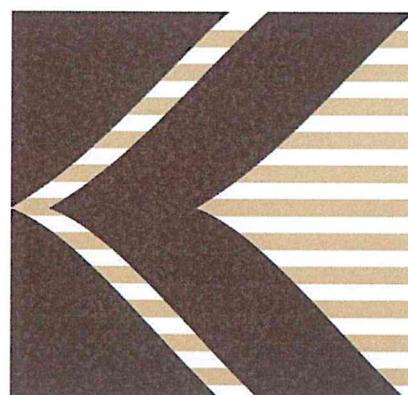


PEDOMAN KERJA
DIREKSI

CHARTER OF
BOARD OF DIRECTORS



Bab I PENDAHULUAN	Chapter I INTRODUCTION
<p>A. Latar Belakang</p> <p>Dalam rangka penerapan Tata Kelola Perusahaan Yang Baik/Good Corporate Governance ("GCG"), Direksi merupakan organ Perseroan yang sangat menentukan dalam menegakkan dan memberikan teladan atas pelaksanaan prinsip-prinsip GCG. Dalam melaksanakan tugas pengelolaan Direksi atas jalannya Perseroan seperti yang ditetapkan dalam peraturan perundang-undangan dan Anggaran Dasar Perseroan, Direksi 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, Direksi setiap saat akan bertindak dan bersikap berdasarkan prinsip-prinsip GCG secara konsisten, serta selalu mematuhi peraturan perundang-undangan dan Anggaran Dasar Perseroan.</p> <p>B. Maksud dan Tujuan</p> <p>Pedoman Kerja Direksi 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 Direksi PT Kokoh Inti Arebama Tbk ("Perseroan") dalam rangka menunjang dan menjalankan kegiatan usaha Perseroan.</p> <p>Tujuan penyusunan Charter ini bagi Direksi supaya dapat melaksanakan tugas-tugasnya secara efektif, efisien, transparan, kompeten, independen, bertanggung jawab dan sesuai dengan peraturan perundang-undangan yang berlaku sehingga dapat diterima oleh semua pihak yang berkepentingan.</p>	<p>A. Background</p> <p>In the implementation of Good Corporate Governance ("GCG"), the Board of Directors is an important organ in the Company to uphold and provide a patron for the implementation of GCG principles. In carrying out the management function of the Company by the Board of Directors as per the regulation and Articles of Association of the Company, the Board of Directors requires a Charter that will provide basic guidelines in executing its tasks, responsibilities, and authorities to meet and fulfil the Shareholders and Stakeholders interest.</p> <p>With this Charter, Board of Directors 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>B. Purpose</p> <p>This Charter of Board of Directors 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 Directors 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 Directors in carrying out their tasks is to ensure that they are effective, efficient, transparent, competent, independent, responsible, comply to all applied regulations and acceptable by all related stakeholders.</p>

<p>C. Ruang Lingkup</p> <p>Ruang Lingkup dari Charter ini meliputi struktur dan pembentukan Direksi, tugas, tanggung jawab dan wewenang, mekanisme penyelenggaraan rapat dan tata cara pengambilan keputusan dalam rapat, serta prinsip pengawasan dan pengelolaan yang dilakukan oleh Direksi.</p> <p>D. Landasan Hukum</p> <p>Landasan hukum mengenai Pedoman Kerja Direksi 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 DIREKSI</p> <p>A. Struktur dan Keanggotaan</p> <p>a. Komposisi dan Keanggotaan</p> <ol style="list-style-type: none"> 1. Perseroan diurus dan dipimpin oleh Direksi yang terdiri dari sedikitnya 2 (dua) orang anggota Direksi, dengan komposisi sebagai berikut: 1 (satu) orang Direktur Utama dan 1 (satu) orang Direktur atau lebih; dan salah seorang atau lebih dari mereka, kecuali Direktur 	<p>C. Scope</p> <p>This Charter covers structure and the establishment of the Board of Directors; task, responsibility and authority; meeting and its decision making mechanism; also the principles of monitoring functions carried out by Board of Directors.</p> <p>D. Legal Base</p> <p>Legal basis for this Charter of Board of Directors 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 DIRECTORS</p> <p>A. Board Structure and Membership</p> <p>a. Board Composition and Membership</p> <ol style="list-style-type: none"> 1. The Company shall be managed and chaired by a Board of Directors consisting of at least 2 (two) members of the Board of Directors, with composition as follows: 1 (one) person as President Director and 1 (one) Director or more; and one of them or more, except the President Director
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<p>Utama diberi tugas sebagai Direktur Independen, yang ditetapkan berdasarkan keputusan Rapat Umum Pemegang Saham ("RUPS"), dengan mengindahkan segala peraturan yang berlaku di bidang Pasar Modal dan peraturan - peraturan perundang - undangan lainnya yang berlaku.</p> <p>2. Pengangkatan dan pemberhentian anggota Direksi dilakukan oleh RUPS.</p> <p>3. Anggota Direksi dapat merangkap jabatan sebagai:</p> <ul style="list-style-type: none"> a. anggota Direksi paling banyak pada 1 (satu) Emiten atau Perusahaan Publik lain; dan b. anggota Dewan Komisaris paling banyak pada 3 (tiga) Emiten atau Perusahaan Publik lain; dan / atau anggota komite paling banyak 5 (lima) komite di perseroan, dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris. c. Rangkap jabatan hanya dapat dilakukan sepanjang tidak bertentangan dengan perundang - undangan lainnya. d. Dalam hal terdapat peraturan perundang - undangan lainnya yang mengatur ketentuan mengenai rangkap jabatan yang berbeda dengan ketentuan dalam Peraturan OJK, maka berlaku ketentuan yang mengatur lebih ketat. <p>4. Dalam hal oleh suatu sebab apapun semua jabatan anggota Direksi lowong, maka dalam jangka waktu 45 (empat puluh lima) hari sejak terjadinya lowongan tersebut harus diumumkan pemberitahuan tentang akan diselenggarakan RUPS, untuk mengisi lowongan tersebut dengan memperhatikan ketentuan peraturan perundang - undangan dan Anggaran Dasar.</p> <p>5. Perseroan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Direksi yang bersangkutan paling lambat 90 (sembilan puluh) hari setelah diterimanya permohonan pengunduran diri dimaksud</p>	<p>may be provided with task as the Independent Director, determined based on the resolution of General Meeting of Shareholders ("GMS"), by complying with all regulations in Capital Market sector and the other prevailing legislation.</p> <p>2. Members of the Board of Directors shall be appointed and dismissed by the GMS.</p> <p>3. The Members of Board of Directors may have double position as:</p> <ul style="list-style-type: none"> a. member of Board of Directors maximum in other 1 (one) Issuer or Public Company; and b. member of Board of Commissioners maximum in the other 3 (three) Issuers or Public Companies; and/or member of committee maximum in 5 (five) committees in the company, in which the relevant member also has position as member of Board of Directors or member of Board of Commissioners. c. The double position may only be made as long as not contradictory to the other legislations. d. 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>4. If due to any reason all positions of members of Board of Directors is vacant, then within a period of 45 (forty five) days since the occurrence of the vacancy, the notification on holding of GMS shall be announced to fill the vacancy, by taking into account the provisions in the legislation and Articles of Association.</p> <p>5. The Company shall hold GMS to resolve the application for resignation of the relevant member of the Board of Directors within not later than 90 (ninety) days after receipt of the resignation letter.</p>
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<p>6. Dalam hal suatu sebab apapun semua jabatan anggota Direksi lowong, maka untuk sementara Perseroan diurus oleh anggota Dewan Komisaris yang ditunjuk oleh Rapat Dewan Komisaris.</p> <p>b. Persyaratan Keanggotaan</p> <p>Yang dapat menjadi anggota Direksi adalah orang perseorangan yang memenuhi persyaratan sebagai berikut:</p> <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: <ul 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: <ul 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 	<p>6. If due to any reason all positions of the members of the Board of Directors are vacant, then the Company shall temporarily be managed by members of the Board of Commissioners appointed by the Meeting of Board of Commissioners.</p> <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> <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: <ul 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: <ul 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
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<p>4. Memiliki komitmen untuk mematuhi peraturan perundang – undangan.</p> <p>5. Memiliki pengetahuan dan / atau keahlian di bidang yang dibutuhkan Perseroan.</p> <p>c. Masa Jabatan</p> <ol style="list-style-type: none"> 1. Anggota Direksi 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 setelah anggota Direksi yang bersangkutan diberi kesempatan untuk hadir dalam RUPS guna membela diri. 2. Usulan pengangkatan, pemberhentian, dan / atau penggantian anggota Direksi kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau komite yang menjalankan fungsi nominasi. 3. Anggota Direksi 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 Direksi yang bersangkutan paling lambat 90 (sembilan puluh) hari setelah diterimanya permohonan pengunduran diri dimaksud. 4. Jabatan anggota Direksi berakhir dalam hal: <ol 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 Direksi, karena ketentuan dari suatu Undang-Undang atau peraturan perundang-undangan yang berlaku d. Mengundurkan diri e. Meninggal dunia f. Masa jabatannya telah berakhir 	<p>4. Have commitment to comply to any prevailing law and regulation.</p> <p>5. Have knowledge and/or expertise in the field required by the Company.</p> <p>c. Term of Office</p> <ol style="list-style-type: none"> 1. 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 after the relevant member of Board of Directors is provided with opportunity to attend the GMS for advocacy. 2. The proposal on appointment, dismissal, and/or replacement of the member of Board of Directors to GMS shall take into account the recommendation of the Board of Commissioners or committee performing nomination function. 3. A member of the Board of Directors 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 Directors not later than 90 (ninety) days after the receipt of the resignation letter. 4. The position of a member of the Board of Directors shall expire if the relevant member: <ol 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
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<p>B. Tugas, Tanggung Jawab dan Wewenang</p> <p>a. Tugas, Tanggung Jawab dan Wewenang</p> <ol style="list-style-type: none"> 1. Direksi bertugas menjalankan dan bertanggung jawab atas pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan. 2. Dalam menjalankan tugas dan tanggung jawab atas pengurusan, Direksi wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sebagaimana diatur dalam peraturan perundang - undangan dan Anggaran Dasar. 3. Setiap anggota Direksi 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, Direksi dapat membentuk Komite. 5. Direksi wajib melakukan evaluasi terhadap kinerja komite setiap akhir tahun buku. 6. Setiap anggota Direksi bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Direksi dalam menjalankan tugasnya. 7. Anggota Direksi tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan: <ol style="list-style-type: none"> i. Kerugian tersebut bukan karena kesalahan atau kelalaianya; 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 	<p>B. Tasks, Responsibilities and Authority</p> <p>a. Tasks, Responsibilities and Authority</p> <ol style="list-style-type: none"> 1. The Board of Directors shall be assigned to perform and be fully responsible for the Company's management in the interest of the Company according to the Company's aims and objectives. 2. In performing the tasks and responsibilities for the management, the Board of Directors shall hold the Annual GMS and other GMS as provided for in the Legislation and Articles of Association. 3. Every member of the Board of Directors shall in good faith and full sense of responsibility and prudentially perform his/her duties and responsibility. 4. To support the effectiveness implementation of its duties and responsibilities, Board of Directors may establish a committee. 5. Board of Directors shall carry out the evaluation to committee's performance at every end of fiscal year. 6. Every member of Board of Directors shall be responsible jointly for the losses suffered by the Company as the consequence of negligence or omission of the member of Board of Directors in performing his/her tasks. 7. Member of Board of Directors shall not be accounted for the loss suffered by the Company if able to prove that: <ol 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;
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<p>pengurusan yang mengakibatkan kerugian;</p> <p>iv. Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.</p> <p>8. Direksi berwenang menjalankan pengurusan sesuai dengan kebijakan yang dipandang tepat, sesuai dengan maksud dan tujuan yang ditetapkan dalam Anggaran Dasar.</p> <p>9. Direksi berhak mewakili Perseroan di dalam dan di luar Pengadilan tentang segala hal dan dalam segala kejadian, mengikat Perseroan dengan pihak lain dan pihak lain dengan Perseroan, serta menjalankan segala tindakan, baik yang mengenai kepengurusan maupun kepemilikan, akan tetapi dengan pembatasan - pembatasan yang ditetapkan dalam Anggaran Dasar Perseroan.</p> <p>10. Direktur Utama berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan. Di dalam hal Direktur Utama tidak hadir atau berhalangan karena sebab apapun, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka salah seorang anggota Direksi lainnya berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan.</p>	<p>iv. Has taken act to prevent the arising or continuation of such loss.</p> <p>8. The Board of Directors shall be authorized to perform the management according to the policy considered appropriate, according to the aims and objectives determined in the Articles of Association.</p> <p>9. The Board of Directors shall be entitled to represent the Company within and outside the Court regarding all matters and in all events, bind the company to other parties and vice versa, and take all actions, relating to management or ownership; however, with the limitation that is exist and mentioned in the Articles of Association of the Company.</p> <p>10. President Director shall be entitled and authorized to act for and on behalf of and represent the Company. In case the President Director is absent or indisposed due to any reason, which impediment should unnecessarily be proven to third parties, then the other member of the Board of Directors shall be entitled and authorized to act for and on behalf of the Board of Directors as well as represent the Company.</p> <p>C. Rapat Direksi</p> <p>1. Direksi wajib mengadakan Rapat Direksi secara berkala paling kurang 1 (satu) kali dalam setiap bulan. Rapat Direksi dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Direksi.</p> <p>2. Direksi wajib mengadakan rapat bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.</p> <p>3. Kehadiran anggota Direksi dalam rapat sebagaimana dimaksud pada poin (1) dan (2) wajib diungkapkan dalam Laporan Tahunan Perseroan.</p> <p>C. Board of Directors Meeting</p> <p>1. Board of Directors shall hold Meeting of Board of Directors at least 1 (once) every month. Board of Directors Meeting may be held if attended by majority of total members of Board of Directors.</p> <p>2. The Board of Directors shall hold the meeting together with the Board of Commissioners at least 1 (once) every 4 (four) months.</p> <p>3. The attendance of member of Board of Directors as referred to in point (1) and (2) shall be disclosed in the Company's Annual Report.</p>
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<p>4. Direksi harus menjadwalkan rapat Direksi dan rapat Direksi bersama Dewan Komisaris untuk tahun berikutnya sebelum berakhirnya tahun buku.</p> <p>5. Pada rapat yang telah dijadwalkan sebagaimana dimaksud diatas, bahan rapat disampaikan kepada peserta paling lambat 5 (lima) hari sebelum rapat diselenggarakan.</p> <p>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> <p>7. Pemanggilan Rapat Direksi dilakukan oleh anggota Direksi yang berhak bertindak untuk dan atas nama Direksi menurut ketentuan Anggaran Dasar. Apabila anggota Direksi tersebut tidak melakukan panggilan dalam waktu 3 (tiga) hari sejak permintaan disampaikan atau sejak lewatnya batas waktu yang dijadwalkan untuk Rapat Direksi, maka panggilan dilakukan oleh anggota Direksi lainnya.</p> <p>8. Pemanggilan Rapat Direksi disampaikan kepada setiap anggota Direksi secara langsung maupun dengan surat tercatat dengan mendapat tanda terima yang layak, atau dengan telegram, telefax, facsimile yang segera ditegaskan dengan surat tercatat paling lambat 3 (tiga) hari sebelum Rapat Direksi diadakan dengan tidak memperhitungkan tanggal pemanggilan dan tanggal Rapat Direksi.</p> <p>9. Pemanggilan Rapat Direksi itu harus mencantumkan hari, tanggal, jam, tempat dan acara rapat.</p> <p>10. Rapat Direksi diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha Perseroan. Apabila semua anggota Direksi hadir atau diwakili, pemanggilan terlebih dahulu tersebut tidak disyaratkan dan Rapat Direksi dapat diadakan dimanapun juga dan berhak mengambil keputusan yang sah dan mengikat.</p>	<p>4. Board of Directors shall schedule Meeting of Board of Directors and joint meeting of Board of Directors and Board of Commissioners for the subsequent year before the end of the fiscal year.</p> <p>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.</p> <p>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> <p>7. Notification to a Meeting of Board of Directors shall be served by a member of the Board of Directors entitled to act for and on behalf of the Board of Directors according to the provisions in the Articles of Association. If the member of Board of Directors fails to submit the notice within 3 (three) days as of the request or as of the lapse of deadline scheduled for the Meeting of Board of Directors, then the notice shall be made by the other member of Board of Directors.</p> <p>8. Invitation to a Meeting of Board of Directors shall be addressed to every member of Board of Directors directly or through registered mail with proper receipt, or by telegram, telefax, facsimile immediately confirmed by the registered mail 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 Directors meeting shall contain the day, date, hour, venue and agenda of meeting.</p> <p>10. Meeting of Board of Directors shall be held at the Company's domicile or place of business activities. If all members of the Board of Directors are present or represented, no prior notice shall be required and the Meeting of Board of Directors can be held anywhere and shall be entitled to adopt valid and binding resolutions.</p>
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<p>11. Rapat Direksi dipimpin oleh Direktur Utama, dalam hal Direktur Utama tidak dapat hadir atau berhalangan, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka Rapat Direksi dipimpin oleh salah seorang Direktur yang ditunjuk oleh dan dari antara para anggota Direksi yang hadir di Rapat Direksi yang bersangkutan.</p> <p>12. Seorang anggota Direksi dapat diwakili dalam Rapat Direksi hanya oleh anggota Direksi lainnya berdasarkan surat kuasa.</p> <p>13. Pengambilan keputusan Rapat Direksi 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 Direksi yang akan menentukan.</p> <p>15. Setiap anggota Direksi yang hadir berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Direksi lain yang diwakilinya.</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 Direksi 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 Direksi yang hadir dan disampaikan kepada seluruh anggota Direksi.</p> <p>19. Dalam hal terdapat anggota Direksi yang tidak menandatangani hasil rapat, yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat</p>	<p>11. Board of Directors Meeting shall be chaired by President Director. In case the President Director is absent or indisposed, which impediment should unnecessarily be proven to any third parties, Meeting of Board of Directors shall be chaired by one Director elected by and from the members of Board of Directors present in the relevant Meeting of Board of Directors.</p> <p>12. A member of the Board of Directors can be represented in a Meeting of Board of Directors only by another member of Board of Directors by virtue of a power of attorney.</p> <p>13. The resolution of a Meeting of Board of Directors 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 Directors Meeting shall decide.</p> <p>15. Each member of the Board of Directors present shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Directors he/she represented.</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 of Board of Directors 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 Directors present, and addressed to all members of Board of Directors.</p> <p>19. In case there is member of Board of Directors not willing to sign the result of Meeting, the relevant party shall mention the reason in writing in</p>
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<p>tersendiri yang dilekatkan pada risalah rapat.</p> <p>20. Risalah rapat wajib didokumentasikan oleh Perseroan.</p> <p>D. Nilai – Nilai</p> <ol style="list-style-type: none"> Setiap anggota Direksi wajib melaksanakan tugasnya dengan itikad baik, penuh tanggung jawab, integritas tinggi, kehati-hatian, serta menjunjung tinggi dan mengedepankan profesionalisme dan etika bisnis. Setiap anggota Direksi dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan usaha Perseroan. Setiap anggota Direksi harus menjaga kerahasiaan terkait informasi Perseroan, terutama informasi material yang mempengaruhi kegiatan usaha Perseroan. Direksi senantiasa bertindak sesuai dan patuh kepada Anggaran Dasar Perseroan, peraturan pasar modal, UUPT, dan peraturan perundang-undangan lainnya yang terkait dengan kegiatan usaha Perseroan. Anggota Direksi hendaknya menjadi panutan bagi seluruh karyawan Perseroan dalam hal bertindak sesuai dengan prinsip Tata Kelola Perusahaan yang Baik (<i>Good Corporate Governance</i>). <p>E. Waktu dan Lokasi Kerja</p> <ol style="list-style-type: none"> Direksi wajib mengikuti jam kerja yang berlaku di Perseroan serta waktu-waktu lainnya sesuai dengan tugas dan profesionalisme yang dimilikinya. Direksi wajib mengikuti kegiatan di luar jadwal waktu kerja normal sepanjang kegiatan tersebut berhubungan langsung dengan kegiatan usaha Perseroan. Lokasi kerja Direksi ada di Kantor Pusat dan tempat-tempat lainnya yang berhubungan dengan kegiatan usaha Perseroan. 	<p>separate letter attached to the minutes of Meeting.</p> <p>20. The Minutes of Meeting shall be documented by the Company.</p> <p>D. Values</p> <ol style="list-style-type: none"> Every member of the Board of Directors shall carry out their duties with good faith, full of responsibility, high integrity, prudence, and to uphold and prioritize professionalism and business ethics. Members of the Board of Directors is prohibited from taking personal benefit either direct or indirect from the Company's business activity. Members of the Board of Directors shall keep confidentiality of Company's information, especially for material information that give impact to Company's business activity. Board of Directors shall act according to and comply to the Company's Articles of Association, capital market regulation, company law and other prevailing laws and regulation related to the Company's business activity. Members of the Board of Directors 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>E. Working Time and Location</p> <ol style="list-style-type: none"> Board of Directors shall follow the working time applicable in the Company and at any other time according to the tasks and professionalism. Board of Directors shall follow activities outside the normal working schedule as long as the activity is directly related to the Company's business activity. Working location of Board of Directors is at the Head Office and any other location that is related to the Company's business activity.
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<p>F. Pelaporan dan Pertanggungjawaban</p> <p>Direksi wajib membuat laporan pertanggungjawaban atas jalannya kegiatan usaha Perseroan, wajib menyusun Laporan Tahunan, Laporan Keuangan, serta laporan lainnya sesuai dengan peraturan perundang-undangan yang berlaku.</p> <p style="text-align: center;">Bab III MASA BERLAKU</p> <p>Pedoman Kerja Direksi ini belaku sejak ditanda tangani oleh seluruh anggota Direksi, 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;">Bab IV KEPATUHAN</p> <p>Pedoman Kerja Direksi Perseroan ini wajib dipatuhi, ditaati dan dilaksanakan oleh seluruh anggota Direksi Perseroan.</p> <p style="text-align: center;">Bab V PENUTUP DAN PENGESAHAN</p> <p>Pedoman Kerja (Charter) Direksi ini telah disusun dan di sahkan pada tanggal 2 Maret 2020. Evaluasi terhadap Pedoman Kerja (Charter) ini akan dilakukan secara berkala untuk menyesuaikan dengan peraturan perundang-undangan dan perkembangan bisnis yang terjadi.</p>	<p>F. Reporting and Accountability Report</p> <p>The Board of Directors shall make the accountability report for the Company's business activity, shall prepare Annual Report, Financial Report, and other reports according to the prevailing laws and regulations.</p> <p style="text-align: center;">Chapter III VALIDITY PERIOD</p> <p>This Charter of Board of Directors 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;">Chapter IV SUBMISSION</p> <p>This Charter of Board of Directors shall be obeyed, adhered to and implemented by all members of Board of Directors.</p> <p style="text-align: center;">Chapter V CLOSING AND AUTHORIZATION</p> <p>This Charter of the Board of Directors has been prepared and authorized on 2nd March 2020. Evaluation of this Charter will be made periodically to adjust and comply with the prevailing regulations and development of the business operations of the Company.</p>
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Jakarta, 2 Maret / March 2020

Disetujui oleh / Approved by:

Direksi / Board of Directors

PT Kokoh Inti Arebama Tbk



Narongsak Ngamamornpirat

Direktur Utama /
President Director



Susalak Khiew-Orn

Direktur /
Director



Preeda Phothisuwant

Direktur /
Director



Y. Agung Kuncoro Hadi

Direktur Independen /
Independent Director