

Charter of the Board of Directors PT Austindo Nusantara Jaya Tbk.

Introduction

The charter of the Board of Directors of PT Austindo Nusantara Jaya Tbk. (the “**Company**”) is drawn up to set out the working guidelines and procedures of the Board of Directors of the Company.

Legal Basis

This charter of the Board of Directors is drawn up pursuant to:

1. Law on Capital Market.
2. Law on Limited Liability Company.
3. Regulations of the Financial Services Authority.
4. Regulations of the Indonesia Stock Exchange.
5. Articles of Association of the Company.

Values

The values of the Company are:

1. Integrity.
2. Respect for People and the Environment.
3. Continuous Improvement.

Code of Ethics

The Code of Ethics on Business Conduct of the Company is also applicable for the Board of Directors of the Company.

Membership

1. The Board of Directors consists of at least 2 (two) members and one of them shall be appointed as the President Director. If needed, one or more Vice President Directors may be appointed.
2. The members of the Board of Directors are appointed by the general meeting of shareholders (the “**GMS**”) as of the date of appointment by the GMS until the closing of

the fifth Annual GMS after the appointment, without prejudice to the rights of the GMS to dismiss them at any time.

3. The Board of Directors shall have at least 1 (one) Independent Director who fulfills the requirements of the prevailing laws and regulations.
4. A proposal to replace or appoint a member of the Board of Directors must be with due observance to the recommendation from the Nomination and Remuneration Committee.

Duties and Responsibilities

1. The Board of Directors shall carry out and shall be responsible for the management of Company for the interest of the Company in accordance with the purpose and objectives of the Company, the Articles of Association of the Company, the prevailing laws and regulations and the principles of good corporate governance.
2. The main duties of the Board of Directors are:
 - (a) To lead, manage and direct the Company in line with the objectives of the Company and to continuously improve the efficiency and effectiveness of the Company.
 - (b) To control, maintain and manage the assets of the Company.
 - (c) To draw up annual working plan comprising of the annual budget of the Company which shall be delivered to the Board of Commissioners for its approval prior to the commencement of the relevant financial year.
3. The Board of Directors shall obtain an approval from or the relevant document shall be co-signed by the Board of Commissioners for the following actions:
 - (a) To obtain or carry out a new business or business activity.
 - (b) To approve the acquisition of a new business or business activity by a subsidiary of the Company.
 - (c) To obtain, to sell or to encumber the assets of the Company having a value of more than 5% (five percent) of the total assets of the Company.
 - (d) To approve the acquisition of a new asset by a subsidiary of the Company.
 - (e) To approve the transfer or encumbrance of more than 50% (fifty percent) of the total net assets of a subsidiary in one or more independent or inter-related transactions.
 - (f) To amend the working plan/budget based on a limit determined by the Board of Commissioners of the Company.

- (g) To approve the amendment to the working plan and/or annual budget of a subsidiary of the Company.
- (h) To approve the appointment and dismissal of the members of the Board of Directors and the Board of Commissioners as well as the auditor of a subsidiary.
- (i) To incur operational expenses or to obtain a loan from a bank.
- (j) To approve operational expenses or obtainment of a loan from a bank by a subsidiary of the Company which exceeds the amount determined by the Board of Directors from time to time as approved by the Board of Commissioners.
- (k) To sign material contracts other than ordinary contracts in the daily business activity.
- (l) To approve the signing of material contracts other than ordinary contracts in the daily business activity by a subsidiary of the Company.
- (m) To sign a contract with a member of the Board of Directors of the Company, a member of the Board of Commissioners of the Company, the shareholder of the Company and their affiliates other than agreements with bonafide arms-length terms.
- (n) To approve the signing of a contract by a subsidiary of the Company with a member of the Board of Directors of the Company, a member of the Board of Commissioners of the Company, the shareholder of the Company and their affiliates other than agreements with bonafide arms-length terms.
- (o) To approve the amendment to the articles of association or other constitutional documents of a subsidiary of the Company.
- (p) To approve a merger, consolidation, takeover and spin-off of a subsidiary of the Company.
- (q) To approve the bankruptcy, liquidation and dissolution of a subsidiary of the Company.

Rights to Represent the Company

1. The Directors who are entitled and empowered to act for and on behalf of the Board of Directors and represent the Company are the President Director together with a Director who is responsible for a subject matter under his/her authority or a Deputy President Director together with a Director who is responsible for a subject matter under his/her authority.

In the event the President Director or the Deputy President Director is absence, the President Director or the Deputy President Director must appoint another Director as his/her attorney-in-fact pursuant to a written power of attorney.

The Director appointed by the President Director or the Deputy President Director shall be entitled and empowered to act for and on behalf of the Board of Directors and represent the Company together with a Director who is responsible for a subject matter under his/her authority.

2. In certain cases, the Board of Directors shall be entitled to appoint one or more persons as his/her attorney-in-fact by providing a specific power as described in a written power of attorney.

Working Time

1. The working time is Monday to Friday (except for a public holiday) from 8 AM West Indonesia Time to 5 PM West Indonesia Time, including an hour of rest time.
2. A longer working time may be needed in order to fulfill the working needs. In this regard, the members of the Board of Directors are expected to perform his professional duties with due responsibility.

Meeting

1. The meeting of the Board of Directors shall be convened periodically at least once a month.
2. The meeting of the Board of Directors is chaired by the President Director. In the event the President Director is absence, the meeting of the Board of Directors is chaired by a member of the Board of Directors who attends such meeting.
3. A member of the Board of Directors may be represented in a meeting of the Board of Directors only by another member of the Board of Directors pursuant to a power of attorney provided specific for such purpose.
4. The meeting of the Board of Directors is entitled to adopt valid and binding resolutions if more than 1/2 (one half) of the total members of the Board of Directors attend or are represented legally in the meeting.
5. Resolutions of the meeting of the Board of Directors are adopted by deliberation to reach consensus. Failing which, resolutions shall be adopted by voting with affirmative votes of more than 1/2 (one half) of the total votes validly cast at the meeting.
6. In the event of a tie vote, the chairman of the meeting of the Board of Directors shall decide.
7. In all meetings of the Board of Directors, the minutes of the meeting shall be drawn up and signed by all attending members of the Board of Directors. In the event a Director does not sign the minutes of the meeting of the Board of Directors, the Director in question shall specify his/her reason in a written document. Such document will be attached to the minutes of the meeting of the Board of Directors.

8. The Board of Directors may adopt valid resolutions without convening a meeting of the Board of Directors provided that all members of the Board of Directors have been notified in writing regarding the proposal and all members of the Board of Directors approve such proposal in writing and sign such resolutions.
9. The Board of Directors shall convene a meeting together with the Board of Commissioners periodically at least once every 4 (four) months.

Reporting and Accountability

The Board of Directors of the Company is accountable to the shareholders of the Company through the GMS.
