

GUIDELINES FOR BOARD OF COMMISSIONERS AND DIRECTORS

Board Of Commisioners

A The Membership Of The Board Of Commissioners.

1 Number of Board of Commissioners.

- The Board of Commissioners consists of at least three (3) members of the Board of Commissioners, with the following composition :
 - a A President Commissioner.
 - b A Vice President Commissioner; and
 - c An Independent Commissioner or more.
- The number of independent Commissioners is at least 30% (thirty percent) of the total number of members of the Board of Commissioners.

2 Requirements of Board of Commissioners.

- **Requirements to be member of Board of Commissioners are as follows :**

- a Have good mental, moral and integrity.
 - b Legally competent.
 - c Within 5 (five) years prior to appointment and during the tenure :
 - c.1 Never been declared bankrupt.
 - c.2 Never been a member of Directors and / or Board of Commissioners that declared guilty for causing a company to go bankrupt
 - c.3 Never been convicted of a criminal offense that is detrimental to the country's financial and/or related to financial sector and
 - c.4 Never been a member of Directors and/or Board of Commissioners that during the tenure :
 - c.4.1 Ever not implemented the Annual General Meeting of Shareholders.
 - c.4.2 Accountability as members of the Directors and / or members of the Board of Commissioners rejected the General Meeting Shareholders or never not give responsibility as members of the Directors and / or members of the Board of Commissioners to the General Meeting Shareholders and
 - c.4.3 Ever not reported Annual Report to Financial Services Authority
 - d Having the commitment to comply with the legislation.
 - e Having knowledge and expertise in the required fields of the Company.
- The fulfillment of the requirements to become a member of the Board of Commissioners shall be contained in a statutory declaration, which must be investigated and documented by the Company.

3 Requirements of Independent Commissioner.

- Requirements to be Independent Commissioner are as follows :
 - a Qualify as a member of the Board of Commissioners

- b No work or supervise the issuer within a period of 6 (six) months, except for reappointment as Independent Commissioner in the next period.
- c Does not have any shares of the Company either directly or indirectly
- d No affiliation with the Company, the Board of Commissioners, Directors or major shareholders of the Company.
- e Does not have a business relationship, directly or indirectly by the issuer
 - The Company shall make replacement Independent Commissioner in his term does not meet the applicable requirements.

4 Dual Positions of Board of Commissioners.

Board of Commissioners can concurrently be :

- Directors at most 2 (two) other issuers
- Board of Commissioners at most 2 (two) other issuers, if not concurrently as Directors in other listed companies, can be Board of Commissioners at most 4 (four) other issuers.
- Committee members at a maximum of 5 (five) other issuers

5 Term Board of Commissioners.

- Appointed for a certain period by one period is 2 | (two) years, and may be reappointed, without prejudice to the right of the General Meeting Shareholders to dismiss the Board of Commissioners at any time.
- Office of the Board of Commissioners shall terminate if :
 - a Resigned in accordance with applicable regulations
 - b No longer meets the statutory requirements.
 - c Passed away
 - d Dismissed by the General Meeting Shareholders.
- Especially for the Independent Commissioner, if it had been served for 2 (two) during the period can reassume can declare themselves independent. The statement was made at the Annual General Meeting Shareholders and the Annual Report
- Special to the Chairman of the Audit Committee, which is chaired by an Independent Commissioner, the longest held for 2 (two) period of office

6 The appointment, dismissal and / or Replacement of Board of Commissioners.

Proposed appointment, termination and / or replacement of the Members of the Board of Commissioners at the Annual General Meeting Shareholders must pay attention to the recommendations of the Board of Commissioners, as a function of the nomination form

7 Resignation of Member of the Board of Commissioners.

- Members of the Board of Commissioners may resign from office before his term expires

- The resignation shall be submitted to the Company. The Company is obliged to keep the Annual General Meeting Shareholders no later than 90 (ninety) days after receipt of the request for the resignation
- The Company shall make disclosure of information to the public and the FSA no later than 2 (two) working days after receiving the letter of resignation and after the implementation of the General Meeting Shareholders

B Functioning of the Board of Commissioners.

a. Duties and Responsibilities of the Members of the Board of Commissioners.

- To supervise and be responsible for oversight of the maintenance policy, the road maintenance in general, both regarding the Company or the Company's business and to advise the Directors
- Under certain conditions, the Board of Commissioners is obliged to convene the Annual General Meeting Of Shareholders and other Shareholders in accordance with those powers stipulated in laws and regulations and the articles of association.
- In order to support the effective discharge of its duties and responsibilities, the Board shall assist the Audit Committee and may establish other committees.
- The Board of Commissioners shall evaluate the performance of committees that assist the implementation of tasks and responsibilities, each financial year end.

b. Members of the Board of Commissioners accountability .

- Each Member of the Board of Commissioners is responsible in the company's range of responsibilities for any damage caused by errors or omissions of members of Board of Commissioners in the conduct of its work.
- Members of the Board of Commissioners can not be held responsible for any damages if the company can prove :
 - a The loss was no fault or negligence.
 - b The management has done in good faith, responsibly, and prudence to interest and complies with the intent and purposes of the Company
 - c Have no conflict of interest either directly or indirectly over the management actions that resulted in the losses.
 - d Do not take action to prevent such loss has occurred or is continuing.

c. The Authority Of The Members Of The Board Of Commissioners.

- The Board of Commissioners is authorized to suspend Board members by mentioning the reason
- The Board of Commissioners can perform actions of management of the company in certain circumstances for a period of time, based on the articles of association or decision of the General Meeting of Shareholders.

C Board Of Commissioners Meeting Policy

1 Meeting Of The Board Of Commissioners.

- The Board of Commissioners is obligated to hold meetings at least 1 (one) time in 2 (two) months.
- Board of Commissioners meetings can be held if attended by at least 2/3 (two thirds) of all the members of the Board of Commissioners
- The Board of Commissioners is obliged to hold a joint meeting of the Directors periodically at least 1 (one) time within 4 (four) months, which can be counted as a meeting of the Board of Commissioners.

2 Decision-making Meeting Of The Board Of Commissioners.

- Decision-making meeting of the Board of Commissioners is conducted based on the consensus discussion.
- In the matter of a decision of the Council not achieved consensus, decision making is done on the basis of the most votes.
- The results of the meeting the meeting of treatise poured in mandatory documented by the Company

Directors

A Membership of the Directors.

1 Number of Members of the Directors.

- The Directors consists of at least 3 (three) Directors, with the composition as follows :
 - a One President Director.
 - b One Vice President Director, and
 - c One Director or more.

2 Requirements for Being a Member of the Directors.

- The requirements for being a member of the Directors are as follows
 - a Having good morality and integrity.
 - b Capable to do legal actions.
 - c Within 5 (five) years before appointment and during terms of service :
 - c.1 Never been declared bankrupt
 - c.2 Never become a member of the Directors and/or Board of Commissioners who is found guilty causing a Company to be declared bankrupt.
 - c.3 Has never been punished due to a crime that harmed the state finance and/or related to financial sector and;
 - c.4 Has never been a member of the Directors and/or Board of Commissioners who during his/her term of office :
 - c.4.1 Once failed to convene an Annual General Meeting of Shareholders.
 - c.4.2 His/her accountability as a member of the Directors and/or member of the Board of Commissioners was rejected by a General Meeting of Shareholders or once failed to give his/her accountability as a member of the Directors and/or member of the Board of

Commissioners to a General Meeting of Shareholders; and

c.4.3 Once failed to give Annual Report to the FSA

- d Has commitment to comply with the regulations of law.
 - e Has knowledge and expertise in the fields required by the Company.
- Fulfillment of the requirements for being a member of the Board of Commissioners shall be set out in a letter of statement, which shall be perused and documented by the Company

3 Dual Position of a Member of the Directors.

A member of the Directors may have concurrent positions as :

- A member of the Directors in at most 1 (one) other issuer.
- A member of the Board of Commissioners in at most 3 (three) other issuers.
- A member of a Committee in at most 5 (five) other issuers

4 Term of Office of a Member of the Directors.

- Appointed for a certain period of service with 2 (two) years for each period, and may be reappointed, without prejudice to the right of the General Meeting of Shareholders to dismiss members of the Directors anytime.
- The position of a member of the Directors shall expire in the event of :
 - a Resignation in accordance with the applicable regulations.
 - b No longer meeting the requirements of law.
 - c Passed away
 - d Dismissal by virtue of a resolution of the General Meeting of Shareholders.

5 Appointment, Dismissal, and/or Replacement of a Member of the Directors.

The proposal for appointment, dismissal, and/or replacement of a Member of the Directors to the General Meeting of Shareholders shall observe the recommendations from the Board of Commissioners, as the form of nomination function.

6 Resignation of a Member of the Directors.

- A member of the Directors may resign from his/her position before expiry of his/her term of office
- The application for resignation shall be submitted to the Company. The Company shall convene a General Meeting of Shareholders at the latest 90 (ninety) days upon receipt of such application for resignation.
- The Company shall expose information transparently to the public and the FSA at the latest 2 (two) business days upon receipt of the letter of resignation and following a General Meeting of Shareholders.

B Functions of the Directors.

1 Duties and Responsibilities of the Directors.

- Running and being responsible for the management, the running of the management of the Company for the interest of the Company in accordance with the purpose and objective of the Company and articles of association.
- In running its duties and responsibilities, the Directors shall convene annual General Meeting of Shareholders and other General Meetings of Shareholders as set forth in the regulations of law and articles of association.
- In order to support the effective discharge of its duties and responsibilities, the Board shall assist the Audit Committee and may establish other committees.
- In order to support the effectiveness of its duties and responsibilities, the Directors may establish other Committees.
- The Directors shall evaluate the performance of the committees that assist in the performance of its duties and responsibilities, at the end of each fiscal year.

2 Accountability of a Member of the Directors.

- Each member of the Directors shall be jointly responsible for the loss of the Company resulting the fault or negligence of a member of the Directors in running his/her duties.
- A member of the Directors shall not be held responsible for the loss of the Company if he/she can prove :
 - a That the loss was not due to his/her fault or negligence.
 - b That he/she has run the management in good faith, full of responsibility and carefulness for the interest of and in accordance with the purpose and objective of the Company.
 - c That he/she has no conflicts of interest either directly or indirectly in the act of the management that resulted in the loss.
 - d That he/she has not taken the action to prevent the rise or continuance of such loss

3 Authority of a Member of the Directors.

- The Directors shall have the authority to represent the Company within and outside the Court.
- A member of the Directors shall have no authority to represent the Company if :
 - a There is a case in the court between the Company and the related member of the Directors.
 - b The related member of the Directors has a conflict of interest with the Company.

C Policies on Meetings of the Directors.

1 Meetings of the Directors

- The Directors shall hold meetings at least once in 1 (one) month.
- A meeting of the Directors may be held if attended by at least 2/3 (two-thirds) of the total members of the Directors.

2 **Adoption of Resolutions in Meetings of the Directors.**

- Resolutions of meetings of the Directors shall be adopted in deliberation for consensus.
- In the event that the deliberation for consensus is not achieved, the resolutions may be adopted based on the majority of votes.
- The results of a meeting shall be set out in the minutes of meeting that shall be documented by the Company.