

# Corporate Governance Guideline

2025 Edition



**CORPORATE GOVERNANCE GUIDELINE**  
**PT RADIANT UTAMA INTERINSCO Tbk**  
**NO. SKB/001/RUI/II/2025**

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PT Radiant Utama Interinsco Tbk, as a limited liability and public company, recognizes the importance of implementing good corporate governance to achieve optimal performance and sustainable long-term growth. The consistent and continuous application of good corporate governance principles serves to maximize the Company's value for the benefit of all Stakeholders. Accordingly, PT Radiant Utama Interinsco Tbk deems it necessary to establish and formalize a corporate governance guideline, which has been developed based on the following references:

1. Law No. 8 of 1997 concerning Company Documents.
2. Law No. 40 of 2007 concerning Limited Liability Companies.
3. Law No. 1 of 2024 on the Second Amendment to Law No. 11 of 2008 concerning Electronic Information and Transactions.
4. Law No. 14 of 2008 concerning Public Disclosure.
5. Financial Services Authority Regulation No. 21/POJK.04/2015 concerning the Implementation of Corporate Governance Guideline for Public Companies.
6. Financial Services Authority Circular Letter No. 32/SEOJK.04/2015 concerning the Corporate Governance Guideline for Public Companies.
7. Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Commissioners of Issuers or Public Companies.
8. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Company.
9. Financial Services Authority Regulation No. 55/POJK.04/2015 concerning the Establishment and Implementation Guideline of the Audit Committee Charter.
10. Financial Services Authority Regulation No. 56/POJK.04/2015 concerning the Establishment and Preparation of the Internal Audit Charter.
11. Financial Services Authority Regulation No. 15/POJK.04/2020 concerning the Planning and Organization of General Meetings of Shareholders for Public Companies.
12. Indonesia's General Guidelines for Corporate Governance (PUGKI) 2021, published by the National Committee on Governance Policy (KNKG).
13. The Articles of Association of PT Radiant Utama Interinsco Tbk, based on Deed of Meeting Resolution on Amendment to the Articles of Association No. 8 dated August 6, 2020, before Notary Aulia Taufani, S.H.
14. Resolutions of the General Meeting of Shareholders as recorded in the minutes of the GMS.

By implementing these Corporate Governance Guidelines, it is anticipated that all employees of the Company, including Subsidiaries and their affiliates, will be committed to, internalize, and consistently apply them in the fulfillment of their responsibilities and authority to encourage sustainable, transparent, and well-being corporate governance. These guidelines will be mandatory from the date of their implementation and will be periodically reviewed to ensure that they are in alignment with applicable laws and best governance practices.

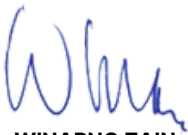
Jakarta, February 28<sup>th</sup> 2025



AMIRA GANIS  
PRESIDENT COMMISSIONER



ABY ABDULLAH GANIS  
PRESIDENT DIRECTOR



WINARNO ZAIN  
COMMISSIONER



MUHAMMAD HAMID  
COMMISSIONER



BIBIN BUSONO  
DIRECTOR



SOEHARTO NURCAHYONO  
DIRECTOR

# PRELIMINARY

# Definitions

**Company** with a capital “C” refers to PT Radiant Utama Interinsco Tbk, while company with a lowercase “c” refers to businesses in general.

**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 that is not vested in the Board of Commissioners or the Board of Directors, within the scope defined by the Limited Liability company Law and/or the Company’s Articles of Association.

**Board of Commissioners (BOC)** are a corporate organ responsible for overseeing generally and/or specifically, in accordance with the Articles of Association, and providing advice on the management of the Company as carried out by the Directors.

**Directors** are a corporate organ authorized and fully responsible for the management of the Company and its Subsidiaries in the interest of the business, in accordance with the Company’s purposes and objectives, and for representing the Company and its Subsidiaries both inside and outside of court as stipulated in the Articles of Association.

**Employees** are individuals working within the Radiant Group whose primary duties are performed at the Head Office, Branch Offices or in other cities as representations of the Company or its Subsidiaries.

**Business Partner** is individual or legal entities/organization that engage in mutually beneficial business collaboration within the Company based on their potential and feasibility.

**PStakeholders** are parties with direct or indirect interest in the Company, including but not limited to employee, supplier, customer, business partner, creditor, government agency, and other interested parties.

**Shareholders** are the individuals, companies, or institutions that own at least one share of the Company and are listed on the stock certificate.

**Legislation** is a written regulation that contains generally binding legal norms and is established or formed by state institutions or authorized officials through procedures established by the legislation.

**Good Corporate Governance (GCG)** is the system of corporate governance established to manage and control the Company with the aim of creating added value for stakeholders.

**The supporting organ of the Board of Commissioners** are The Audit Committee and the Nomination and Remuneration Committee, which are established by the BOC to support and fulfilling its duties.

**Audit Committee** is a supporting organ of Board of Commissioners, tasked with assisting the BOC in carrying out its duties by providing professional and independent opinions regarding operation and financial reports and information submitted by the Directors to the Board of Commissioners and stakeholders, as well as on the effectiveness of the Company's internal controls.

**Nomination and Remuneration Committee** is a supporting organ of the Board of Commissioners, established by and accountable of the BOC, to assist in the implementation of its functions and duties relating to the nomination and remuneration of members of the Board of Directors and the Board of Commissioners.

**The supporting organ of the Directors** are an organization established by the Directors to support the Directors in managing the Company's business, which includes the Corporate Secretary and Internal Audit.

**Corporate Secretary** is a supporting organ of the Directors that have responsible for the work unit that carries out the corporate secretarial function.

**Internal Audit** is a supporting organ of the Directors that have responsible for carrying out the internal audit function.

**Whistleblowing System (WBS)** is a mechanism for managing and regulating the process of reporting/disclosing any unlawful, unethical/improper behavior, violations of Company' policies and/or regulations, or actions that may potentially cause harm to the Company. WBS aims to optimize the active participation of stakeholders and other relevant parties in uncovering violations that occur within the Company's environment.

**Conflict of Interest** is a situation in which employees, BOC and the Directors, who possess power and authority, have or are suspected of having personal or group interests in the exercise of such power and authority, potentially causing harm to the Company and affecting the expected quality and performance.

**Environmental, Social and Governance (ESG)** is a framework used to assess the Company's performance related to environmental impact, social responsibility and corporate governance.

## Background and Objectives

In line with the increasing intensity of business activities and the growing dynamics of market competition, corporate management is required not only to focus on achieving profits, but also to operate in a trustworthy, transparent, and accountable manner. The implementation of good corporate governance principles has become a strategic necessity to ensure the Company's sustainability and integrity. Accordingly, in all of its business activities, PT Radiant Utama Interinsco Tbk consistently prioritizes the application of good corporate governance based on applicable regulations, laws, and ethical business standards.

## Aspects and Principles of Corporate Governance

As a public company, PT Radiant Utama Interinsco Tbk consistently implements the principles of good corporate governance as a fundamental basis for conducting all of its business activities. This implementation strictly adheres to the regulations and provisions set forth by the Financial Services Authority (OJK) and follows the prevailing General Guideline for Corporate Governance.

Based on the **Financial Services Authority Circular Letter No. 32/SEOJK.04/2015**, PT Radiant Utama Interinsco Tbk as a public company, refers to 5 (five) aspects and 8 (eight) principles of good corporate governance, as follows:

ASPECT	PRINCIPLE
The relationship between the public company and shareholder in ensuring shareholder rights	1. Enhancing the effectiveness of the General Meeting of Shareholders (GMS) 2. Improving the quality of communication between the public company and shareholders or investors
Functions and roles of the Board of Commissioners	3. Strengthening the membership and composition of the Board of Commissioners 4. Enhancing the quality of the Board of Commissioners' duties and responsibilities
Functions and roles of the Directors	5. Strengthening the membership and composition of the Directors 6. Enhancing the quality of the Directors' duties and responsibilities
Stakeholder participation	7. Enhancing corporate governance aspect through the active participation of stakeholder
Information Disclosure	8. Improving the implementation of transparency and information disclosure

Based on the **Indonesian General Guidelines for Corporate Governance (PUGKI) 2021**, the 8 (eight) corporate governance principles are as follows:

PRINCIPLE	
Corporate Governance Organs (Directors and Board of Commissioners)	<ol style="list-style-type: none"> <li>1. Roles and responsibilities of the Directors and Board of Commissioners</li> <li>2. Composition and remuneration of the Directors and Board of Commissioners</li> <li>3. Working relationship between the Directors and Board of Commissioners</li> </ol>
Governance Process	<ol style="list-style-type: none"> <li>4. Ethical conduct</li> <li>5. Risk management, internal control and compliance</li> <li>6. Disclosure and transparency</li> </ol>
Beneficiaries of Governance implementation (ultimate beneficiaries)	<ol style="list-style-type: none"> <li>7. Shareholder's rights</li> <li>8. Stakeholder's rights</li> </ol>

## Pillars of Corporate Governance

Based on the **Indonesian General Guidelines for Corporate Governance (PUGKI) 2021**, PT Radiant Utama Interinsco Tbk adheres to the following corporate governance pillars:

1

### Ethical Conduct

In conducting its business, the corporate consistently upholds honesty, treats the parties with respect, fulfills its commitments, and builds as well as maintains moral values and trust. The corporate considers the interests of shareholder and stakeholder based on the principles of fairness and equality, and is managed independently to ensure that each corporate organ operates without domination by others and is free from external intervention.

2

### Transparency

To maintain objectivity in its business, the corporate provides material and relevant information in a manner that is accessible and easily understood by stakeholder. The corporate takes the initiative to disclose not only matters required by laws and regulations, but also other significant information relevant to decision-making by shareholder, creditor, and stakeholder.

3

### Accountability

The corporate is capable of transparently and fairly accounting for its performance. Therefore, it must be managed properly, measurably, and in line with the Company's interests while considering the interests of shareholder. Accountability is a critical prerequisite for achieving sustainable performance.

4

### Sustainability

The corporate complies with all applicable laws and regulations and is committed to fulfilling its responsibilities to society and the environment. This commitment is demonstrated through contributions to sustainable development in collaboration with all relevant stakeholder, aiming to improve lives in a manner aligned with both the Company's business interests and the sustainable development agenda.



# Vision, Mission and Corporate Core Values



## VISION

To be a leader in asset integrity and integrated engineering & operational solutions, prioritizing safety, value creation, and energy transition



## MISSION

### Deliver excellence in asset integrity

Provide asset integrity and TIC (Testing, Inspection & Certification) services using cost-effective and competitive technology and digital solutions, supported by professional human resources.

### Integrated Engineering & Operational Solutions

Offer integrated engineering and operational solutions across the value chain, from upstream to downstream, supported by superior human resources to create value for customers.

### Collaboration for innovative and technology adoption

Generate innovative solutions through strategic collaboration, focusing on the adoption of cutting-edge technologies in energy and other relevant sectors.

### Commitment to safety and highest standards

Prioritize safety and ensure full compliance with the highest industry standards on every project.

### Focus on ESG and sustainable energy transition

Provide services supporting decarbonization, energy conservation, and renewable energy through the Radiant sustainable development framework.

### Employee well-being and development

Prioritizing employee well-being by creating an inclusive work environment, supporting work-life balance, and providing continuous personal development opportunities to enhance their skills and potential.



## RADIANT'S CORE VALUES



### **Integrity**

Integrity as the fundamental foundation to ensure ethical and transparent actions in all activities.



### **Nnnovative**

Continuous innovation that drives value creation to address business challenges in an era of change.



### **Strive for Collaboration**

Inclusive collaboration in building a productive internal and external ecosystem.



### **Agile & Resilience**

The ability to remain resilient and adaptive amidst business pressures and competition.

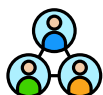


### **Noble & Care**

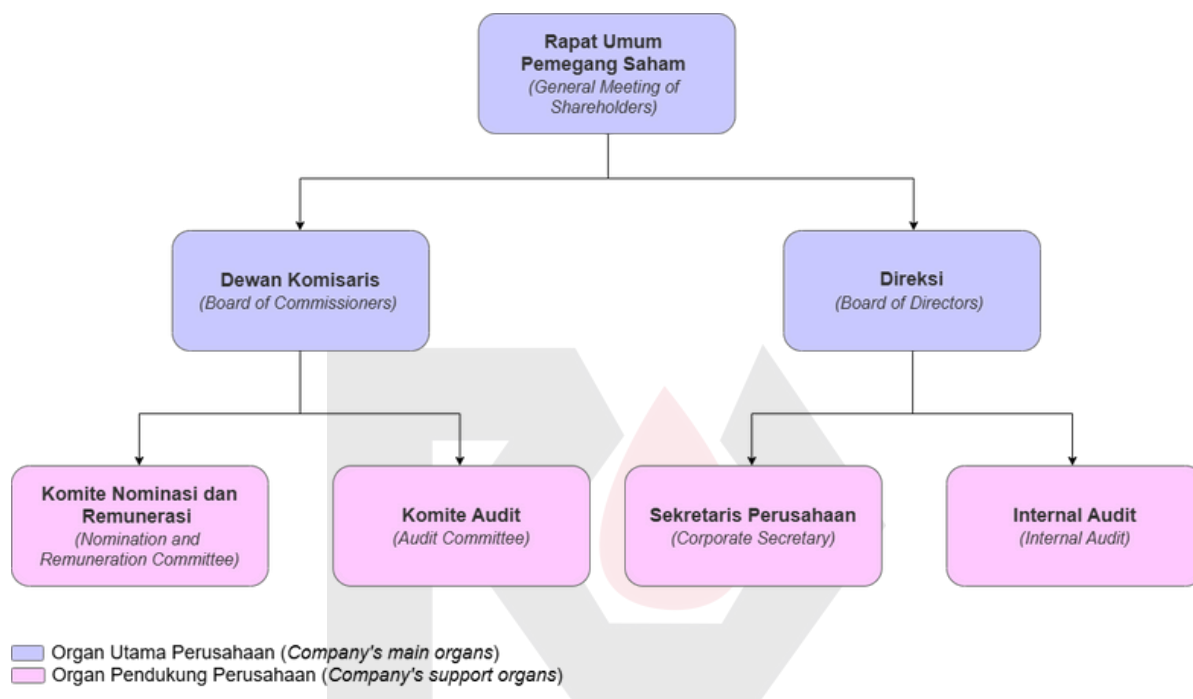
A commitment to environmental, social, and overall business ecosystem sustainability.

# CORPORATE GOVERNANCE SYSTEM

# Corporate Organs



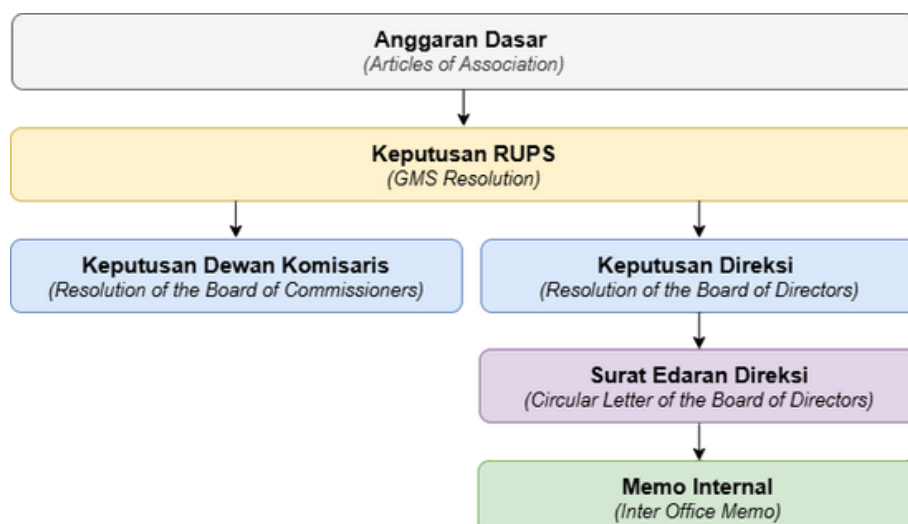
Effective collaboration among the Company's governing organ is a critical aspect in supporting the implementation of good corporate governance principles. The establishment of a synergistic working relationship between these organs directly influences the overall quality of the Company's performance. In carrying out their respective functions, each corporate organ consistently interacts based on the principles of collegiality, independence, and mutual respect for each other's roles, responsibilities and authorities, while upholding the best interests of the Company at all times.



## Regulatory and Document Hierarchy

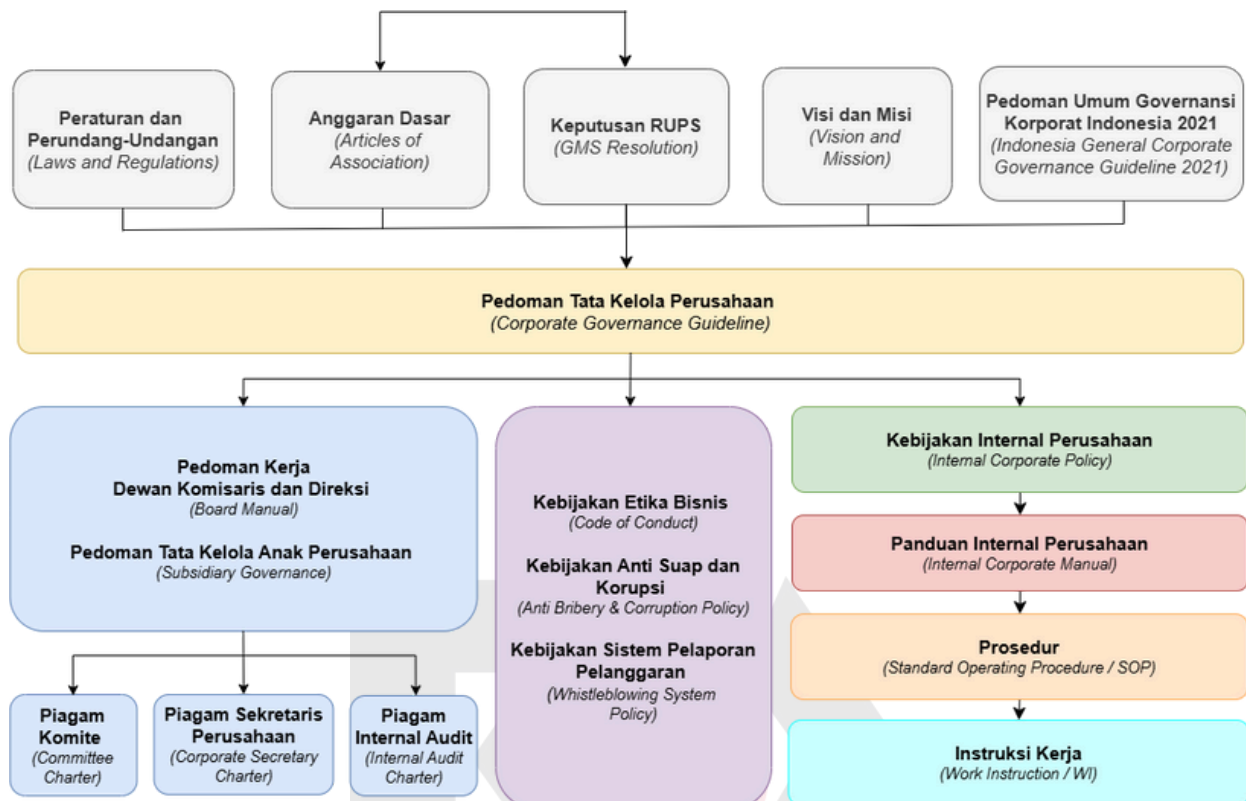
### Hierarchy of Regulatory

In implementing good corporate governance practices, the Company refers to and adheres to an established hierarchy of regulations, as outlined below:



## Hierarchy of Guideline, Policy, and Procedure

As part of implement good corporate governance practices, the Company establishes and refers to a structured hierarchy of documents encompassing guidelines, policies, and procedures, as outlined below:



## Policy and Regulation Development Approach within the Company

- The development of the Company's policy and procedure is based on the 3 (three) pillars approach Objective, Risk, and Control (ORC). This approach serves to:
  - translate the objectives of shareholder into organizational management by the Directors and Board of Commissioners through policy, work guideline, procedure and work instruction;
  - embed risk management and internal controls as integral components of daily business activities; and
  - establishing behaviour that is transparency, accountability, responsibility, independence and fairness throughout all levels of the organization, ensuring that these values extend beyond just Management.
- The ORC approach is designed to encourage the Management level to cultivate governance practices grounded in a system of check and balance at every level and function of Management.
- Corporate governance is a process to achieve the Company's goals through an "agency transaction" model, which is supported by 2 (two) foundational pillars: risk and control.
- Objectives can only be achieved if the Company is able to manage risks and effectively and maintain control over the organization, covering the entire range of internal processes, both core operations and supporting functions, to ensure the creation of added value in alignment with business dynamics and prevailing regulations.

5. The development of policies also considers strategic direction and previous policies issued by the Directors and the Board of Commissioners. The policy formulation process is carried out progressively using both top down and bottom up approaches.
6. Risk and opportunity are viewed as “two sides of the same coin” to integrate governance, risk and control. The aim is to introduce and embed the concept of corporate governance across all organizational levels, from top management to operational personnel.

### **Policy and Regulation Development Process within the Company**

The formulation of policies must align with legal provisions and regulations as outlined in the Corporate Governance Guideline. This guideline encompass the fundamental principles of corporate management and are supported in their implementation by additional technical policies and regulations tailored to operational needs. Such policies are intended to serve as a comprehensive reference for all levels of the organization, ensuring that business activities are consistently carried out in accordance with the principles of good corporate governance.

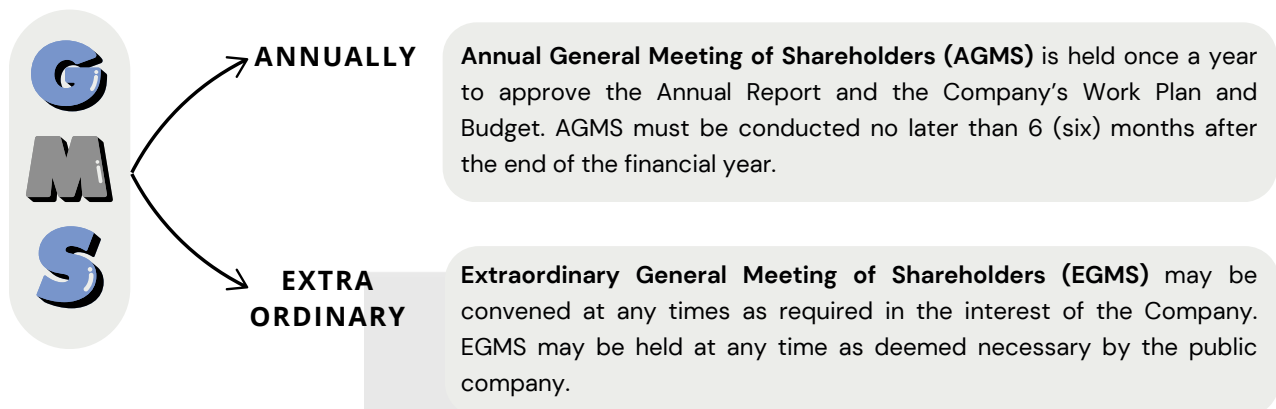


# GENERAL MEETING OF SHAREHOLDERS (GMS)

# Fundamental Principles of GMS

GMS and shareholders may not intervene in the duties, functions, and authorities of the Board of Commissioners and the Directors, without prejudice to the rights of the GMS to exercise its powers in accordance with the Articles of Association and prevailing laws and regulations, including the authority to appoint or dismiss members of the Board of Commissioners and/or the Directors.

## Type of GMS



## Rights and Authorities of Shareholders in GMS

1. Shareholders are entitled to obtain information to the GMS agenda and related materials, provided such disclosure does not conflict with the interests of the public company.
2. Shareholders entitled to attend the GMS are those whose names are listed in the shareholder register 1 (one) business day prior to the issuance of the GMS invitation.
3. Shareholders who are unable to attend the GMS may be represented by a proxy with a valid power of attorney.

# Holding the GMS

1. The Directors organizes the GMS, which is guided by a member of the Board of Commissioners who is chosen by the Board of Commissioners in a timely, orderly, well-organized manner, unless otherwise stipulated by the Company's Articles of Association and applicable laws and regulations.
2. The Directors shall notify the Financial Services Authority (OJK) of the GMS agenda in accordance with capital market regulations.
3. The Directors must announce GMS to shareholders no later than 14 (fourteen) days prior to the GMS invitation date, excluding the date of the announcement and the date of the invitation.
4. GMS announcement must include: shareholders entitled to attend, the provisions regarding shareholders proposals for the agenda, the meeting date, and the invitation date.
5. GMS must be called by the directors to shareholders no later than 21 (twenty one) days prior to the GMS date, excluding the invitation date and the meeting date.
6. The procedure for announcing and inviting to the GMS shall be in accordance with capital market regulations and the Articles of Association.
7. The materials for each agenda item must be available from the date of invitation until the GMS is held.
8. To ensure orderly proceedings, the Directors is required to prepare and present GMS rules of conduct to shareholders.
9. Each shareholder has the right to express opinions, suggestions, questions and to give approval on each agenda item.
10. The Directors must prepare minutes of the GMS and submit it to OJK as stipulated by capital market regulations.
11. The Directors is required to prepare a summary of the GMS minutes, which must be submitted to the OJK and communicated to the public in accordance with the regulations of the Capital Market sector. In the event that a dividend distribution agenda item is discussed, the Directors is required to establish the procedures and schedule for the distribution of the dividend.



# **BOARD OF COMMISSIONERS (BOC)**

# Position, Duties and Authorities of the BOC

BOC are the corporate organ that responsible for supervising the Company and operates on a collegial basis, meaning that each Commissioner cannot act individually but must act based on the decisions of BOC.

- ◆ BOC are appointed and dismissed by the GMS, taking into account the Company's needs and evaluating each Commissioner's performance in fulfilling their duties and responsibilities.
- ◆ BOC hold an equal position with the Directors and the GMS, despite being appointed and dismissed by the GMS.
- ◆ BOC are authorized to provide written advice and opinions regarding proposals submitted by the Directors in accordance with the Company's Articles of Association and GMS resolutions.
- ◆ BOC are responsible for supervising and advising on the Company's operations carried out by the Directors, and for carrying out its duties, authorities and responsibilities pursuant to the Articles of Association, GMS resolutions and prevailing laws and regulations.
- ◆ In performing its duties, BOC must comply with the Articles of Association and prevailing laws and regulations and is obliged to uphold the principles of professionalism, efficiency, transparency, independence, accountability, responsibility and fairness.
- ◆ In executing its supervisory function, BOC are tasked with overseeing the Company's management policies, reviewing reports, providing opinions and recommendations to the GMS on the Company's performance and strategy, formulating a work plan and reporting its supervisory duties to the GMS.
- ◆ The duties and authorities of BOC are further elaborated in the Board Manual.

## Rights of the BOC

- ◆ To receive timely, complete, measureable, and accurate information regarding the Company.
- ◆ To supervise the Company's business implementation in accordance with its objectives and scope of activities, and to actively participate in supervision and advising in the preparation of the Company's work plans.
- ◆ To resign from their position.

# Election and Appointment of the BOC

BOC are elected and appointed by the GMS. The procedures for nomination, appointment, replacement, and dismissal of Commissioner are regulated in the Articles of Association or by the GMS resolutions.

The appointment of Commissioner shall not coincide with the appointment of the Directors, except for the initial appointments made at the time of the Company's establishment.

The composition of BOC shall consist of no fewer than 3 (three) members, structured as follows:

- 1 (one) President Commissioner;
- 1 (one) or more Commissioner; and
- 1 (one) Independent Commissioner\*

\* Independent Commissioner is a member of BOC who does not represent any shareholder and is expected to serve a supervisory function, ensuring that shareholders do not act arbitrarily to the detriment of the Company.

Commissioner is prohibited from concurrently holding positions as Directors or other roles in other companies, whether privately-owned or state-owned, if such positions may lead to a conflict of interest.

## Decision-Making by the BOC



Must be made on a collegial basis, with the participation of all Commissioners in the decision-making process.

BOC shall make decisions through Board Meetings, which are held regularly or as needed.

Decisions made during Board Meetings shall be based on deliberation and consensus. If consensus cannot be reached, decisions shall be made by majority vote. Each Commissioner shall be entitled to cast 1 (one) vote.

## Supporting Organ of the BOC



### AUDIT COMMITTEE

Established by and reports directly to the BOC. Audit Committee is responsible for assisting the BOC in carrying out its supervisory duties and functions over the Company. The membership structure, duties, procedures for appointment and dismissal of Audit Committee members are stipulated in the Audit Committee Charter.

### NOMINATION & REMUNERATION COMMITTEE

Established by and reports directly to the BOC, tasked with assisting the BOC in executing its duties and functions related to the nomination and remuneration of members of the Directors and BOC. The membership structure, duties, procedures for appointment and dismissal of members of the Nomination and Remuneration Committee are set forth in the Nomination and Remuneration Committee Charter.

# DIRECTORS

# Position, duties, and authorities of the Directors

The Directors are a collegial organ of the Company and all decisions are made collectively through Board Meetings. The Directors are authorized to delegate part of its decision-making authority to specific Director, leaders, or other relevant parties, in accordance with applicable regulations and the Company's operational requirements

- ◆ Each member of the Directors is required to fulfill their duties and responsibilities in good faith, with greatest caution, integrity, and dedication, for the benefit and continuity of the Company's business.
- ◆ The Directors are appointed and dismissed by the GMS, taking into consideration the needs of the Company and the Directors' performance in fulfilling their duties and responsibilities.
- ◆ The Directors hold an equal position with the BOC and the GMS, despite being appointed and dismissed by the GMS.
- ◆ The primary duty of the Directors is to lead and manage the Company professionally, with continuous efforts to enhance operational efficiency and effectiveness and to ensure optimal and accountable management of Company assets.
- ◆ The Directors, as a collective bears full responsibility for executing its duties to achieve the Company's vision, mission and strategic objectives.
- ◆ The Directors must comply with the Company's Articles of Association and all applicable laws and regulations, and adhere to the principles of professionalism, efficiency, transparency, independence, accountability, responsibility and fairness.
- ◆ The Directors have full authority to manage the Company, including representing the Company, entering into agreements on behalf of the Company, and formulating and delegating responsibilities to leaders.
- ◆ The Directors are obligated to ensure the execution of the Company's business and activities in alignment with its objectives and business scope, consistently preparing business plans and providing accountability reports to the GMS.
- ◆ The duties and authorities of the Directors are further elaborated in the Board Manual.

## Rights of the Directors

The Directors are entitled to establish policies necessary for leading and managing the Company and to undertake actions related to both the management and ownership aspects of the Company, in accordance with the provisions of the Articles of Association and prevailing laws and regulations.

# Election and appointment of the Directors

Member of the Directors are appointed by the GMS, each for a term commencing from the date of appointment until the close of the fifth subsequent Annual GMS, without prejudice to the right of the GMS to dismiss any member at any time, provided that the concerned Director is given the opportunity to present their defense.

The composition of the Directors shall consist of no fewer than 3 (three) members, structured as follows:

- 1 (one) President Director; and
- 2 (two) or more Directors.

Member of the Directors must be an Indonesian citizen and meet the requirements as stipulated by the Financial Services Authority (OJK) regulations and other applicable laws and regulations.

Member of the Directors whose term of office has expired may be reappointed.

Any individual appointed to replace a resigning or dismissed Director, or to fill a vacancy, shall serve for the remaining term of the Director being replaced.

## Decision-Making by the Directors

Decisions by the Directors are made through Board meetings, except for specific authorities that have been formally delegated to individual Director in accordance with their respective areas of responsibility.

Board meeting is held as needed to ensure the smooth operation of the Company, with a minimum frequency of 1 (once) per month.

All decision in Board meetings shall, to the greatest extent possible, be made by consensus. In the event that consensus cannot be reached, decisions shall be made through a voting process, where each Director has the right to cast 1 (one) vote, and may cast an additional 1 (one) vote if officially authorized to represent another Director through valid delegation.

# Supporting organ of the Directors

## CORPORATE SECRETARY

Corporate Secretary is appointed and dismissed by the President Director through the Company's internal mechanisms, with the approval of the BOC. The Corporate Secretary reports directly to the President Director and is primarily responsible for ensuring that the Company's disclosure obligations are aligned with the implementation of good corporate governance principles. Key responsibilities include:

- providing information required by the Directors and the BOC on a regular basis and/or upon request;
- acting as a liaison officer; and
- administering and safeguarding Company documents, including but not limited to the shareholders register, special register and minutes of meetings of the Directors, the BOC and the General Meeting of Shareholders (GMS).

## INTERNAL AUDIT

Internal Audit is tasked to support the President Director by conducting operational and financial audits, assessing internal controls, management processes, and their implementation with the Company also provides recommendations for improvements, reports audit findings and results of the Internal Audit Unit to the President Director and monitors follow-up actions on audit results that have been reported.

# CORPORATE STRATEGIC PLANNING



# Fundamental principles

- Formulating the Company's strategic plans in an efficient, effective and goal-oriented manner.
- Preparing a strategic plan that outlines the objectives and targets to be achieved by the Company, with a focus on improving efficiency and productivity.

## Objectives

- The Directors is responsible for preparing the Company's development plan, the Annual Work Plan and Budget, as well as other plans related to the execution of the Company's business and activities. These plans must be submitted to the BOC and shareholders, and subsequently presented to the GMS for approval.
- Strategic planning and its implementation are intended to map out the Company's growth and development trajectory from its current state toward a desired future state. This planning process defines the Company's key objectives and outlines the necessary strategies to achieve them in a focused and measureable manner.
- The Company's long-term strategic plan is further detailed in the Annual Work Plan and Budget, which serves as an annual breakdown of the Company's long-term plan. The Work Plan and Budget provides a more detailed operational overview in a shorter period to guide the Company's development efforts in a structured and measureable way.

## Scope

### CORPORATE WORK PLAN AND BUDGET

- In the short term, the Company defines annual programs that serve as a breakdown of the objectives and targets set out in the long-term plan. These annual programs are formulated by the Directors in the Corporate Work Plan and Budget and submitted to the BOC for their input.
- Corporate Work Plan and Budget must be signed by both the Directors and the BOC, and subsequently approved by the GMS.
- Technical provisions related to the preparation of the Corporate Work Plan and Budget will be specifically outlined in a policy issue by the Directors.
- Corporate Work Plan and Budget must be supported by a risk assessment, which includes a profile of the most significant short and long term risks faced by the Company, along with an overview of the planned mitigation strategies.

### IMPLEMENTATION AND SUPERVISION OF THE CORPORATE WORK PLAN AND BUDGET

- The Directors shall prepare quarterly and annual evaluation reports on the implementation of the corporate work plan and budget and submit them to the BOC and shareholders.
- The BOC shall oversee the execution and achievement of the corporate work plan and budget. The results of this oversight shall be presented in the GMS as part of the BOC's Supervisory Report..

# RISK MANAGEMENT

# Fundamental Principles

Developing a risk management system and procedures that align the strategy, business process, human resources, finance, technology and environmental consideration with the Company's objectives.

## Background and Objectives

1. As a key element of good corporate governance, the Company is required to manage the risks encountered in the course of its business operations.
2. To ensure the achievement of the Company's objectives through optimal and effective risk management of potential risks that may impact the successful attainment of its strategic goals.
3. To promote a culture of risk awareness at all levels of the Company as an integral part of a value-driven risk management approach.
4. To foster synergistic collaboration among business units and functions within the Company by integrating risk and opportunity considerations into every decision-making process.
5. To establish a work system that is aligned with good corporate governance principles, by reinforcing compliance as one of the primary goals in the implementation of risk management.

## Managing the Risk

1. The identification, assessment, mapping, prioritization, mitigation, monitoring and evaluation of risks are carried out by designated risk owners.
2. The Directors, as the party responsible for managing the Company, must report the result of risk management activities to the BOC and shareholders.
3. Managing the risk practices must be communicated to all relevant stakeholder.
4. The implementation of risk must uphold integrity and based on accurate data and factual information.
5. Risk management must comply with applicable laws and regulations.

# Roles and Responsibilities of Corporate Organs

The Board of Commissioners and Directors, as part of the Corporate organs, have responsibility for the implementation of risk management in accordance with their authority.

## BOARD OF COMMISSIONERS (BOC)

- 1 Ensures that the Directors has implemented risk management in the Company's operations in accordance with applicable laws and regulations, including in decision-making, goal achievement and business processes.
- 2 Established a BOC's Committee to assist in overseeing the corporate risk management. This Committee is tasked with supervising, reviewing proposals submitted by the Directors to the BOC, examining reports prepared by the Directors and carrying out other duties as assigned by the BOC.

## DIRECTORS

- 1 Holds primary responsibility for the implementation of the corporate risk management.
- 2 Ensures that decision-making processes, goal attainment and other business activities take into account the risk and opportunities faced by the Company.
- 3 Demonstrates commitment to employee competence and awareness regarding risk management.
- 4 Establishing the key risks that the Company faces to.
- 5 Establishing the risk management function, including:
  - a. **Company Employees** as risk owner have responsible for understanding and implementing risk management practices relevant to their respective areas of responsibility.
  - b. **Risk Management Unit** is responsible for:
    - ensuring that the implementation of risk management in the Company adheres to a unified framework;
    - ensuring that all risk owners within the Company understand their responsibilities in managing risk; and
    - supporting the Directors in the overall corporate risk management.
  - c. **Internal Audit** is responsible for:
    - ensuring that the Company's risks are effectively managed by each respective risk owner;
    - ensuring that all risk owners carry out risk management in accordance with the established framework; and
    - ensuring compliance by risk owners with the code of conduct, risk management policies and other applicable guidelines.



# INTERNAL CONTROL SYSTEM

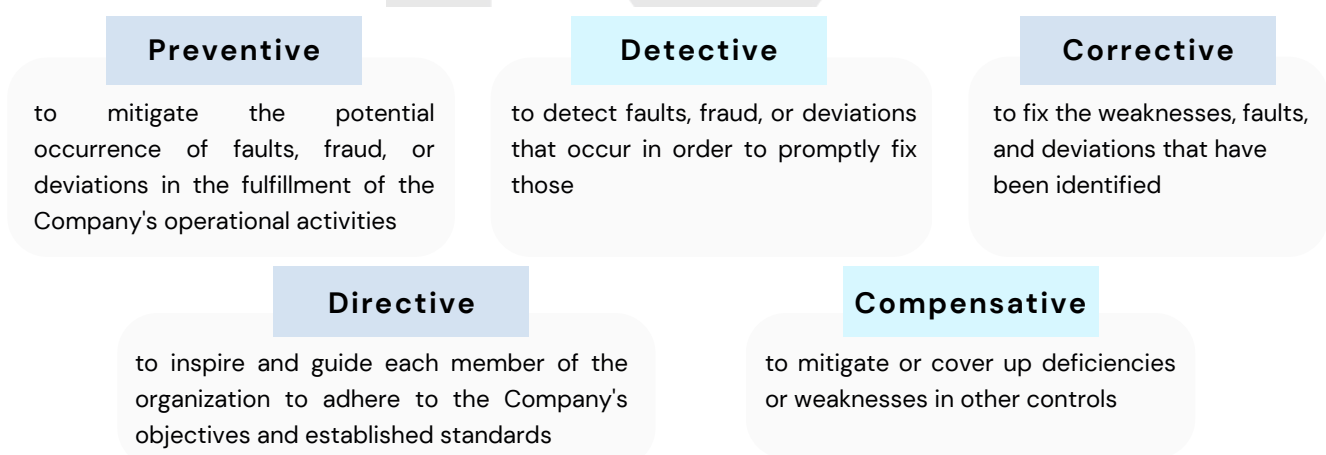
# Fundamental Principles

1. Company develops an internal control system as a process initiated by the Directors to provide reasonable assurance regarding the achievement of the Company's objectives, with emphasis on effectiveness, efficiency, reliability of financial reporting, and compliance with applicable laws and regulations.
2. Internal control system is the one of key component in the implementation of good corporate governance principles and complements other elements such as strategic planning, risk management and supervisory systems.
3. For the purpose to take care of its investments and assets, the Company implements an efficient internal control framework.

## Scope

1. Internal control within the Company is implemented in a disciplined and structured manner.
2. Analysis to risk assessment of business management activities.
3. Control activities, actions taken to ensure oversight of the Company's activities at every level and unit of the organizational structure.
4. The process of presenting the report regarding operational and financial activities, as well as compliance with laws and regulations.
5. Involves evaluation of the quality of the internal control system, including the role of internal audit at all levels and units of the organizational structure.

## Core Functions



## Supervision

- The Company establishes an internal audit unit that responsible for overseeing the implementation of the internal control system.
- The Directors must be periodically submit reports on internal oversight activities to the BOC and ensure that follow-up actions on internal audit findings are carried out and reported to the BOC.

# STAKEHOLDERS

# Fundamental Principles

1. In its efforts to build harmonious and mutually beneficial relationship with all Stakeholders, the Company consistently fosters open, effective and continuous communication. Through the active engagement of stakeholders, the Company encourages constructive input and feedback to support the sustainability of its business activities.
2. The Company is expected to proactively manage its relationships with Stakeholders not only to achieve business profits, but also to strengthen its positive image in the eyes of stakeholders.
3. Stakeholder management is carried out based on the pillars of good corporate governance, namely ethics, transparency, accountability and sustainability. All Stakeholder-related activities are directed at supporting the Company's business operations through the implementation of social responsibility, adherence to occupational health and safety standards, and sustainable environmental management to create balance and harmony with all stakeholder.
4. In order to maintain positive relationships with Stakeholders, the following considerations must be observed:
  - a. **Employee**  
The Company must ensure non-discrimination based on ethnicity, religion, race, group or gender and foster fair and honest treatment to encourage employee development according to individual potential, capabilities, experience and skills.
  - b. **Customer**  
The Company must provide transparent services and ensure the delivery of high-quality products and/or services.
  - c. **Vendor**  
The Company must uphold and comply with all procurement regulations in accordance with applicable provisions.
  - d. **Business Partner**  
The Company must establish partnerships based on equality and mutual benefit.
  - e. **Creditor**  
The Company must comply with applicable requirements when seeking funding to support business expansion and improve performance.
  - f. **Government**  
The Company must adhere to Government policies and comply with applicable laws and regulations.
  - g. **Community**  
The Company must be attentive and responsive to the interests of the community in alignment with its vision and mission, while ensuring environmental sustainability.



# Relations with Stakeholders

## 1. Employee

In its relationship with employee, the Company adheres to the following principles:

- a. respect human rights as well as the rights and obligations of employee in accordance with applicable laws and regulations;
- b. hiring, determining salaries, providing training, establishing career paths, and setting other employment conditions without regard to an individual's ethnic background, religion, gender, age, disability (insofar as it does not hinder job performance) or any other specific condition protected under the prevailing laws and regulations;
- c. the employee performance appraisal system is established and implemented based on fair and transparent performance standards for each position or role;
- d. must provide a work environment that is free from any form of pressure arising from differences in background, character, condition or individual culture;
- e. responsible for ensuring that all Company's assets, operational sites and other facilities comply with occupational health and safety as well as environmental sustainability;
- f. develop policies and procedures related to human resource management based on principles agreed upon in the collective labor agreement and in accordance with good corporate governance; and
- g. employee regulations are governed by the Company regulations or the collective labor agreement, as per applicable laws and provisions.

## 2. Customer

In its relationship with customer, the Company adheres to the following principles:

- a. committed to ensuring that customer get equal treatment in terms of price, service quality, timeliness, and safety and security guarantees, in accordance with the applicable regulations;
- b. complaints are handled professionally through established and transparent procedures;
- c. maintains long-term and good relationship with customer;
- d. has methods in place to measure customer satisfaction levels; and
- e. Management ensures that the Company are treated and served properly and truthfully in accordance with their rights.

### 3. Vendor (provider of goods and services)

In its relationship with vendor, the Company adheres to the following principles:

- a. respecting the rights of stakeholders arising from the applicable laws and regulations and/or agreements made between the Company and vendor;
- b. establishing cooperation with vendor based on good faith and mutual benefit;
- c. engagements in working relationship are carried out based on fair business competition principles, through a vendor selection process conducted via open tenders, limited tenders, direct selection or direct appointment, in accordance with the Company's procurement procedures;
- d. the selection of vendor must consider the suitability of the scope of work, a balance between capacity and workload and the provider's performance;
- e. partnering in a professional manner by adhering to all agreements outlined in the executed work contracts.

### 4. Business Partner

In its relationship with business partner, the Company adheres to the following principles:

- a. creating fair and mutually beneficial business agreements;
- b. business partner must comply with applicable regulations and be prepared to accept sanctions in the event of any violations;
- c. applying the same work ethics standards within the limits of tolerance permitted by law;
- d. supporting the functions performed by business partner in relation to the Company's business process; and
- e. building intensive communication with business partner to seek the best solutions in order to improve performance.

### 5. Creditor

In its relationship with creditor, the Company adheres to the following principles:

- a. applying the same work ethics standards to all creditor within the limits of tolerance permitted by law;
- b. the selection of creditor based on credible and accountable reputations, as well as in accordance with the Company's established procedures and mechanisms;
- c. in maintaining the trust of creditor, the Company provides both financial and non-financial information in an accountable manner; and
- d. creating fair and mutually beneficial agreements with creditor that do not violate applicable rules and procedures.

## 6. Government

In its relationship with the Government, the Company adheres to the following principles:

- a. must conduct its business activities and pursue its objectives in ways that do not conflict with government policies, applicable laws and regulations, public order and/or moral standards; and
- b. supporting efforts to enhance state revenue, both directly and indirectly, in accordance with applicable laws and regulations.

## 7. Community

In its relationship with the community, the Company adheres to the following principles:

- a. must established policies that ensure the maintenance of a harmonious relationship with the surrounding community; and
- b. responsible for any negative impacts arising from its business activities on the community and environment in which it operates. Therefore, the Company must communicate relevant information to affected communities to ensure transparency in accordance with applicable laws and regulations.

