



RADIANT
UTAMA
INTERINSKO

BOARD MANUAL

SKB/002/RUI/XII/2022

2022
EDITION

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A. OBJECTIVES

- Establishing a framework for the duties, responsibilities, and authority of Board of Commissioners members in executing their roles and activities to foster professional, transparent, and efficient corporate governance.
- Safeguarding the interests of stakeholders.
- Enhancing adherence to relevant legislation and ethical principles.

B. DEFINITIONS

- **Legislation** is a written regulation that contains generally binding legal norms and is formed or established by state institutions or authorized officials through procedures set forth in the legislation.
- **Company is** PT Radiant Utama Interinsco Tbk.
- **Board of Commissioners** is an organ of the Company tasked with conducting general and/or specific oversight in accordance with the articles of association and providing advice to the Board of Directors.
- **Independent Commissioner** is a member of the Board of Commissioners who comes from outside the Issuer or Public Company and meets the requirements to be an Independent Commissioner.
- **Board of Directors** is the organ of the Company that is authorized and fully responsible for managing the Company in the interest of the Company in accordance with the Company's aims and objectives, and represents the Company both in and out of court in accordance with the provisions of the Articles of Association.

C. MEMBERSHIP OF THE BOARD OF COMMISSIONERS

1. Structure of the Board of Commissioners Membership

- a. The Company is supervised by the Board of Commissioners, the number of which is adjusted according to the Company's needs, with the provision of at least three (3) members of the Board of Commissioners, and one of the members of the Board of Commissioners is appointed as the President Commissioner.
- b. In accordance with Regulation No. 8 of 1995 concerning Capital Markets, to maintain independence and avoid conflicts of interest, the Company's Board of Commissioners must include Independent Commissioners.

2. Appointment and Dismissal

Members of the Board of Commissioners are appointed and dismissed by the General Meeting of Shareholders ("GMS").

3. Membership Nomination

Proposal for the appointment, dismissal, and/or replacement of members of the Board of Commissioners to the GMS after receiving recommendations from the Nomination and Remuneration Committee.

D. MEMBERSHIP REQUIREMENTS

The requirements to become a member of the Board of Commissioners upon appointment and during the term of office are as follows:

1. Have a good character, morals, and integrity.
2. Capable of performing legal acts.
3. In the last 5 (five) years before the election and during the term:
 - a. Never declared bankrupt;
 - b. Never been part of the Board of Directors and/or Board of Commissioners of a company that has been declared bankrupt;
 - c. Never convicted of crimes involving state finances and/or other financial sectors; and
 - d. Never been part of the Board of Directors and/or Board of Commissioners during their tenure:
 - Never held an annual general meeting.
 - Accountability as a member of the Board of Directors and/or the Board of Commissioners was once not accepted by the General Meeting of Shareholders (GMS) or he once did not provide accountability as a member of the Board of Directors and/or the Board of Commissioners to the GMS; and
 - Has ever caused a company that obtained a license, approval, or registration from the Financial Services Authority to fail to fulfill the obligation to submit annual reports and/or financial statements to the Financial Services Authority.

4. Having a commitment to comply with the Legislation.
5. Requirements to become an Independent Commissioner upon appointment and during their tenure:
 - a. Not a person who works or has the authority and responsibility to plan, lead, control, or supervise the Company's activities in the last 6 (six) months, except for reappointment as an Independent Commissioner of the Company in the next period;
 - b. Do not have shares, either directly or indirectly, in the Company;
 - c. Do not have an Affiliated relationship with the Company, members of the Board of Commissioners, members of the Board of Directors, or major shareholders of the Company; and
 - d. Do not have any business relationships, either directly or indirectly, related to the Company's business activities.

E. TERM OF OFFICE AND DUAL POSITIONS

1. In accordance with the provisions of the Company's Articles of Association, the term of office for members of the Board of Commissioners is for 1 (one) period, up to the closing of the 5th (fifth) annual GMS.
2. An Independent Commissioner who has served for 2 (two) consecutive terms may be reappointed for the subsequent term as long as the Independent Commissioner declares their continued independence to the GMS.
3. The term of office for a member of the Board of Commissioners ends if:
 - a. Resigning in accordance with the provisions of the Company's Articles of Association;
 - b. Passed away;
 - c. Dismissed based on the decision of the GMS;
 - d. Declared bankrupt or placed under guardianship based on a court decision;
 - e. No longer meets the requirements of the Legislation.
4. The provisions regarding the dual positions of members of the Board of Commissioners are as follows:
 - a. Members of the Board of Commissioners may hold concurrent positions as:
 - Members of the Board of Directors can serve on a maximum of 2 (two) other Issuers or Public Companies.
 - Members of the Board of Commissioners may consist of a maximum of 2 (two) from the Issuer or other Public Companies.
 - b. In the event that a member of the Board of Commissioners does not concurrently hold a position as a member of the Board of Directors, the concerned member of the Board of Commissioners may concurrently hold a position as a member of the Board of Commissioners in a maximum of 4 (four) Issuers or Public Companies.

- c. Members of the Board of Commissioners may concurrently serve as members of a committee in a maximum of 5 (five) committees in the Issuer or Public Company where they also serve as members of the Board of Directors or members of the Board of Commissioners.

F. WORK HOUR

Each member of the Board of Commissioners has sufficient availability to perform the duties of the Board of Commissioners and can allocate the necessary time to prepare for and attend meetings, as well as participate in orientation, training, evaluation, and activities related to the functions and duties of the Board of Commissioners.

G. DUTIES, RESPONSIBILITIES AND AUTHORITY OF THE BOARD OF COMMISSIONERS

1. The Board of Commissioners is a corporate organ tasked with overseeing and being responsible for the supervision of management policies, the general conduct of management, both regarding the Company and the Company's business, and providing advice to the Board of Directors.
2. Under certain conditions, the Board of Commissioners is required to hold the annual GMS and other GMS in accordance with its authority as regulated in the legislation and the Company's Articles of Association.
3. Members of the Board of Commissioners are required to carry out their duties and responsibilities in good faith, with full responsibility and caution.
4. In order to support the effectiveness of the execution of duties and responsibilities as members of the Board of Commissioners, the Board of Commissioners is required to establish an Audit Committee and may establish other committees.
5. The Board of Commissioners is required to conduct an evaluation of the performance of the committee that assists in the execution of its duties and responsibilities at the end of each fiscal year.
6. The Board of Commissioners is required to perform the Nomination and Remuneration function by establishing a Nomination and Remuneration Committee that has the following duties and responsibilities:
 - a. Nomination Function
 - 1) Creating a policy regarding:
 - Composition of the positions of Board of Directors and/or Board of Commissioners members
 - Criteria required in the Nomination process
 - Performance evaluation for Board of Directors and/or Board of Commissioners members.

- 2) Conduct performance evaluations of the Board of Directors and/or Board of Commissioners members based on benchmarks and/or key performance indicators that have been prepared by the Company as evaluation materials for each member of the Board of Directors;
 - 3) Creating a competency development program for members of the Board of Directors and/or members of the Board of Commissioners, as well as the related Committees;
 - 4) Provide proposals and criteria for candidates eligible to be members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the GMS.
- a. Remuneration Function
- 1) Create policy regarding:
 - Remuneration Structure
 - Remuneration Policy
 - Amount of Remuneration
 - 2) Conducting performance evaluations with the appropriateness of the remuneration received by each member of the Board of Directors and/or the Board of Commissioners.
7. The Board of Commissioners needs to ensure that the Company implements the principles of "Good Corporate Governance" in carrying out every business activity of the Company.
8. The Board of Commissioners is obliged to carry out its duties and responsibilities based on the Company's Articles of Association, the Board of Commissioners Charter, and applicable laws and regulations.

H. TRANSPARENCY

1. Members of the Board of Commissioners are required to inform the Company about the shares owned by the respective Commissioner and/or their family members in the Company and other Companies, which will subsequently be recorded in a special register.
2. Members of the Board of Commissioners are required to report to the OJK on their ownership and any changes in ownership of the Company's shares no later than 10 (ten) days after the transaction occurs.

I. BOARD OF COMMISSIONERS MEETINGS

1. The Board of Commissioners is required to hold a Board of Commissioners Meeting at least once every 2 (two) months.
2. The Board of Commissioners meeting can be held if attended by the majority of all members of the Board of Commissioners.
3. The Board of Commissioners is required to hold a meeting with the Board of Directors periodically at least once every 4 (four) months.

4. The attendance of the Board of Commissioners members in meetings must be disclosed in the Company's annual report.
5. The Board of Commissioners must schedule meetings as referred to in paragraphs (1) and (3) for the following year before the end of the financial year, and the meeting materials for the scheduled meetings must be delivered to the meeting participants no later than 5 (five) days before the meeting is held.
6. Decision-making in the Board of Commissioners meeting is conducted based on deliberation for consensus. In the event that deliberation and consensus are not reached, the decision-making will be conducted by majority vote.
7. The results of the meeting of the Board of Commissioners and/or together with the Board of Directors must be recorded in the minutes of the meeting, signed by all attendees, and communicated to all members of the Board of Commissioners and/or members of the Board of Directors, and must be documented by the Company.

J. REPORTING AND ACCOUNTABILITY

1. The Board of Commissioners is required to account for the execution of its duties to the shareholders through the General Meeting of Shareholders (GMS).
2. Reporting on the duties and responsibilities of the Board of Commissioners is submitted in the form of the Board of Commissioners' Supervisory Report to the Annual General Meeting of Shareholders.
3. Approval of the Supervisory Report by the Annual General Meeting of Shareholders means granting full acquittal and release of responsibility to the Board of Commissioners for the supervision carried out during the previous fiscal year, as long as such actions are reflected in the Supervisory Report of the Board of Commissioners.

K. ETHICS

Each member of the Board of Commissioners is required to perform their duties in good faith, with full responsibility and caution, while always adhering to the applicable laws and regulations, including those related to the implementation of Good Corporate Governance and the Company's Articles of Association.

L. MEMBERSHIP OF THE BOARD OF DIRECTORS

1. Membership Structure

- a. The Company is overseen by the Board of Directors, the number of which is adjusted according to the Company's needs, with a minimum of three (3) members and one of the members designated as the President Director.
- b. In accordance with Capital Market regulations, to maintain independence and avoid conflicts of interest, the Company's Board of Directors must include Independent Commissioners.

2. Appointment and Dismissal.

Members of the Board of Commissioners are appointed and dismissed by the General Meeting of Shareholders ("GMS").

3. Membership Nomination.

Proposal for the appointment, dismissal, and/or replacement of Board of Directors members to the GMS after receiving recommendations from the Nomination and Remuneration Committee.

M. MEMBERSHIP REQUIREMENTS

Requirements to become a member of the Board of Commissioners upon appointment and during the term:

1. Have good character, morals, and integrity.
2. Capable of performing legal actions.
3. In the last 5 (five) years before the election and during the term:
 - a. Never declared bankrupt;
 - b. Never been part of the Board of Directors and/or Board of Commissioners of a company that has been declared bankrupt;
 - c. Never convicted of crimes involving state finances and/or other financial sectors; and
 - d. Never been part of the Board of Directors and/or Board of Commissioners during their tenure:
 - Never held an annual general meeting.
 - His accountability as a member of the Board of Directors and/or the Board of Commissioners was once not accepted by the General Meeting of Shareholders (GMS) or he once did not provide accountability as a member of the Board of Directors and/or the Board of Commissioners to the GMS; and
 - Has ever caused a company that obtained a license, approval, or registration from the Financial Services Authority to fail to fulfill the obligation to submit annual reports and/or financial statements to the Financial Services Authority.
4. Having knowledge and/or expertise in the field required by the Company.
5. Having a commitment to comply with the Legislation.

N. TERM OF OFFICE AND DUAL POSITIONS

1. In accordance with the provisions of the Company's Articles of Association, for 1 (one) term of office, the members of the Board of Directors serve until the closing of the 5th (fifth) annual GMS.
2. The term of office for a Board Member ends if:
 - a. Resigning in accordance with the provisions of the Company's Articles of Association;
 - b. Passed away;
 - c. Dismissed based on the decision of the GMS;
 - d. Declared bankrupt or placed under guardianship based on a court decision;
 - e. No longer meets the requirements of the legislation.
3. The provisions regarding multiple positions held by members of the Board of Directors are as follows:
 - a. Members of the Board of Directors may hold concurrent positions as:
 - 1) The Board of Directors members are limited to a maximum of 1 (one) Issuer or other Public Company;
 - 2) Members of the Board of Commissioners may hold a maximum of 3 (three) positions in other Issuers or Public Companies.
 - 3) Committee members can serve on a maximum of 5 (five) committees in an issuer or public company where they also hold positions as members of the Board of Directors or Board of Commissioners.
 - b. Holding multiple positions can only be done as long as it does not conflict with other regulations.

O. TEMPORARY SUSPENSION

1. Members of the Board of Directors may be temporarily dismissed at any time by the Board of Commissioners with stated reasons.
2. The temporary suspension as referred to in paragraph 1 shall be notified in writing to the concerned member of the Board of Directors.
3. In the event that there are members of the Board of Directors who are temporarily dismissed as referred to in paragraph 1, the Board of Commissioners must hold a General Meeting of Shareholders (GMS) to revoke or confirm the decision of the temporary dismissal.
4. The GMS as referred to in paragraph 3 must be held no later than 90 (ninety) calendar days after the date of the temporary dismissal.
5. With the expiration of the period for holding the GMS as referred to in paragraph 4 or the GMS being unable to make decisions, the temporary dismissal as referred to in paragraph 1 becomes void.
6. In the GMS as referred to in paragraph 3, the concerned member of the Board of Directors is given the opportunity to defend themselves.

7. Members of the Board of Directors who are temporarily suspended as referred to in paragraph 1 are not authorized to:
 - a. managing the Company's administration for the benefit of the Company in accordance with the Company's aims and objectives;
 - b. representing the Company in and out of court.
8. The limitation of authority as referred to in paragraph 7 applies from the decision of temporary dismissal by the Board of Commissioners until:
 - a. there is a GMS decision that confirms or cancels the temporary dismissal as referred to in paragraph 3; or
 - b. the expiration of the period as referred to in paragraph 4.
9. In the event that the GMS confirms the decision for temporary dismissal, the concerned member of the Board of Directors will be dismissed permanently.
10. If the temporarily dismissed member of the Board of Directors does not attend the GMS, then the temporarily dismissed member of the Board of Directors is considered to have waived their right to defend themselves in the GMS, thus the temporarily dismissed member of the Board of Directors accepts the GMS decision.

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P. WORK HOUR

Each member of the Board of Directors has sufficient availability to perform their duties and can allocate the necessary time to prepare for and attend meetings, as well as participate in orientation, training, assessments, and activities related to the functions and duties of the Board of Directors.

Q. DUTIES, RESPONSIBILITIES AND AUTHORITY OF THE BOARD OF DIRECTORS

1. The Board of Directors is the corporate organ responsible for managing and overseeing the company's affairs for the benefit of the Company in accordance with the Company's objectives and purposes as stipulated in the Company's articles of association.
2. The Board of Directors is required to hold the annual GMS and other GMS in accordance with their authority as regulated in the Legislation and the Company's Articles of Association.
3. Board members are required to carry out their duties and responsibilities in good faith, with full responsibility and caution.
4. The Board of Directors may establish a Committee to support the effectiveness of the execution of duties and responsibilities as members of the Board of Directors and is required to evaluate the performance of the committee at the end of each fiscal year.

5. The Board of Directors is responsible for the successful development, management, and control of the company's general management.
6. The Board of Directors is required to prepare an Annual Work Program each year concerning the formulation of business goals and company strategies, as well as financial performance targets for the upcoming fiscal year, taking into account the outlined objectives, strategies, vision, and values. Furthermore, the Annual Work Program must be submitted to the Board of Commissioners.
7. The Board of Directors is required to submit reports regularly in accordance with applicable regulations to the Board of Commissioners, capital market authorities, and shareholders at the annual General Meeting of Shareholders, which includes semi-annual/half-yearly and annual reports on the company's activities.
8. The Board of Directors is required to implement and uphold the principles of "Good Corporate Governance" in carrying out every business activity of the company.
9. The Board of Directors is obliged to carry out their duties and responsibilities based on the company's Articles of Association, the Board of Directors' charter, and applicable laws and regulations.

R. CONFLICT OF INTEREST

If an event occurs where the interests of the Company conflict with the personal interests of one of the members of the Board of Directors, the Company will be represented by other members of the Board of Directors who do not have a conflict of interest. In the event that the Company has interests that conflict with the interests of all members of the Board of Directors, the Company will be represented by the Board of Commissioners or a person appointed by the Board of Commissioners. In the absence of members of the Board of Commissioners, the General Meeting of Shareholders (GMS) appoints one or more individuals to represent the Company in carrying out the aforementioned duties.

S. TRANSPARENCY

1. Members of the Board of Directors are required to inform the Company about the shares owned by the respective Board member and/or their family in the Company and other Companies, which will subsequently be recorded in a special register.
2. Members of the Board of Directors are required to report to the OJK on the ownership and any changes in ownership of the Company's shares no later than 10 (ten) days after the transaction occurs.

T. BOARD OF DIRECTORS MEETINGS

1. The Board of Directors is required to hold a Board of Directors meeting at least once a month.
2. The Board of Directors meeting can be held if attended by the majority of all Board members.
3. The Board of Directors is required to hold a joint meeting with the Board of Directors periodically at least once every 4 (four) months.
4. The attendance of the Board of Directors members in meetings must be disclosed in the Company's annual report.
5. The Board of Directors must schedule the meetings as referred to in paragraphs 1 and 3 for the following year before the end of the fiscal year, and the meeting materials for the scheduled meetings must be delivered to the meeting participants no later than 5 (five) days before the meeting is held.
6. Decision-making in the Board of Directors' meeting is conducted based on deliberation for consensus, and if consensus is not reached, the decision is made by majority vote.
7. The results of the meeting of the Board of Directors and/or together with the Board of Directors must be recorded in the minutes of the meeting, signed by all present, and communicated to all members of the Board of Directors and/or the Board of Directors, and must be documented by the Company.

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U. REPORTING AND ACCOUNTABILITY

1. The Board of Directors must report on its responsibilities to the shareholders during the General Meeting of Shareholders (GMS).
2. The Board of Directors' functions and responsibilities are reported in the Board of Directors' Report and the Annual Report presented at the Annual General Meeting of Shareholders.
3. The Annual General Meeting's approval of the Board of Directors' Report and the Annual Report signifies the complete acquittal and discharge of the Board of Directors' responsibilities for the management conducted in the preceding financial year, provided that these actions are documented in the Annual Report.

V. ETHICS

Each member of the Board of Directors must execute their responsibilities in good faith, with due diligence and prudence, consistently complying with relevant laws and regulations, including those pertaining to the enforcement of Good Corporate Governance and the Company's Articles of Association.

W. CLOSING

1. The Work Guidelines for the Board of Commissioners and Directors become effective on December 9, 2022.
2. The Work Guidelines for the Board of Commissioners and Directors will be routinely reviewed and modified in accordance with relevant legislation and provisions.



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