blank and invalid votes shall be considered not cast, and shall be neglected in counting the number of votes cast.</p> <p>18. The result of Meeting shall be contained in the minutes of Meeting, signed by all members of Board of Commissioners present, and addressed to all members of Board of Commissioners.</p> <p>19. In case there is member of Board of Commissioners not willing to sign the result of Meeting, the relevant party shall mention the reason in writing in separate letter attached to the minutes of Meeting.</p> <p>20. The Minutes of Meeting shall be documented by the Company.</p>
<p>D. Nilai – Nilai</p> <p>1. Dalam menjalankan tugas, tanggung jawab dan wewenangnya, Dewan Komisaris berlandaskan pada itikad baik, penuh tanggung jawab dan kehati-hatian, serta senantiasa dijewali oleh nilai-nilai yang</p>	<p>D. Values</p> <p>1. In carrying out its duties, responsibilities and authority, the Board of Commissioners is based on good faith, full of responsibility and prudence, and is always imbued with values embraced by</p>

<p>dianut oleh Perseroan seperti integritas, sikap positif, komitment, perbaikan berkelanjutan, inovasi dan loyalitas.</p> <p>2. Anggota Dewan Komisaris hendaknya menjadi panutan bagi seluruh karyawan Perseroan dalam hal bertindak sesuai dengan prinsip Tata Kelola Perusahaan yang Baik (<i>Good Corporate Governance</i>).</p>	<p>the Company such as integrity, positive attitude, commitment, continuous improvement, innovation and loyalty.</p> <p>2. Members of the Board of Commissioners should be the role models for all employees of the Company in terms of acting in accordance with the principles of Good Corporate Governance.</p>
<p>E. Waktu dan Lokasi Kerja</p> <p>1. Dewan Komisaris wajib menyediakan waktu yang cukup untuk menjalankan tugas dan tanggung jawabnya secara optimal bagi Perseroan.</p> <p>2. Dewan Komisaris dengan tidak memerlukan ijin dari Direksi, Dewan Komisaris dapat memasuki semua lokasi kerja Perseroan setiap saat.</p>	<p>E. Working Time and Location</p> <p>1. The Board of Commissioners must provide sufficient time to carry out their duties and responsibilities optimally for the Company.</p> <p>2. Board of Commissioners does not need permission from Board of Directors, the Board of Commissioners can enter all of Company's work location at any time.</p>
<p>F. Pelaporan</p> <p>Dewan Komisaris menuangkan seluruh kegiatan pengawasan yang dilakukan selama tahun berjalan di dalam Laporan Tahunan Perseroan, yang mana akan dilaporkan dan dimintakan persetujuan pemegang saham dalam RUPS Tahunan Perseroan.</p>	<p>F. Reporting</p> <p>The Board of Commissioners outlines all supervisory activities carried out during the year in the Company's Annual Report, which will be reported and asked for shareholder approval at the Company's Annual GMS.</p>
<p style="text-align: center;">Bab III MASA BERLAKU</p> <p>Pedoman Kerja Dewan Komisaris ini belaku sejak ditanda tangani oleh seluruh anggota Dewan Komisaris, dan dapat dilakukan penyesuaian dan/atau perubahan sesuai dengan kebutuhan dan dinamika Perusahaan sesuai dengan peraturan perundang-undangan yang berlaku.</p>	<p style="text-align: center;">Chapter III VALIDITY PERIOD</p> <p>This Charter of Board of Commissioners is in force since it was signed by all members of the Board of Commissioners, and adjustment and/or changes may be made according to the needs and dynamics of the Company as according to the prevailing regulations.</p>
<p style="text-align: center;">Bab IV KEPATUHAN</p> <p>Pedoman Kerja Dewan Komisaris Perseroan ini wajib dipatuhi, ditaati dan dilaksanakan oleh seluruh anggota Dewan Komisaris Perseroan.</p>	<p style="text-align: center;">Chapter IV SUBMISSION</p> <p>This Charter of Board of Commissioners shall be obeyed, adhered to and implemented by all members of Board of Commissioners.</p>

<p>Bab V PENUTUP DAN PENGESAHAN</p> <p>Pedoman Kerja (Charter) Dewan Komisaris ini telah disusun dan di sahkan pada tanggal 2 Maret 2020.</p> <p>Evaluasi terhadap Pedoman Kerja (Charter) ini akan dilakukan secara berkala untuk menyesuaikan dengan peraturan perundang-undangan dan perkembangan bisnis yang terjadi.</p>	<p>Chapter V CLOSING AND AUTHORIZATION</p> <p>This Charter of the Board of Commissioners has been prepared and authorized on 2nd March 2020.</p> <p>Evaluation of this Charter will be made periodically to adjust and comply with the applied regulations and development of the business operations of the Company.</p>
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Jakarta, 2 Maret/ March 2020

Disetujui oleh/ *Approved by:*

Dewan Komisaris/ *Board of Commissioners*

PT Kokoh Inti Arebama Tbk



Nithi Patarachoke
Komisaris Utama/ President Commissioner



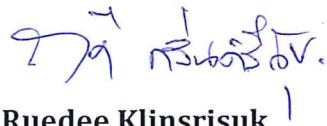
Paramate Nisagornsen
Komisaris/Commissioner

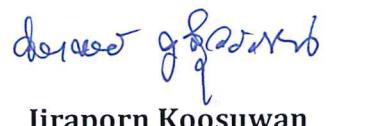


Surasak Kraiwitchaicharoen
Komisaris/Commissioner



Wiroat Rattanachaisit
Komisaris/Commissioner



Ruedee Klinsrisuk
 Komisaris Independen/
Independent Commissioner


Jiraporn Koosuwan
 Komisaris Independen/
Independent Commissioner