

**BOARD OF COMMISSIONERS
CHARTER OF
PT SUMBER ALFARIA TRIJAYA Tbk.**



2019

This Board of Commissioners charter shall provide guidance for the Board of Commissioners in performing its duties and responsibilities. This charter is prepared by referring to the Articles of Association of the Company and the prevailing laws and regulations, including Law No. 40 of 2007 on Limited Liability Companies, rules of the Financial Services Authority (*Otoritas Jasa Keuangan* - "OJK") and rules of the Indonesian Stock Exchange.

The Board of Commissioners is an organ of the Company who has the duty of carrying out supervision generally and/or specifically in accordance with the Articles of Association and to give advice to the Board of Directors of the Company.

1. Legal Basis

1. Law No. 40 of 2007 on Limited Liability Companies;
2. Law No. 8 of 1995 on Capital Market;
3. Regulation of the Financial Services Authority No. 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of Issuers or Public Companies;
4. Articles of Association of the Company;
5. Other prevailing capital market laws and regulations.

2. Composition and Requirements

1. The Board of Commissioners of the Company shall consist of at the minimum 3 (three) members of the Board of Commissioners, including the Independent Commissioner.
2. The composition and positions of the members of the Board of Commissioners shall be as follows;
 - a. a President Commissioner;

- b. at the minimum 2 (two) Commissioners including the Independent Commissioner.
3. The appointment, dismissal and change to the composition of the members of the Board of Commissioners, including the Independent Commissioner, shall be resolved by the General Meeting of Shareholders ("GMS").
4. If the GMS does not determine the position of the President Commissioner, then the members of the Board of Commissioners shall elect from among themselves 1 (one) member of the Board of Commissioners to be the President Commissioner and 2 (two) or more members of the Board of Commissioners to be Commissioners.
5. The nomination process of members of the Board of Commissioners is to be carried out by the Board of Commissioners at the GMS after receiving recommendations from the Nomination and Remuneration Committee (NRC).
6. Members of the Board of Commissioners must meet the following qualifications:
 1. Have good behavior, moral and integrity and capable of carrying out legal actions;
 2. In the 5 years prior to his/her appointment and during his/her term of office:
 - has never been declared bankrupt;
 - has never been a member of a Board of Directors and/or a member of a Board of Commissioners who is found guilty in causing a company being declared bankrupt;

- has never been punished for committing crimes that cause losses to the state finances and/or that relates to the financial sector;
 - has never been a member of the Board of Directors and/or a member of the Board of Commissioners who, during his/her term of office:
 - a. has ever failed to hold an Annual GMS,
 - b. his/her accountability report as a member of a Board of Directors and/or a Board of Commissioners was ever rejected by the GMS or has ever failed to submit his/her accountability report as a member of the Board of Directors and/or a member of the Board of Commissioners to the GMS,
 - c. has ever caused a company, who obtained a license, approval or registration from OJK, to fail to perform its obligation to submit annual report and/or financial statement to the OJK.
 - has the commitment to comply with the laws and regulations.
 - has the knowledge and/or skill in the field required by the Company.
3. The fulfillment of the qualification for members of the Board of Commissioners shall be stated in a statement letter prepared by each member of the Board of Commissioners and submitted and documented by the Company.
7. Independent Commissioner is a member of the Board of Commissioners who is from outside the Company and meets the qualifications as Independent Commissioner. The presence of an Independent

Commissioner is to create an objective, fair and equal climate for all stakeholders.

8. Other than meeting the qualifications for members of the Board of Commissioners, an Independent Commissioner must also meet other qualifications as follows:

- Not an person who is working for or has the authority and responsibility to plan, lead, control and supervise the activities of the Company in the last 6 months, except for re-appointment as Independent Commissioner of the Company for the next period.
- Does not own shares in the Company, whether directly or indirectly.
- Does not have an affiliate relationship with the Company, members of the Board of Commissioners, members of the Board of Directors or main shareholders of the Company.
- Does not have business relationships, whether directly or indirectly, that are related to the business activities of the Company.

3. Term of Office

1. The term of office of members of the Board of Commissioners commences on the date as determined by the GMS that appoints them until the close of the third annual GMS held after the GMS that appointed the members of the Board of Commissioners without prejudice to the rights of the GMS to the dismiss them at any time.
2. Members of the Board of Commissioners whose term of office have ended may be re-appointed.

3. Anyone who is appointed to replace a member of the Board of Commissioners who resigns or is dismissed and to fill in a vacant position or anyone appointed in addition to existing members of the Board of Commissioners shall be appointed for a term of office that is the remaining term of office of the other incumbent members of the Board of Commissioners.
4. Members who are Independent Commissioners who have held positions for 2 terms of office may be re-appointed in the next period to the extent the relevant persons have declared their independence to the GMS.
5. Members of the Board of Commissioners may resign from their positions subject to complying with the provisions of the Articles of Association and laws and regulations.
6. The term of office of a member of the Board of Commissioners shall automatically end if he/she:
 - a. is declared bankrupt or placed under guardianship based on a court decision;
 - b. is dismissed as stipulated in the Articles of Association;
 - c. is prohibited from becoming a member of the Board of Commissioners pursuant to the provisions of prevailing laws and regulations;
 - d. has resigned as provided in the Articles of Association;
 - e. passes away.

4. Double Position

Double position of members of the Board of Commissioners shall refer to the regulations of the OJK as follows:

1. A member of the Board of Commissioners may hold double position as
 - a. a member of a Board of Directors at the maximum in 2 (two) other Issuers or Public Companies.
 - b. a member of a Board of Commissioners at the maximum in 2 (two) other Issuers or Public Companies.
2. In the event a member of the Board of Commissioners does not hold a double position as a member of Board of Directors, the relevant person may hold double position as a member of a Board of Commissioners at the maximum in 4 (four) other Issuers or Public Companies.
3. Members of the Board of Commissioners may hold double position as committee members at the maximum in 5 (five) committees of the Issuer or Public Company where the relevant person is holding the position as member of the Board of Directors or member of the Board of Commissioners.
4. Double position as a Committee member by the Board of Commissioners can be carried out only to the extent not in contravention with other laws and regulations.

5. Duties, Responsibilities and Authorities

1. The Board of Commissioners has the duty to carry out supervision on management policies, the way the management is carried out in general, whether regarding the Company or the business of the Company and to

give advice to the Board of Directors and perform other matters provided in the Articles of Association of the Company.

2. Members of the Board of Commissioners, jointly or individually, at any time during the Company's office hours may inspect all books, letters and other evidentiary documents, inspect and verify the cash position and other matters and shall be entitled to know all actions taken by the Board of Directors.
3. The Board of Directors and each member of the Board of Directors must provide explanations on all matters regarding the Company as requested by the Board of Commissioners as may be needed by the Board of Commissioners in performing its duties.
4. A Meeting of the Board of Commissioners at any time shall be entitled to temporarily suspend one or more member of the Board of Directors if the member of the Board of Directors has acted in contravention with the Articles of Association and/or the prevailing laws and regulations. The procedure for temporary suspension shall be carried out in accordance with the Articles of Association of the Company.
5. If all members of the Board of Directors are temporarily suspended, then the Board of Commissioners shall temporarily be obliged to manage the Company. The Board of Commissioners shall be entitled to grant temporary powers to one or more members of the Board of Commissioners to take actions for and on behalf of and represent the Company.
6. In certain conditions, the Board of Commissioners must convene the Annual GMS and other GMS in accordance with its authorities as

stipulated in the laws and regulations and the Articles of Association of the Company.

7. In order to support effectiveness in performing its duties and responsibilities, the Board of Commissioners must form an Audit Committee and may form other Committees.
8. The Board of Commissioners must conduct evaluation on the performance of the committees who assist it in the performance of its duties and responsibilities at the end of each financial year.
9. Each member of the Board of Commissioners shall be jointly and severally liable for the losses of the Company that are caused by the negligence or misconduct of the members of the Board of Commissioners in performing their duties.
10. The Board of Commissioners must ensure the implementation of Good Corporate Governance in every activity of the Company at the entire line in the organization.

6. Work Ethics

1. Each member of the Board of Commissioners must carry out his/her duties and responsibilities in good faith, with full responsibility and care.
2. The Board of Commissioners must prepare a guidance that will bind each member of the Board of Commissioners [that contains], among other things, legal basis, description of duties, responsibilities and authorities, working hours, meeting policy, reporting and accountability.
3. Each member of the Board of Commissioners must obey the Company's Code of Ethics.

4. Each member of the Board of Commissioners must allocate sufficient time to perform his/her duties and responsibilities.
5. Each member of the Board of Commissioners must comply with applicable provisions regarding double position.
6. Members of the Board of Commissioners are prohibited, whether directly or indirectly, from making any incorrect statement regarding a material fact that can be misleading in relation to the condition of the Company.

7. Meeting

1. The Board of Commissioners must convene a Meeting at the minimum 1 (once) in every 2 (two) months.
2. The Board of Commissioners must convene a joint Meeting with the Board of Directors 1 (once) in every 4 (four) months.
3. Meetings of the Board of Commissioners may be convened if attended by the majority of all members of the Board of Commissioners.
4. Meetings of the Board of Commissioners shall be convened at the domicile of the Company or the place of main business activity of the Company or other place within the territory of the Republic of Indonesia as determined by the Board of Commissioners.
5. Provisions regarding the mechanism for the meeting of the Board of Commissioners are stipulated in the Articles of Association of the Company.
6. The adoption of resolutions in the Meeting of the Board of Commissioners shall be based on deliberation to reach consensus. If a

decision based on deliberation to reach consensus cannot be achieved, the resolutions of the Meeting shall be adopted by voting based on majority votes and the mechanism for the voting shall be stipulated in the Articles of Association of the Company.

7. The Board of Commissioners may also adopt valid resolutions without convening a meeting provided that all members of the Board of Commissioners have been notified in writing regarding the proposal and all members of the Board of Commissioners have given their approvals on the proposal being submitted in writing and have signed such approvals.
8. Resolutions of the Board of Commissioners are binding and shall become the responsibility of all members of the Board of Commissioners.
9. The results of the Meeting of the Board of Commissioners must be stated in Minutes of Meeting of the Board of Commissioners that are signed and distributed in accordance with the provisions of the Articles of Association of the Company.
10. The copies of the Minutes of Meeting of the Board of Commissioners that have been signed must be distributed to all members of the Board of Commissioners and documented by the Company.

8. Office Hours

Members of the Board of Commissioners shall have sufficient time to be allocated for the proper implementation of their duties. A Commissioner must be sufficiently free from other commitments so that he/she can allocate the time required to prepare for meetings and participate in

orientations, trainings, assessments and other activities of the Board of Commissioners.

9. Transparency and Prohibition Aspects

1. The Board of Commissioners must disclose ownership and change of ownership over shares in the Company to the OJK and the Indonesian Stock Exchange at the latest within 10 days since the transaction takes place.
2. Each member of the Board of Commissioners must disclose the financial relationship, family relationship with other members of the Board of Commissioners, the Board of Directors and controlling shareholders in the report on the implementation of Good Corporate Governance of the Company.
3. Each member of the Board of Commissioners is prohibited from taking personal benefit whether directly or indirectly from the activities of the Company other than remuneration and other facilities that are stipulated in accordance with the Articles of Association of the Company.

10. Orientation and Training Programs

1. Orientation program shall be conducted so that all members of the Board of Commissioners gain insights regarding the business of the Company.
2. Orientation materials contain among other things: vision, mission and strategy of the Company, medium-term and long-term plans, operational and financial performance and other matters that are relevant in accordance with the Company's business.

3. Each member of the Board of Commissioners must participate in training programs in the form of: seminars, workshops, visits, benchmarks, etc that are intended to broaden his/her knowledge and to support him/her in the implementation of his/her duties and responsibilities.

11. Reporting and Accountability

1. The Board of Commissioners shall prepare and submit reports to the GMS or other regulatory authority, and which shall be included in the annual report, regarding the supervision activities carried out during such period.
2. The Board of Commissioners shall conduct self-assessment on the performance of the Board of Commissioners as collegial based on the criteria recommended by the Nomination and Remuneration Committee the carrying out of supervision and support for the implementation of good corporate governance in the Company.
3. Performance evaluation of members of the Board of Commissioners shall be conducted each year by the Board of Commissioners based on the criteria recommended by the Nomination and Remuneration Committee.

12. Validity Period & Evaluation

1. This Charter of the Board of Commissioners is valid 2019.
2. This Charter of the Board of Commissioners shall be evaluated periodically for improvements.