

# Board Manual

2025 Edition



**BOARD MANUAL**  
**PT RADIANT UTAMA INTERINSCO Tbk**  
**NO. SKB/002/RUI/VIII/2025**

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PT Radiant Utama Interinsco Tbk ("The Company"), as a publicly listed company with its shares traded on the Indonesia Stock Exchange (IDX), is required to establish a Board Manual as a working guideline for the Board of Commissioners and the Board of Directors. This document serves as a foundational reference for defining the scope of duties and authorities in the management of the Company, in accordance with the prevailing laws and regulations. This Board Manual is binding on all members of the Board of Commissioners and the Board of Directors and represents a commitment to the implementation of Good Corporate Governance (GCG). This guideline has been prepared based on the following references:

- a. Law No. 40 of 2007 concerning Limited Liability Companies.
- b. Law No. 8 of 1995 concerning Capital Markets.
- c. Financial Services Authority Regulation (POJK) No. 21/POJK.04/2015 concerning the Implementation of Corporate Governance Guidelines for Public Companies.
- d. Financial Services Authority Circular Letter No. 32/SEOJK.04/2015 concerning the Corporate Governance Guidelines for Public Companies.
- e. Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Boards of Directors and Commissioners of Issuers of Public Companies.
- f. Decree of the Board of Directors of the Indonesia Stock Exchange No. Kep-00066/BEI/09-2022 regarding the Amendment to Regulation No. I-E on the Obligation to Submit Information.
- g. The Articles of Association of PT Radiant Utama Interinsco Tbk, including all of its amendments.
- h. Resolutions of the General Meeting of Shareholders as recorded in the GMS minutes.
- i. The Corporate Governance Guidelines of PT Radiant Utama Interinsco Tbk

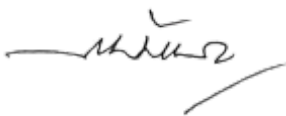
**Jakarta, 8<sup>th</sup> August 2025**



**AMIRA GANIS**  
**PRESIDENT COMMISSIONER**



**ABY ABDULLAH GANIS**  
**PRESIDENT DIRECTOR**



**NINO FEDIAWAN KUSMEDI**  
**COMMISSIONER**



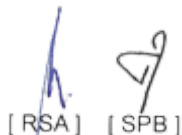
**MISYAL A. BAHWAL**  
**COMMISSIONER**



**ZAKI MAULANA**  
**DIRECTOR**



**SOEHARTO NURCAHYONO**  
**DIRECTOR**



[ RSA ] [ SPB ]

# PRELIMINARY



# Purpose

This Board Manual for the Board of Commissioners and the Board of Directors is intended to:

- a. Serve as a reference/guideline regarding the duties, responsibilities, and authorities of members of the Board of Commissioners and the Board of Directors in carrying out their roles and functions to ensure professional, transparent and efficient corporate governance;
- b. Safeguard the interests of all Company Stakeholders; and
- c. Enhance compliance with applicable laws, regulations, and prevailing business ethics.

## Definitions

**Company** refers to PT Radiant Utama Interinsco Tbk.

**Corporate Organs** refer to the **General Meeting of Shareholders (GMS)**, the Board of Commissioners, and the Board of Directors.

**General Meeting of Shareholders (GMS)** is a corporate organ that holds authorities not otherwise delegated to the Board of Commissioners or the Board of Directors, within the scope defined by the Law on Limited Liability Companies and/or the Company's Articles of Association.

**Board of Commissioners** is a corporate organ responsible for providing general and/or specific oversight in accordance with the Articles of Association, and for advising the Board of Directors in managing the Company.

**Board of Directors** is a corporate organ with the authority and full responsibility for managing the Company in the best interest of the Company and in alignment with its vision and objectives, as well as representing the Company both in and out of court as stipulated in the Articles of Association.

**Laws and Regulations** refer to written legal instruments that contain binding legal norms and are enacted or established by authorized state institutions or officials through procedures stipulated by applicable legislation.

**Good Corporate Governance (GCG)** refers to the principles that underpin the processes and mechanisms of corporate management based on applicable laws, regulations, and ethical business practices. GCG ensures that the Company is governed and controlled in a manner that safeguards the interests of Stakeholders in accordance with regulatory requirements and GCG principles.

**Shareholders** are individuals, companies, or institutions that hold atleast one share in the Company and whose names are listed on the sahare certificate.

**Stakeholders** are parties with direct or indirect interests in the Company, including but not limited to employees, suppliers, customers, business partners, creditors, investors, government entities, the public and other relevant parties who may influence or be influenced by the Company's operations.

**Issuer** refers to any party conducting a public offering (offering secruities to the public) in accordance with procedures stipulated under the Capital Market Law and its implementing regulations (Source: Law of the Republic of Indonesia No. 8 of 1995 on Capital Markets).

**Public Company** refers to a limited liability company whose shares are owned by atleast 300 (three hundred) Shareholders and that has a minimum paid-up capital of IDR 3,000,000,00 (three billion rupiah), or another number of Shareholders and capital threshold as determined by Government Regulation (Source: Law of the Republic Indonesia No. 8 of 1995 on Capital Market)



# BOARD OF COMMISSIONERS



## Board of Commissioners Membership

- a. The Company is supervised by a Board of Commissioners, the number of which is determined based on the Company's needs, provided that there shall be a minimum of 3 (three) members, including one appointed as the President Commissioner.
- b. In accordance with the Capital Market Law, to uphold independence and prevent conflicts of interest, the Company's Board of Commissioners must include at least one Independent Commissioner.
- c. Members of the Board of Commissioners are appointed and dismissed by the General Meeting of Shareholders (GMS).
- d. Proposals for the appointment, dismissal, and/or replacement of members of the Board of Commissioners to the GMS must be submitted following a recommendation from the Nomination and Remuneration Committee.

## Board of Commissioners Membership Requirements

To be eligible and remain eligible as a member of the Board of Commissioners, an individual must:

- a. Possess good character, morality and integrity;
- b. Be legally competent;
- c. Within the last 5 (five) years prior to appointment and during tenure, must not have:
  - 1) Been declared bankrupt;
  - 2) Served as a member of the Board of Directors and/or Board of Commissioners in a company declared bankrupt;
  - 3) Been convicted of a criminal offense involving state finances and/or the financial sector;
  - 4) Served as a member of the Board of Directors and/or Board of Commissioners who, during their tenure:
    - a) Failed to convene the annual GMS;
    - b) Whose accountability was not accepted by the GMS or failed to present an accountability report; and
    - c) Caused a company licensed or registered with the Financial Services Authority (OJK) to fail in submitting its annual and/or financial reports to OJK.
- d. Demonstrate a commitment to comply with applicable laws and regulations.
- e. Specific requirements for Independent Commissioners, both at appointment and during tenure, including:
  - 1) Must not have been employed by or held a position with authority to plan, lead, control, or supervise the Company's activities in the past 6 (six) months, except in the case of reappointment as an Independent Commissioner in the next term;

- 2) Must not hold, either directly or indirectly, any shares in the Company;
- 3) Must have no affiliation with the Company, any member of the Board of Commissioners or Board of Directors, or any major Shareholder of the Company;
- 4) Must not have any business relationship, either directly or indirectly, that relates to the Company's business activities.

## Board of Commissioners Working Time

Each member of the Board of Commissioners must allocate sufficient time to perform their duties, including attending meetings, participating in orientation programs, training, evaluations, and other activities relevant to their responsibilities.

## Board of Commissioners Terms of Office

1) According to the Articles of Association, a term of office for a Commissioner shall be no longer than the conclusion of the 5th (fifth) Annual GMS following their appointment.

1) Independent Commissioners who have served for 2 (two) terms may be reappointed in the next term, provided that they reaffirm their independence to the GMS.

The term of office of a member of the Board of Commissioners shall end under the following circumstances:

- a) Voluntary resignation in accordance with the provisions of the Company's Articles of Association;
- b) Death;
- c) Dismissal by resolution of the GMS;
- d) Bankruptcy or legal incapacity as determined by a court; and/or
- e) Failure to meet the legal requirements.



# Board of Commissioners Concurrent Positions

The provisions regarding concurrent positions held by members of the Board of Commissioners are as follows:

- a. A member of the Board of Commissioners may be concurrently serve as:
  - 1) A member of the Board of Directors in no more than 2 (two) other Issuers or Public Companies;
  - 2) A member of the Board of Commissioners in no more than 2 (two) other Issuers or 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, they may concurrently serve as a member of the Board of Commissioners in up to 4 (four) Issuers or Public Companies.
- c. A member of the Board of Commissioners may concurrently serve as a member of up to 5 (five) committees in Issuers or Public Companies where they also hold a position as a member of the Board of Directors or the Board of Commissioners.

## Board of Commissioners Duties, Responsibilities, and Authorities

- a. Under specific conditions, the Board of Commissioners is required to convene the Annual GMS and other GMS as authorized by prevailing laws and the Company's Articles of Association.
- b. Commissioners must carry out their duties and responsibilities in good faith, with due care and full responsibility.
- c. To support the effective discharge of its responsibilities, the Board of Commissioners must establish an Audit Committee and may establish other supporting committees as deemed necessary.
- d. The Board of Commissioners must evaluate the performance of all committees assisting it at the end of each financial year.
- e. The Board of Commissioners must carry out nomination and remuneration functions through a Nomination and Remuneration Committee, which is responsible for:
  - 1) Nomination Function
    - a) Establishing policies on:
      - i. The composition of the Board of Directors and/or Board of Commissioners;
      - ii. Criteria used in the nomination process;
      - iii. Performance evaluation for the Board of Directors and/or Board of Commissioner
    - b) Assessing the performance of the Board of Directors and/or Board of Commissioners based on key performance indicators (KPIs) established by the Company.

- c) Developing competency enhancement programs for members of the Board of Directors, Board of Commissioners, and relevant committees.
- d) Recommending eligible candidates for the Board of Directors and/or Board of Commissioners to the GMS.
- 2) Remuneration Function
  - a) Formulating policies on:
    - i. Remuneration structure;
    - ii. Remuneration policy;
    - iii. Amount of remuneration.
  - b) a) Conducting performance assessments aligned with the remuneration received by each member of the Board of Directors and/or Board of Commissioners.
- f. The Board of Commissioners shall ensure that the Company implements the principles of Good Corporate Governance (GCG) in the conduct of all its business activities.
- g. The Board of Commissioners is obliged to perform its duties and responsibilities in accordance with the Company's Articles of Association, the Board of Commissioners Charter, and all applicable laws and regulations.

## Board of Commissioners Transparency Aspect

- a. Members of the Board of Commissioners must disclose to the Company any shares owned by themselves and/or their family members in the Company and in other companies, to be subsequently recorded in a special register.
- b. Members of the Board of Commissioners must report to the Financial Services Authority (OJK) any ownership and any changes in ownership of the Company's shares no later than ten (10) days from the date of the transaction.
- c. Members of the Board of Commissioners are responsible for the preparation and submission of the annual report, including the audited financial statements and the corporate governance implementation report.

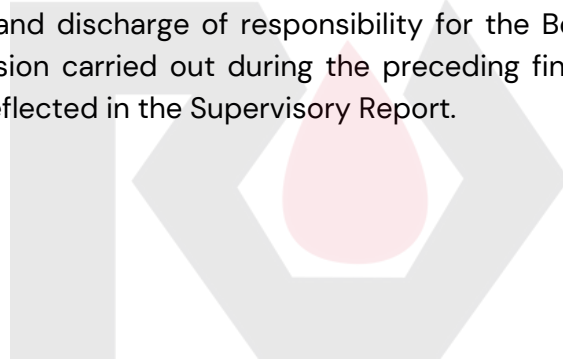
## Board of Commissioners Meetings

- a. The Board of Commissioners must convene a Board of Commissioners Meeting at least once every two (2) months.
- b. A Board of Commissioners Meeting may be held if attended by the majority of the total members of the Board of Commissioners.
- c. The Board of Commissioners must hold a joint meeting with the Board of Directors on a regular basis, at least once every four (4) months.
- d. The attendance of the members of the Board of Commissioners at meetings must be disclosed in the Company's annual report.
- e. The Board of Commissioners must schedule the meetings as referred to in items 6a and 6c for the following year before the end of the current financial year, and the meeting materials for such scheduled meetings must be provided to the meeting participants no later than five (5) days prior to the meeting.

- f. Decisions of the Board of Commissioners Meetings shall be made based on deliberation to reach consensus. In the event consensus cannot be reached, decisions shall be made by a majority vote.
- g. The results of the Board of Commissioners Meetings and/or joint meetings with the Board of Directors must be documented in meeting minutes, signed by all attendees, submitted to all members of the Board of Commissioners and/or the Board of Directors, and properly archived by the Company.

## Board of Commissioners Reporting and Accountability

- a. The Board of Commissioners must account for the performance of its duties to the shareholders through the General Meeting of Shareholders (GMS).
- b. The reporting of the duties and responsibilities of the Board of Commissioners shall be submitted in the form of the Board of Commissioners' Supervisory Report to the Annual GMS.
- c. Approval of the Board of Commissioners' Supervisory Report by the Annual GMS shall constitute full release and discharge of responsibility for the Board of Commissioners in respect of the supervision carried out during the preceding financial year, to the extent that such actions are reflected in the Supervisory Report.



# BOARD OF DIRECTORS



## Board of Directors Membership

- a. The Company is managed by a Board of Directors, the number of which shall be determined based on the needs of the Company, provided that it consists of at least three (3) members, with one member appointed as the President Director.
- b. Members of the Board of Directors shall be appointed and dismissed by the General Meeting of Shareholders (GMS).
- c. Meeting of Shareholders (GMS).

Proposals for the appointment, dismissal, and/or replacement of members of the Board of Directors to the GMS shall be made after obtaining recommendations from the Nomination and Remuneration Committee.

## Board of Directors Membership Requirements

The requirements to serve as a member of the Board of Directors, both at the time of appointment and throughout the term of office, are as follows:

- a. Possess good character, morality, and integrity.
- b. Be legally competent to act.
- c. Within the five (5) years prior to election and during the term of office:
  - 1) Has never been declared bankrupt;
  - 2) Has never served as a member of the Board of Directors and/or Board of Commissioners of a company that was declared bankrupt;
  - 3) Has never been convicted of a criminal offense involving state finances and/or the financial sector; and
  - 4) Has never served as a member of the Board of Directors and/or Board of Commissioners who, during their tenure:
    - a) Failed to hold an Annual GMS;  
Whose accountability as a member of the Board of Directors and/or Board of Commissioners was not accepted by the GMS, or who failed to provide accountability to the GMS; and
    - b) Caused a company holding a license, approval, or registration from the Financial Services Authority (OJK) to fail to fulfill its obligation to submit annual reports and/or financial statements to the OJK.
- d. Demonstrates a commitment to comply with applicable laws and regulations.
- e. Possesses knowledge and/or expertise in fields required by the Company.

## Board of Directors Working Hours

Each member of the Board of Directors must have sufficient time availability to carry out the duties of the Board of Directors and must be able to devote the necessary time to prepare for and attend meetings, as well as participate in orientation, training, evaluations, and other activities related to the functions and responsibilities of the Board of Directors.

## Board of Directors Terms of Office

- a. In accordance with the provisions of the Company's Articles of Association, the term of office of a member of the Board of Directors shall be a maximum of five (5) years, ending at the close of the fifth Annual GMS following their appointment.
- b. The term of office of a member of the Board of Directors shall end if:
  - 1) Voluntary resignation in accordance with the provisions of the Company's Articles of Association;
  - 2) Death;
  - 3) Dismissal by resolution of the GMS;
  - 4) Bankruptcy or legal incapacity as determined by a court; and/or
  - 5) Failure to meet the legal requirements.

## Board of Directors Concurrent Positions

The provisions on concurrent positions for members of the Board of Directors are as follows:

- a. Members of the Board of Directors may concurrently serve as:
  - 1) A member of the Board of Directors in no more than one (1) other Issuer or Public Company;
  - 2) A member of the Board of Commissioners in no more than three (3) other Issuers or Public Companies; and.
  - 3) A member of no more than five (5) committees in Issuers or Public Companies where they also serve as a member of the Board of Directors or the Board of Commissioners.
- b. Concurrent positions may only be held insofar as they do not conflict with other applicable laws and regulations.

## Board of Directors Duties, Responsibilities, and Authorities

- a. The Board of Directors must convene the Annual General Meeting of Shareholders (GMS) and other GMS meetings in accordance with its authorities as stipulated in the applicable laws and regulations and the Company's Articles of Association.
- b. Members of the Board of Directors must carry out their duties and responsibilities in good faith, with full responsibility, and with due care.
- c. The Board of Directors may establish committees to support the effective performance of its duties and responsibilities, and must evaluate the performance of such committees at the end of each financial year.
- d. The Board of Directors is responsible for the successful development, management, and control of the Company's general operations.

- e. The Board of Directors must, on an annual basis, prepare an annual work program outlining the business goals, corporate strategies, and financial performance targets for the upcoming financial year, taking into account the Company's objectives, strategies, vision, and values. This annual work program must be submitted to the Board of Commissioners.
- f. The Board of Directors must submit regular reports in accordance with applicable regulations to the Board of Commissioners, the capital market authority, and to the shareholders at the Annual GMS, which shall include semi-annual and annual reports on the Company's activities.
- g. The Board of Directors must implement and uphold the principles of Good Corporate Governance (GCG) in the conduct of all Company business activities.
- h. The Board of Directors must carry out its duties and responsibilities in accordance with the Company's Articles of Association, the Board of Directors Charter, and all applicable laws and regulations.

## Board of Directors Transparency Aspect

- a. Members of the Board of Directors must disclose to the Company any shares owned by themselves and/or their family members in the Company and in other companies, to be subsequently recorded in a special register.
- b. Members of the Board of Directors must report to the Financial Services Authority (OJK) any ownership and any changes in ownership of the Company's shares no later than ten (10) days from the date of the transaction.
- c. Members of the Board of Directors are responsible for the preparation and submission of the annual report, including the audited financial statements and the corporate governance implementation report.

## Board of Directors Meetings

- a. The Board of Directors must hold a Board of Directors Meeting at least once every month.
- b. A Board of Directors Meeting may be convened if attended by the majority of the total members of the Board of Directors.
- c. The Board of Directors must hold joint meetings with the Board of Commissioners on a regular basis, at least once every four (4) months.
- d. The attendance of the members of the Board of Directors at meetings must be disclosed in the Company's annual report.
- e. The Board of Directors must schedule the meetings referred to in items 6a and 6c for the following year before the end of the current financial year, and the meeting materials for such scheduled meetings must be provided to the meeting participants no later than five (5) days prior to the meeting.



- f. Decisions of the Board of Directors Meetings shall be made based on deliberation to reach consensus. In the event consensus cannot be reached, decisions shall be made by a majority vote.
- g. The results of the Board of Directors Meetings and/or joint meetings with the Board of Commissioners must be documented in meeting minutes, signed by all attendees, submitted to all members of the Board of Directors and/or the Board of Commissioners, and properly archived by the Company.

## Board of Directors Reporting and Accountability

- a. The Board of Directors must account for the performance of its duties to the shareholders through the General Meeting of Shareholders (GMS).
- b. The reporting of the duties and responsibilities of the Board of Directors shall be submitted in the form of the Board of Directors' Report and the Annual Report to the Annual GMS.
- c. Approval of the Board of Directors' Report and the Annual Report by the Annual GMS shall constitute full release and discharge of responsibility for the Board of Directors in respect of the management carried out during the preceding financial year, to the extent that such actions are reflected in the Annual Report.

## Board of Directors Temporary Dismissal

- a. A member of the Board of Directors may, at any time, be temporarily dismissed by the Board of Commissioners, with reasons for such dismissal stated.
- b. The temporary dismissal as referred to in item 8a shall be communicated in writing to the relevant member of the Board of Directors.
- c. In the event that a member of the Board of Directors is temporarily dismissed as referred to in item 8a, the Board of Commissioners must convene a GMS to revoke or confirm the decision on the temporary dismissal.
- d. The GMS as referred to in item 8c must be held no later than ninety (90) calendar days from the date of the temporary dismissal.
- e. If the GMS is not held within the period stipulated in item 8d, or if the GMS fails to reach a decision, the temporary dismissal as referred to in item 8a shall be null and void.
- f. In the GMS as referred to in item 8c, the relevant member of the Board of Directors shall be given the opportunity to defend themselves.
- g. A member of the Board of Directors who is temporarily dismissed as referred to in item 8a shall not be authorized to:
  - 1) Manage the Company for the Company's benefit in accordance with its purposes and objectives; and
  - 2) Represent the Company both inside and outside the court.



- h. The restrictions on authority as referred to in item 8g shall apply from the date of the temporary dismissal decision by the Board of Commissioners until:
  - 1) A GMS decision is made to confirm or revoke the temporary dismissal as referred to in item 8c; or
  - 2) The expiration of the period as referred to in item 8d.
- i. If the GMS confirms the temporary dismissal decision, the relevant member of the Board of Directors shall be permanently dismissed.
- j. If the temporarily dismissed member of the Board of Directors does not attend the GMS, they shall be deemed to have waived their right to defend themselves at the GMS, and shall therefore be deemed to accept the decision of the GMS.



# **BOARD OF COMMISSIONERS & DIRECTORS ETHICS AND CONFLICT OF INTEREST.**



# Board of Commissioners and Directors Ethics

Each member of the Company's Board of Commissioners and Board of Directors must perform their duties and responsibilities with full commitment and uphold ethical standards by undertaking the following:

- a. Carrying out their duties in good faith, with full responsibility and due care, while complying with applicable laws and regulations, including those related to the implementation of Good Corporate Governance (GCG), as well as the Company's Articles of Association.
- b. Being responsible for safeguarding the confidentiality of Company information.
- c. Refraining from taking and/or receiving personal benefits, whether directly or indirectly, from the Company, other than remuneration and facilities as determined by resolution of the GMS.
- d. Not requesting or accepting gifts, benefits, or similar advantages from any interested party, whether for themselves, their family, or associates, where such actions could influence their independence and objectivity in representing the interests of the Company.

## Board of Commissioners and Directors Conflict of Interest

- a. The Board of Commissioners and the Board of Directors must avoid any potential conflict of interest in the performance of their duties and responsibilities, and must declare such matters in a Statement Letter prepared annually.
- b. The Board of Commissioners and the Board of Directors are required to maintain and complete a Special Register containing their own shareholdings and/or those of their family members in other companies, accurately and truthfully.
- c. The Board of Commissioners and the Board of Directors are prohibited from using their position in the Company for the personal benefit of themselves, their family, and/or any other party, in a manner that could harm or diminish the Company's profits.
- d. The Board of Commissioners must avoid any activity that could compromise their independence in performing the supervisory function of the Company.
- e. The Board of Directors must avoid any activity that could compromise their independence in making decisions.
- f. Any member of the Board of Commissioners or the Board of Directors who has a conflict of interest is prohibited from participating in decision-making processes related to the relevant transaction or activity.
- g. If a conflict of interest arises or is likely to arise, the relevant member of the Board of Commissioners or the Board of Directors must report and disclose such conflict in a written declaration and must refrain from being involved in or influencing the Company's decision-making process.

- h. The Board of Directors must declare and refrain from participating in any procurement activity involving a company in which they or their family have significant share ownership or a financial interest in the transaction.
- i. In the event of a conflict of interest between the Company's interests and the personal interests of a member of the Board of Directors, with the approval of the Board of Commissioners, the Company shall be represented by another member of the Board of Directors who does not have such conflict of interest.
- j. If the Company's interests are in conflict with the interests of all members of the Board of Directors, the Company shall be represented by the Board of Commissioners or by a person appointed by the Board of Commissioners. If there are no members of the Board of Commissioners, the GMS shall appoint one or more persons to represent the Company in performing the aforementioned duties.



# CLOSING



## Closing

- a. This Board Manual for the Board of Commissioners and the Board of Directors shall take effect as of August 8, 2025.
- b. Upon the enactment of this Manual, the previous Board Manual referenced under Decree No. SKB/OO2/RUI/XII/2022 shall be revoked and declared null and void.
- c. In the event of any amendments or errors in the drafting of this Manual, necessary corrections shall be made in accordance with applicable regulations.

