


PT RADIANT UTAMA INTERINSKO TBK



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BOARD OF COMMISSIONERS **CHARTER**

Contact

 (021) 7191020

 www.radiant.co.id

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CHAPTER I

LEGAL BASIS

The Board of Commissioners Charter serves as the guideline for the Code of Conduct for the Board of Commissioners of PT Radiant Utama Interinsco, Tbk ("Company") in carrying out their duties, responsibilities, and authorities as stated in this Charter, with reference to:

- UU No. 40 of 2007 concerning Limited Liability Companies
- UU No. 8 of 1995 on Capital Markets
- Financial Services Authority Regulation (OJK) No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies
- Articles of Association

CHAPTER II

BOARD OF COMMISSIONERS MEMBERSHIP

MEMBERSHIP STRUCTURE

- The Board of Commissioners supervises the Company, and the number of members is determined by the Company's requirements. A minimum of three (3) members are required, and one of the members is designated as the President Commissioner.
- To ensure independence and prevent conflicts of interest, the Company's Board of Commissioners must include Independent Commissioners in accordance with Regulation No. 8 of 1995 regarding the Capital Market.

APPOINTMENT AND DISMISSAL

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

MEMBERSHIP NOMINATION

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

MEMBERSHIP REQUIREMENTS

Qualifications for appointment to the Board of Commissioners and during the term of office:

- Possessing integrity, morality, and character
- Able to execute legal procedures
- In the five years preceding the election and during the term of office:
 - Have never declared myself insolvent.
 - Never served on the Board of Directors and/or Board of Commissioners of a company that has been declared insolvent.
 - Never convicted of offenses involving state finances or other financial sectors.
 - Never been a member of the Board of Directors or Board of Commissioners that has
 - Never conducted an Annual General Meeting of Shareholders during their tenure.
 - The GMS previously rejected his/her accountability as a member of the Board of Directors and/or the Board of Commissioners or failed to provide accountability as a member of the Board of Directors and/or the Board of Commissioners to the GMS.
 - Has ever resulted in a company that has received a license, certification, or registration from the Financial Services Authority failing to fulfill the obligation to submit annual reports and/or financial statements to the Financial Services Authority
- Having a dedication to adhering to the laws and regulations.

Qualifications for appointment as an Independent Commissioner and during their tenure:

- Except for reappointment as an Independent Commissioner of the Company in the subsequent period, no individual who has been employed or has the authority and responsibility to plan, lead, control, or superintend the Company's activities in the past six months is eligible.
- Do not possess any securities of the Company, whether directly or indirectly.
- Does not have an Affiliated relationship with the Company, its Board of Commissioners, Board of Directors, or Major Shareholders.
- Does not have any business relationship, whether direct or indirect, with the Company's business activities.

CHAPTER III

TERMS AND DUAL ROLE

- In accordance with the Company's Articles of Association, the term of office for the members of the Board of Commissioners shall not exceed one (1) year until the conclusion of the fifth (5) Annual General Meeting of Shareholders.
- Independent Commissioners who have served for two consecutive terms may be reappointed for the subsequent term, provided that they declare their continued independence to the GMS.
- The term of office of a Member of the Board of Commissioners concludes when:
 - Resigning in accordance with the Company's Articles of Association.
 - Passed away
 - Dismissed pursuant to the GMS's determination
 - Declared insolvent or placed under guardianship as a result of a court decision
 - The legislation is no longer met.
- The provisions concerning the reappointment of Board of Commissioners members are as follows:
 - Concurrent positions may be held by members of the Board of Commissioners, including:
 - The Board of Directors may have members serve on a maximum of two (two) other Issuers or Public Companies.
 - The Board of Commissioners may consist of a maximum of 2 (two) members from the same Issuer or other Public Companies.
 - If a member of the Board of Commissioners does not concurrently hold a position as a member of the Board of Directors, the member in question may concurrently hold a position as a member of the Board of Commissioners in a maximum of four (four) Issuers or Public Companies.
 - Members of the Board of Commissioners may concurrently serve as members of a committee in a maximum of five (five) committees in the Issuer or Public Company, and they may also serve as members of the Board of Directors or the Board of Commissioners.

CHAPTER IV

ROLES, RESPONSIBILITIES AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

- The Board of Commissioners is a corporate organ tasked with overseeing and being responsible for the supervision of management policies, the overall management process, both regarding the Company and the Company's business, and providing advice to the Board of Directors.
- The Board of Commissioners must convene the Annual General Meeting of Shareholders (AGMS) and other General Meetings of Shareholders (GMS) under specific conditions, as mandated by applicable laws and the Company's Articles of Association.
- Board of Commissioners members must execute their tasks and obligations with integrity, accountability, and diligence.
- To enhance the efficacy of its tasks and obligations, the Board of Commissioners must establish an Audit Committee and may form other committees as necessary.
- The Board of Commissioners must evaluate the effectiveness of the committee that aids in fulfilling its duties and responsibilities at the conclusion of each fiscal year.
- The Board of Commissioners must execute the Nomination and Remuneration function by forming a Nomination and Remuneration Committee, which is tasked with the following duties and responsibilities:

NOMINATION FUNCTION

- Developing policies regarding:
 - Composition of the positions of Board of Directors members and/or Board of Commissioners members
 - Criteria required in the Nomination Process for Performance
 - Evaluation of Board of Directors and/or Board of Commissioners members
- Conduct performance assessments of the Board of Directors and/or Board of Commissioners 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.
- Creating a competency development program for members of the Board of Directors and/or members of the Board of Commissioners, as well as related Committees
- Provide proposals and criteria for candidates who qualify as members of the Board of Directors and/or members of the Board of Commissioners to be submitted to the GMS.

REMUNERATION FUNCTION

- Developing policies regarding:
 - Compensation structure
 - Policy on remuneration
 - Amount of remuneration
- Conducting performance evaluations in accordance with the remuneration received by each member of the Board of Directors and/or the Board of Commissioners.
- The Board of Commissioners needs to ensure that the Company applies the principles of "Good Corporate Governance" in carrying out every business activity of the Company.
- 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.

CHAPTER V MEETINGS

- The Board of Commissioners is required to hold a Board of Commissioners Meeting at least once every two months.
- The Board of Commissioners meeting can be held if attended by the majority of all Board of Commissioners members.
- The Board of Commissioners is required to hold a meeting with the Board of Directors periodically at least once every 4 (four) months.
- The presence of the Board of Commissioners members in meetings must be disclosed in the Company's annual report.
- 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.
- Decision-making in the Board of Commissioners meeting is conducted based on deliberation for consensus, and if consensus is not reached, the decision is made by majority vote.
- The results of the meeting of the Board of Commissioners and/or 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 the Board of Directors, and must be documented by the Company.

CHAPTER V WORKING HOURS

Each member of the Board of Commissioners has the requisite availability to fulfill the responsibilities of the Board, as well as the ability to allocate the requisite time to attend and prepare for meetings, as well as to engage in orientation, training, assessments, and activities that are pertinent to the Board's functions and responsibilities.

CHAPTER VI

VALIDITY AND EVALUATION

- The Board of Commissioners Charter is effective as of August 22, 2016
- This Board of Commissioners Charter will be periodically reviewed and modified in accordance with relevant regulations and/or provisions.