

Board Manual

2025 Edition



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

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 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 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 Directors and Commissioners of Issuers of Public Companies.
- f. Decree of the 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.

PRELIMINARY



Purpose

This Board Manual for the Board of Commissioners and the 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 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 Directors.

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

Board of Commissioners (BOC) are the corporate organ responsible for providing general and/or specific oversight in accordance with the Articles of Association, and for advising the Directors in managing the Company.

Directors are the 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 share 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 securities 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 (BOC)



BOC Membership

- a. The Company is supervised by a Board of Commissioners (BOC), 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 BOC must include at least one Independent Commissioner.
- c. Members of the BOC are appointed and dismissed by the General Meeting of
- d. Shareholders (GMS).

Proposals for the appointment, dismissal, and/or replacement of members of the BOC to the GMS must be submitted following a recommendation from the Nomination and Remuneration Committee.

BOC Membership Requirements

To be eligible and remain eligible as a member of the BOC, 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 Directors and/or BOC 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 Directors and/or BOC 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
Caused a company licensed or registered with the Financial Services Authority
 - c) (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 BOC or 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.

BOC Working Time

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

BOC Terms of Office

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.

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 BOC 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.

BOC Concurrent Positions

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

- a. A member of the BOC may be concurrently serve as:
 - 1) A member of the Directors in no more than 2 (two) other Issuers or Public Companies;
 - 2) A member of the BOC in no more than 2 (two) other Issuers or Public Companies.
- b. In the event that a member of the BOC does not concurrently hold a position as a member of the Directors, they may concurrently serve as a member of the BOC in up to 4 (four) Issuers or Public Companies.
- c. A member of the BOC 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 Directors or the BOC.

BOC Duties, Responsibilities, and Authorities

- a. Under specific conditions, the BOC is required to convene the Annual GMS and other GMS as authorized by prevailing laws and the Company's Articles of Association.
- b. BOC 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 BOC must establish an Audit Committee and may establish other supporting committees as deemed necessary.
- d. The BOC must evaluate the performance of all committees assisting it at the end of each financial year.
- e. The BOC 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 Directors and/or BOC;
 - ii. Criteria used in the nomination process;
 - iii. Performance evaluation for the Directors and/or BOC
 - b) Assessing the performance of the Directors and/or BOC based on key performance indicators (KPIs) established by the Company.
 - c) Developing competency enhancement programs for member of the Directors, BOC, and relevant committees.
 - d) Recommending eligible candidates for the Directors and/or BOC to the GMS.
 - 2) Remuneration Function
 - a) Formulating policies on:
 - i. Remuneration structure;
 - ii. Remuneration policy;
 - iii. Amount of remuneration.
 - b) Conducting performance assessments aligned with the remuneration received by each member of the Directors and/or BOC.
- f. The BOC shall ensure that the Company implements the principles of Good Corporate Governance (GCG) in the conduct of all its business activities.
- g. The BOC 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.

BOC Transparency Aspect

- a. Member of the BOC 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. Member of the BOC 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. Member of the BOC are responsible for the preparation and submission of the annual report, including the audited financial statements and the corporate governance implementation report.

BOC Meetings

- a. The BOC must convene a BOC's Meeting at least once every two (2) months.
- b. A BOC's meeting may be held if attended by the majority of the total members of the BOC.
- c. The BOC must hold a joint meeting with the Directors on a regular basis, at least once every four (4) months.
- d. The attendance of the members of the BOC at meetings must be disclosed in the Company's annual report.
- e. The BOC must schedule the meetings as referred to in items (a) and (c) 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 BOC's meeting 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 BOC's meeting and/or joint meetings with the Directors must be documented in meeting minutes, signed by all attendees, submitted to all members of the BOC and/or the Directors, and properly archived by the Company.

Type of Decision Approved

- a. The determination and/or amendment of the Company's vision, mission, and strategy.
- b. Approval of the Company's Long-Term Plan and Annual Work and Budget Plan.
- c. The determination of Directors' remuneration based on the review and recommendation of the Nomination and Remuneration Committee.
- d. The appointment of key executive officers.
- e. The appointment of external auditors based on the review and recommendation of the Audit Committee.
- f. The establishment, acquisition, merger, consolidation, or dissolution of subsidiaries, joint ventures, or affiliated entities.
- g. The annual financial statements and governance report prior to submission to the General Meeting of Shareholders (GMS).
- h. Material and significant affiliated-party transactions and/or conflicts of interest based on the Audit Committee's review.
- i. Other decisions required by laws and regulations that require the approval of the BOC.

BOC Reporting and Accountability

- a. The BOC 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 BOC shall be submitted in the form of the BOC's Supervisory Report to the Annual GMS.
- c. Approval of the BOC's Supervisory Report by the Annual GMS shall constitute full release and discharge of responsibility for the BOC in respect of the supervision carried out during the preceding financial year, to the extent that such actions are reflected in the Supervisory Report.



DIRECTORS



Directors Membership

- a. The Company is managed by the 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. Member of the Directors shall be appointed and dismissed by the General Meeting of Shareholders (GMS).
- c. Proposals for the appointment, dismissal, and/or replacement of members of the Directors to the GMS shall be made after obtaining recommendations from the Nomination and Remuneration Committee.

Directors Membership Requirements

The requirements to serve as a member of the 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 Directors and/or BOC 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 Directors and/or BOC who, during their tenure:
 - a) Failed to hold an Annual GMS;
 - b) Whose accountability as a member of the Directors and/or BOC was not accepted by the GMS, or who failed to provide accountability to the GMS; and
 - c) 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.

Directors Working Hours

Each member of the Directors must have sufficient time availability to carry out the duties of the 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 Directors.

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 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 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.

Directors Concurrent Positions

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

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

Directors Duties, Responsibilities, and Authorities

- a. The Directors must convene the Annual 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. Member of the Directors must carry out their duties and responsibilities in good faith, with full responsibility, and with due care.
- c. The 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 Directors is responsible for the successful development, management, and control of the Company's general operations.
- e. The 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 BOC.
- f. The Directors must submit regular reports in accordance with applicable regulations to the BOC, 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 Directors must implement and uphold the principles of GCG in the conduct of all Company business activities.
- h. The Directors must carry out its duties and responsibilities in accordance with the Company's Articles of Association, the Directors Charter, and all applicable laws and regulations.

Directors Transparency Aspect

- a. Member of the 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. Member of the 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. Member of the Directors are responsible for the preparation and submission of the annual report, including the audited financial statements and the corporate governance implementation report.

Directors Meetings

- a. The Directors must hold a Directors' Meeting at least once every month.
- b. A Directors' Meeting may be convened if attended by the majority of the total members of the Directors.
- c. The Directors must hold joint meetings with the BOC on a regular basis, at least once every four (4) months.
- d. The attendance of the members of the Directors at meetings must be disclosed in the Company's annual report.
- e. The Directors must schedule the meetings referred to in items a and c 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 Directors' Meeting 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 Directors' Meeting and/or joint meetings with the BOC must be documented in meeting minutes, signed by all attendees, submitted to all members of the Directors and/or the BOC, and properly archived by the Company.

Directors Reporting and Accountability

- a. The 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 Directors shall be submitted in the form of the Directors' Report and the Annual Report to the Annual GMS.
- c. Approval of the Directors' Report and the Annual Report by the Annual GMS shall constitute full release and discharge of responsibility for the 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.

Type of Decision Approved

- a. The establishment of internal company policies and guidelines.
- b. The selection of leaders under the Directors.
- c. Before submitting the Company's Work Plan and Budget to the BOC, it must be established.
- d. Approval of contracts, agreements, and transactions within the established value limits.
- e. The implementation of internal control, compliance, and risk policies.
- f. Strategic investments and the disposal of material assets within specific value limits.
- g. Periodically submitting performance reports to the BOC.
- h. Making other strategic decisions that affect the Company's operations in compliance with relevant laws and regulations that involve the Directors' approval.

Directors Temporary Dismissal

- a. A member of the Directors may, at any time, be temporarily dismissed by the BOC, with reasons for such dismissal stated.
- b. The temporary dismissal as referred to in item (a) shall be communicated in writing to the relevant member of the Directors.
- c. In the event that a member of the Directors is temporarily dismissed as referred to in item (a), the BOC must convene a GMS to revoke or confirm the decision on the temporary dismissal.
- d. The GMS as referred to in item (c) 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 (d), or if the GMS fails to reach a decision, the temporary dismissal as referred to in item (a) shall be null and void.
- f. In the GMS as referred to in item (c), the relevant member of the Directors shall be given the opportunity to defend themselves.
- g. A member of the Directors who is temporarily dismissed as referred to in item (a) 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 (g) shall apply from the date of the temporary dismissal decision by the BOC until:
 - 1) A GMS decision is made to confirm or revoke the temporary dismissal as referred to in item (c); or
 - 2) The expiration of the period as referred to in item (d).
- i. If the GMS confirms the temporary dismissal decision, the relevant member of the Directors shall be permanently dismissed.
- j. If the temporarily dismissed member of the 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's ETHICS AND CONFLICT OF INTEREST



Board's Ethics

Each member of the Company's BOC and 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's Conflict of Interest

- a. The BOC and 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 BOC and 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 BOC and 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 BOC must avoid any activity that could compromise their independence in performing the supervisory function of the Company.
- e. The Directors must avoid any activity that could compromise their independence in making decisions.
- f. Any member of the BOC and 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 BOC and 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 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 Directors, with the approval of the BOC, the Company shall be represented by another member of the 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 Directors, the Company shall be represented by the BOC or by a person appointed by the BOC. If there are no members of the BOC, the GMS shall appoint one or more persons to represent the Company in performing the aforementioned duties.

CLOSING



Closing

- a. This Board Manual shall take effect as of August 8, 2025.
- b. Upon the enactment of this Manual, the previous Board Manual referenced under Decree No. SKB/002/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.

