

## Mechanism for the Resignations and Dismissal of The Board of Commissioners

Members of the Board of Commissioners may at any time be dismissed by GMS if for the reasons concerned are proven to have committed the following:

- 1. Unable to properly perform his/her responsibilities.
- Violating the provisions of the Articles of Association and/or laws and regulations.
- 3. Involved in actions that harm the Company and/or the State.
- 4. Committing any actions that violate ethics and/or performing bad manners as members of the Board of Directors.
- Declared guilty by a court decision with permanent legal force.
- 6. Resigned.

The decision to dismiss a member of the Board of Commissioners for the reasons mentioned above is taken after the person concerned is given the opportunity to defend him/herself at the GMS. Members of the Board of Commissioners may also be dismissed based on other reasons deemed appropriate by GMS.

In the event of consanguineous relation up to the third degree, both lineal and collateral, and an affinity (in-laws) relationship between any member of the Board of Commissioners, GMS shall have the authority to dismiss one of them.

A member of the Board of Commissioners may resign from his/her position before his/her term of office ends. In the event that a member of the Board of Commissioners resigns, the resigning member must submit a written resignation request regarding his/her purpose to the company. The Company must hold GMS to make a decision regarding the resignation request of such member of the Board of Directors at most 90 (ninety) days after receiving the resignation letter.

The position of a Member of the Board of Directors shall be terminated if:

- 1. The resignation has been effective.
- 2. The said person passes away.
- 3. The term of office ends.
- 4. The said person is dismissed by GMS resolution.
- The said person is declared bankrupt by a Commercial Court, which has permanent legal force, or is placed under receivership under a court decision.
- 6. The said person is no longer deemed qualified as a member of the Board of Directors under the provisions of the Articles of Association and laws and regulations, including as a holder of any restricted concurrent positions.

# Nomination and Remuneration for the Board of Directors and Board of Commissioners

## Nomination Procedures for the Board of Directors and Board of Commissioners

#### **Board of Directors Nomination Procedure**

The Policies and procedures for nomination of the Board of Directors has been regulated in the Good Corporate Governance Guidelines which are enacted in the Board of Directors Regulation No. 11/PD/DIR/PPD/2018 as well as the Board of Directors' Work Guidelines and Manual. The procedure for nomination of the Board of Directors is as follows:

- Members of the Board of Directors are appointed and dismissed by GMS.
- Selection of candidates for members of the Board of Directors is carried out through a transparent selection and nomination process, considering the recommendations of the Board of Commissioners based on analysis from the Remuneration and Nomination Committee, considering expertise, integrity, honesty, leadership, experience, behavior and dedication, as well as the adequacy of time for the progress of the Company.
- Candidates for members of the Board of Directors who are internal officials of the Company may be proposed by the Commissioners through a review of the Remuneration and Nomination Committee.
- 4. The appointment of members of the Board of Directors is carried out through a fit and proper test mechanism. Prospective members of the Board of Directors who pass the test must sign a management contract before being appointed as the Board of Directors.

#### **Board of Commissioners Nomination Procedure**

Procedure for the nomination of the Board of Commissioners has been regulated in the Good Corporate Governance Guidelines which are stipulated in the Board of Directors Regulation No. 11/PD/DIR/PPD/2018 as well as the Board of Commissioners' Work Guidelines and Manual. The procedure for the nomination of the Board of Commissioners, namely:

- Members of the Board of Commissioners are appointed and dismissed by GMS.
- 2. Selection of candidates for the Board of Commissioners is carried out through a selection process up to nomination in a transparent manner by considering the recommendations of the Remuneration and Nomination Committee and considering the personality of the candidates for the Board of Commissioners including integrity, honesty, professionalism, leadership, experience, loyalty and adequacy of time for the progress of the Company.