

# **CHARTER OF THE BOARD OF DIRECTORS**

## **PT ADARO MINERALS INDONESIA Tbk**

## CHAPTER 1 INTRODUCTION

### 1.1. Foreword

PT Adaro Minerals Indonesia Tbk (the “**Company**”) is a publicly listed company established on September 25<sup>th</sup>, 2007 based on the Notarial Deed of Dwi Yulianti, S.H. number 9 of September 25<sup>th</sup> 2007. On January 3<sup>rd</sup>, 2022, the company was registered on Indonesia Stock Exchange based on FSA’s (Financial Services Authority’s) letter number S-239/D.04/2021 regarding the Notification of the Effectiveness of Registration Statement. Being a publicly listed company, the Company must carry out business activities by complying with all the applicable regulatory requirements, including the provisions on capital market.

Board of Directors (BoD) shall manage the Company for the Company’s best interests and in accordance with the Company’s goals and objectives. BoD has the authority to carry out its role by adhering to the policies deemed to be appropriate, with limitation as specified by the Company’s articles of association (“**the Articles of Association**”) and Law number 40 of 2007 on Limited Liability Company (“**Law on Limited Liability Company**”). BoD is committed to acting and behaving in accordance with the principles of Good Corporate Governance (“**GCG**”), which implementation consists of transparency, accountability, responsibility, independency, and fairness, and the standards of ethics and Company values.

In carrying out duties, responsibilities, and authority, BoD needs implementation guidelines (“**BoD Charter**”) to ensure these three elements are effectively performed to meet the interests of the Company’s shareholders and other stakeholders. BoD Charter is a company document conveying the commitment of and serving as the guidelines for the BoD for implementing GCG. Based on the charter, in performing duties, BoD is expected to always prioritize GCG based on the Company’s ethical standard and values, and comply with the Articles of Association and all applicable laws and regulations, in order to achieve the Company’s vision, mission and strategic plans for the Company to reach its goals and objectives.

## **1.2. BoD Vision and Mission and Company Values**

### **1.2.1. BoD Vision**

To be a competent, professional, qualified board of directors, and continuously apply the company values for the Company and its subsidiaries to become a leading mining and energy group of companies.

### **1.2.2. BoD Mission**

To carry out a management function of a world-class company in accordance with GCG principles and prioritize the Company's interests above all other interests in order to achieve the Company's vision and missions.

### **1.2.3. Company Values**

To uphold the Company's values of integrity, meritocracy, openness, respect, excellence, and other values as applied from time to time.

## **1.3. Objective**

This BoD Charter complements the Articles of Association and the applicable laws and regulations which set forth the provisions for the BoD of limited liability companies and serves as BoD guidelines in carrying out duties, responsibilities and authority in accordance with GCG principles.

## **1.4. Legal Framework**

This BoD Charter is constructed based on the provisions applicable to and binding the Company:

- a. Law number 40 of 2007 on Limited Liability Company;
- b. Law number 8 of 1995 on Capital Market;
- c. Regulation of Financial Services Authority number 33/POJK.04/2014 on Issuers or Public Companies' Board of Directors and Board of Commissioners;
- d. Regulation of Financial Services Authority number 34/POJK.04/2014 on Issuers or Public Companies' Nomination and Remuneration Committee;
- e. Regulation of Financial Services Authority number 21/POJK.04/2015 on the Implementation of Public Companies' Corporate Governance Guidelines;
- f. Regulation of Financial Services Authority number 29/POJK.04/2016 on Issuers' or Public Companies' Annual Report;

- g. Regulation of Financial Services Authority number 11/POJK.04/2017 on Reports on the Ownership or Each Amendment to Ownership in Public Companies' Shares;
- h. Regulation of Financial Services Authority number 75/POJK.04/2017 on the Board of Directors' Responsibility on Financial Statements
- i. Regulation of Financial Services Authority number 15/POJK.04/2020 on the Plan and Implementation of General Meetings of Shareholders by Public Companies;
- j. Regulation of Financial Services Authority number 17/POJK.04/2020 on Material Transactions and Changes in Business Activities;
- k. Regulation of Financial Services Authority number 42/POJK.04/2020 on Affiliated Party Transactions and Conflict of Interest Transactions
- l. Regulation of Financial Services Authority number 23/POJK.04/2021 on Follow-up Supervision in Capital Market;
- m. Regulation of Financial Services Authority number 3/POJK.04/2021 on the Implementation of Capital Market Activities;
- n. Circular Letter of Financial Services Authority number 32/POJK.04/2015 on Governance Guidelines for Public Companies; and
- o. Circular Letter of Financial Services Authority number 16/POJK.04/2021 on the Format and Content of Issuers or Public Companies' Annual Reports; as amended and/or replaced from time to time.

## CHAPTER 2

### ORGANIZATIONAL STRUCTURE AND MEMBERSHIP REQUIREMENTS

#### 2.1. Organizational Structure

##### 2.1.1. Number and Composition of BoD Members

The number and composition of BoD members are set forth as follows:

- a. BoD must consist of at least 2 (two) members appointed in the General Meeting of Shareholders (“GMS”) with its composition consisting of a President Director; and a Vice President Director (if any); or a Director.
- b. The composition and number of BoD members must be approved by GMS to accommodate the Company’s vision, mission, and strategic plans and the need for effective, right and fast decision making and taking actions independently.
- c. Recommendations for the composition of the positions of BoD members are made by the Company’s Nomination and Remuneration Committee (whose functions are carried out by the Board of Commissioners (“BoC”) prior to its formation) and proposed to BoC.
- d. In the event that due to any reason the positions of all BoD members are vacant, the Company will temporarily be put under the management of (a) BoC member(s) appointed in BoC meeting.

##### 2.1.2. BoD Terms of Office

BoD term of office is set forth as follows:

- a. BoD members are appointed by GMS for a period from the date determined in the GMS in which they are appointed until the closure of the fifth annual GMS from the date of their appointment, without prejudice to GMS’s rights to terminate them at any time.
- b. Each BoD member may be reappointed for the subsequent term.

##### 2.1.3 BoD Appointment

BoD appointment is set forth as follows:

- a. BoD members are appointed by GMS.
- b. BoD members may be nominated by 1 (one) or more shareholders collectively holding at least 10% (ten per cent) of total shares with valid voting rights and the nomination must have been received by BoD within 7 (seven) days prior to GMS

date, unless determined otherwise by the applicable laws and regulations or by shareholders' consensus.

- c. Recommendations for policies and criteria for the process to nominate an individual to be a BoD member and recommendations for the nomination of a candidate who fulfil the requirements to be a BoD member shall be compiled by the Nomination and Remuneration Committee (whose functions are carried out by BoC prior to its formation) and submitted to BoC.
- d. In the event that due to any reason the position of one or more or all BoD members are vacant, a GMS must be held within 6 (six) months since the start of the vacancy, to fill the vacancy, subject to the provisions in the Articles of Association and the laws and regulations.
- e. An individual appointed to replace a BoD member who has been terminated or to fill the vacancy or an individual appointed as an additional member of the existing BoD must be appointed for a term representing the remaining term of office of other BoD members who remain.

#### **2.1.4. Termination of BoD Terms of Office**

Termination of BoD Terms of Office is set forth as follows:

- a. BoD members are terminated from their position if they:
  - (1) resign;
  - (2) no longer fulfil the requirements of the applicable laws and regulations;
  - (3) pass away;
  - (4) have reached the end of the term of office; and
  - (5) are terminated based on a GMS decision.
- b. BoD members have the right to resign from their position prior to the expiration of their term of office by submitting a written notification on such intention to the Company at the latest within 60 (sixty) days prior to the resignation date. The Company must hold a GMS to decide on the proposal of the BoD members for resignation within 90 (ninety) days since the resignation letter is received.
- c. In the event that the Company does not hold the GMS within such 90 (ninety) days, upon expiration of this time limit the resignation of the BoD member is considered valid without requiring GMS approval.
- d. BoC may temporarily terminated BoD members by explaining the reason, in which the following provisions shall apply:

- (1) Such temporary termination must be notified in writing to the BoD member to be terminated;
- (2) In the event that any BoD member is temporarily terminated, BoC must conduct a GMS within 90 (ninety) days after the date of the temporary termination to revoke or strengthen the decision to temporarily terminate the BoD member;
- (3) Upon expiration of the time limit for conducting the GMS as explained in point (2) above or in the event that GMS cannot reach a decision, the temporary termination is considered revoked;
- (4) In the GMS as explained in point (2) above, such BoD member must be granted an opportunity for defense;
- (5) The BoD member who is temporarily terminated does not have the authority to carry out the Company's management and is not authorized to represent and speak on behalf of the Company within and outside the Company.

## **2.2. Membership Requirements**

### **2.2.1. Legal Requirements**

At the appointment and during the term of office, BoD members must fulfil the following:

- a. Possess good character, moral and integrity;
- b. Are legally competent;
- c. Within 5 (five) years prior to the appointment and during the term of office:
  - (1) never been declared bankrupt;
  - (2) never been a member of BoD and/or BoC declared guilty for causing a company to be declared bankrupt;
  - (3) never been convicted for any criminal act causing damage to the country and/or related to the financial sector; and
  - (4) never held any position as a BoD / BoC member who, during the term of office has a record of:
    - a) failing to conduct annual GMS;
    - b) having the accountability as a member of the Board of Directors and/or Board of Commissioners denied by the GMS or failing to submit accountability as a BoD and/or BoC member to the GMS; and
    - c) causing a company which had obtained the license and approval from, or registration at the Financial Services Authority to fail the obligation to submit

an annual report and/or financial statements to the Financial Services Authority.

- d. Are committed to complying with the laws and regulations; and
- e. Possess the knowledge and/or skills needed by the Company.

#### **2.2.2. Requirements on Competence and Independence**

At the appointment and during the term of office, BoD members must fulfil the following requirements:

- a. Demonstrate to have good behavior, experience and competence necessary for performing duties and other qualifications as determined in the applicable laws and regulations and the Articles of Association;
- b. Are appointed based on the consideration of skills, integrity, leadership, experience, honesty, good behavior, and strong dedication to improve and develop the Company;
- c. Have good understanding of the regulations applicable to limited liability companies, capital market, Indonesia Stock Exchange, regulations relevant to the Company's business, and the Articles of Association; and
- d. Carry out duties without conflicts of interests.

#### **2.3. Multiple Positions**

BoD members may hold multiple positions as:

- a. A BoD member of maximum 1 (one) other public company;
- b. A BoC member of maximum 3 (three) other public companies; and/or
- c. A member of maximum 5 (five) committees in a company where such member also hold a position as a BoD member or a BoC member.

BoD members may hold multiple positions provided that it does not violate the provisions of other laws and regulations.

#### **2.4. BoD Members Orientation Program**

Each newly appointed BoD member will attend an orientation program determined by BoD to gain more familiarity with BoD duties, responsibilities and authority in a public company based on the applicable laws and regulations and the Company's Articles of Association, and better understanding of the Company's business operations. BoD



members who attend the orientation program may visit the business operations in the Company's operational areas in person.

## **2.5. Continuous Learning**

Each BoD member must continuously develop knowledge and skills through educational programs, courses, training, or seminars relevant to the implementation of BoD duties and responsibilities as well as other fields relevant to the Company's business.

## **CHAPTER 3**

### **DUTIES, AUTHORITIES AND RESPONSIBILITIES**

#### **3.1. Duties, Authorities and Responsibilities**

BoD is a Company organ with full authority and responsibility to manage the Company for the Company's interests according to the Company's goals and objectives, and to represent the Company, either in or out of court according to the provisions of the Articles of the Association and the applicable laws and regulations. The assignment of duties and authority for each BoD member is determined collectively by all BoD members. In performing duties, BoD is supervised and advised by BoC and certain policies may need BoC and/or GMS approval.

All BoD members must comply with all provisions and perform duties with integrity, good faith and responsibility through the implementation of risk management and good corporate governance, professionalism, and information disclosure, in accordance with the provisions of the Articles of Association, the applicable laws and regulations, and the Board of Directors' Charter and its amendments, and must always place the Company's best interest above other interests and monitor the effectiveness of the implementation of GCG principles by the Company and makes necessary adjustments on such.

In performing duties and responsibilities on the management of the Company, BoD must conduct annual GMS and other GMS as set forth in the Article of Association and applicable laws and regulations. BoD may set up committees to support effective fulfilment of its duties and responsibilities. In the event that BOD sets up committees, it must evaluate such committees' performance at the end of every fiscal year.

Each BoD member is personally fully responsible for the loss incurred by the Company's if they are guilty or negligent in performing duties. If BoD consists of 2 (two) or more members, these members are jointly and severally liable for the loss incurred by the Company.

However, BoD is not responsible for the Company's loss if they can prove that:

- a. the loss is not the result of their fault or negligence;
- b. they have carried out management under good faith, responsibility and prudence, for the Company's interest and according to the Company's goals and objectives;
- c. they do not have any conflict of interest directly or indirectly on the management which has led to the loss; and

- d. they have taken the action to prevent the occurrence or continuation of the loss.

### **3.2. The Scope of Company Management**

BoD may represent the Company in or out of court on all matters and in all incidents, binding the Company to other parties, and take all actions, for both the management and the ownership, however with the limitation that to lend or borrow money on behalf of the Company, establish a new business or participate in another company within the country or overseas, and bind the Company as a guarantor, BoD must obtain written approval from BoC.

President Director has the right to act for and on behalf of BoD and to represent the Company. In the event that President Director is unavailable or not in attendance due to any reason not needing to be proven to any third party, Vice President Director and 1 (one) other BoD member have the right and authority to act for and on behalf of the Company. In the event that Vice President Director is unavailable or not in attendance due to any reason which not needing to be proven to any third party, 2 (two) BoD members hold the right to act for and on behalf of BoD and to represent the Company.

With regard to the performance of the duties as set forth in the Articles of Association and the applicable laws and regulations, the approval for and implementation of the matters below are within BoD's authority and responsibility without prejudice to the requirement to obtain BoC or GMS approval for certain actions if so required:

- a. The management of the Company for the Company's interest and in accordance with the Company's goals and objectives, including the planning, constitution, and implementation of the Company's strategic policies in the long, medium and annual terms considered appropriate, based on the skills, available opportunities, business customs, and the Articles of Association, GMS resolutions and other regulatory provisions;
- b. The implementation of social and environmental responsibility with the budgeting and funding that take into account the suitability and fairness;
- c. The planning and implementation of the Company's general policies, including the management and development of the Company's human resources, capital and finances and assets;

- d. The structuring, planning and administration of the Company's organization based on the Company's requirements and interests including the internal policies on the authority limit of each BoD member and the entire hierarchical levels in the organization of the Company by developing and determining standard policies and procedures of the Company's operations and the units within the Company's organization;
- e. The determination of KPI (Key Performance Indicator) in a clear and balance manner in financial or non-financial aspects to determine the achievement of the Company's vision, missions and objectives;
- f. The monitoring and evaluation on the implementation of the Company's work plans and budgets including the achievement of financial and non-financial targets and the follow up of the deviation from the targets;
- g. The responsibility for developing the Company and ensuring that the Company has in place the internal risk management and control system in relation with the mechanism for monitoring and reporting applicable to public companies in Indonesia;
- h. The existence of full information access to enable decision making based on BoD authority. Each BoD member must gain full or free access to the all work activities of the Company (and of the Company's third-party agents or consultants) to obtain important information for fulfilling obligations as a BoD member;
- i. The regular reviews and recommendations to propose for the amendments to the Company policies in order to improve GCG practices;
- j. The report to the Company on the shares of the Company or other companies owned by a BoD member(s) and/or his/her/their family members, i.e. the spouse and children, to be registered on a special list ("**Special List**");
- k. The regular reports to BoC on the actions taken after the last regular report. If deemed necessary, BoD can prepare a report on an incident or situation which needs to be disclosed to the public investors according to the applicable laws and regulations;
- l. The recommendation on the necessary measures that need GMS and/or BoC approval based on the applicable laws and regulations and the Articles of Association;
- m. GMS approval for transactions or actions to transfer and waive the rights or put as collateral an amount exceeding 50% (fifty percent) of the Company's net worth in

one fiscal year, either in one transaction or several stand alone or associated transactions;

- n. BoC approval on transactions or actions collectively agreed as set forth in the Articles of Association:
  - 1) Borrow or lend money under the name of the Company (not including taking the Company's money) from / to a bank;
  - 2) Establish a new business or participate another company in Indonesia or overseas;
  - 3) Bind the Company as a guarantor.
- o. The stipulation of material changes or corrective actions recommended by BoC.

In the performance of their duties and responsibilities, each BoD member shall conduct regular assessment on BoD performance. The mechanism and criteria of the performance is determined by BoD members collectively. With such assessment, each BoD member is expected to contribute to the continuous improvement of BoD.

### **3.3. Office Hours**

BoD shall work within normal work hours on the days other than the days determined by the government as national holidays.

### **3.4. Internal Audit**

BoD is committed to ensuring that the Company's internal monitoring system runs effectively and efficiently, covers all operational aspects, and is in accordance with the applicable laws and regulations.

BoD sets up Internal Audit to ensure that all of the Company's operating units work according to the operational procedures. In addition, Internal Audit must prepare and submit the reports of the Internal Audit team to BoD, BoC and Audit Committee.

### **3.5. The Relationship between BoD and BoC**

The relationship between BoD and BoC is as follows:

- a. BoD must provide BoC with information and full access to information, especially the information relevant to the decision making by BoC. BoD meetings with BoC are necessary to gain thorough and common understanding between BoD and BoC.
- b. BoD and BoC must sign the Company's annual reports.

- c. BoD must provide all material information needed by BoC. The minutes of BoD meetings must be provided to BoC if BoC views that such documents are important for BoC's supervisory role.
- d. BoD must conduct joint meetings with BoC regularly, at least 1 (once) in 4 (four) months.

### **3.6. Business Ethics**

Business ethics are the standard ethics and Company values, which must be upheld and complied with by BoD, BoC, Audit Committee and all employees in performing duties and responsibilities in the Company ("**Code of Conduct**"). BoD is responsible for ensuring that the Code of Conduct is consistently adhered to and for regularly monitoring the compliance with the Code of Conduct. To ensure that the Code of Conduct is adhered to, BoD accommodates the employees and stakeholders in reporting suspected violations to the Code of Conduct and guarantees the confidentiality of the reporter's identity. BoD may assign a certain Company unit/section to conduct regular investigation on the compliance with the Code of Conduct.

BoD must be the role model for all employees in complying with the Code of Conduct, with regard to but not limited to the following:

#### **a. Information disclosure**

All interactions with the media and general public must be comply with the Company's policies and other relevant policies. BoD members must maintain the Company's confidentiality, confidential information and intellectual assets.

#### **b. Ethical business conduct and anti-corruption**

BoD members must not take personal gain from the Company's activities other than receiving the salary and allowances to which they are entitled as a BoD member and must comply with the applicable anti-corruption laws and regulations.

#### **c. Conflict of interest**

Conflict of interest is the conflict between the Company's economic interest and the personal economic interest of the members of BoD, BoC, and the Company's major or controlling shareholders, which may disserve the Company's interest.

Each BoD member must report all potential conflicts of interest (if any) to all other BoD members immediately after they identify such potential conflicts of interest. In the event of any conflict of interest, the Director of concern does not

have the voting right to make decisions on the matters associated with the transactions containing the conflict of interest.

d. A BoD member does not have the authority to represent the Company in the event that:

- 1) There is a court case between the Company and such BoD member; and
- 2) Such BoD member has a conflict of interest with the Company.

e. Insider Information

BoD must prohibit or prevent any misuse of material information associated with the Company's business for personal or third-party interests.

f. Rules on sales of shares

BoD must not sell or buy the Company's shares before the information on operational results, financial statements and annual report are shared with the public.

In the event that the information is associated with corporate actions such as asset acquisition, establishment of joint venture, increase/decrease of capital, issuance of securities, share buyback, dividend payment, or incidents that affect the share price, BoD must not buy/sell the shares of the Company and/or the company with whom the Company is to conduct a transaction from the time the information is known until the time the information is shared with the public.

Each BoD member must report to the Company on their ownership and change of their ownership on the Company's shares within 3 (three) business days since the occurrence of the ownership or change of ownership on the Company's shares.

Subsequently, each BoD member must report to the Financial Services Authority on the ownership and each change of their ownership on the Company's shares, whether directly or indirectly, at the latest within 10 (ten) days after the occurrence of such ownership or change in the ownership on the Company's shares.

### **3.7. Accountability**

BoD must be accountable for and submit annual reports to BoC, which include the reports on the effectiveness of the internal control framework and control procedures of the Company.



### **3.8. Remuneration**

Remuneration for BoD members is set forth as follows:

- a. GMS may delegate the authority to determine remuneration for BoD members to the Nomination and Remuneration Committee, whose functions are carried out by BoC. BoD remuneration will be determined in BoC meetings.
- b. The recommendations on the structure, policy and amount of the BoD remuneration are made by BoC.
- c. Whenever necessary, BoC may establish a nomination and remuneration committee to perform such role.
- d. BoC may assign 1 (one) or more of its members to prepare recommendations, which include the structure, policy and amount of BoD remuneration from time to time.
- e. The determination of the structure, policy and amount of BoD remuneration must consider the following:
  - 1) The remuneration applied by other companies with business activities and scale similar to the Company's;
  - 2) The duties, responsibilities and authority of BoD members, which are associated with the achievement of the Company's objectives and performance;
  - 3) The performance target or the performance of each BoD member; and
  - 4) The balance between the fixed and variable allowances.
- f. The structure, policies, and amount of BoD remuneration must be evaluated by the BoC at least once in a year.

### **3.9. Delegation of Power of Attorney**

- a. Without prejudice to its responsibility, BoD holds the right, for certain actions, to appoint one or more attorneys under the provisions as set forth by BoD in a special letter of attorney; the authority must be executed in accordance with the Articles of Association and the applicable laws and regulations.
- b. The power of attorney can only be granted by a BoD member to another BoD member by way of a letter of attorney issued particularly for that purpose.



### **3.10. Delegation of Authority**

BoD may delegate authority to its subordinates according to the Matrix on the applicable Delegation of Authorities from time to time.

## CHAPTER 4

### MEETINGS AND REPORTING

#### 4.1. Meetings

The provisions for BoD meetings are as follows:

- a. BoD must hold BoD meetings regularly, at least 1 (once) every month to discuss the matters considered necessary by BoD members either with or without a prior meeting invitation.
- b. The invitation to BoD meetings is made by an authorized BoD member, or a person designated to do so, to act for and on behalf of BoD. In the event that such BoD member does not make any invitation within 3 (three) days since the request is made or since the expiration of the time limit scheduled for BoD meeting, the invitation will be made by another BoD member, or the person who is particularly designated to do. The invitation to BoD meeting must be made in writing or using an electronic medium at the latest within 3 (three) days prior to the implementation of the meeting, by not taking into account the invitation date and the meeting date. The meeting invitation must specify the day, date, time, venue, and agenda, except for a meeting to discuss a matter considered necessary or urgent.
- c. BoD meetings can be held at any time whenever deemed necessary by one or more BoC members, or on a written request of one or more shareholders who collectively hold 1/10 (one tenth) or more of the total shares with valid voting rights.
- d. Regarding the attendance in the meeting, all BoD members are expected to attend every meeting of BoD. In the event of unavailability to attend, one BoD member may be represented in BoD meeting only by one other BoD member with a delegation of power of attorney and one BoD member may only represent one other BoD member.
- e. BoD meetings are valid and qualified to make a binding resolution under the condition that more than ½ (one half) of the number of current BoD members attend or are represented in the meetings.
- f. BoD meetings are chaired by President Director. In the event that President Director is unable to attend for a reason not needing to be proven to any third party, the meetings are chaired by Vice President Director. In the event that Vice President Director is unable to attend for a reason need not to be proven to any third party, BoD meetings are chaired by a BoD member in attendance.

- g. The decisions of BoD meetings must be made based on deliberation for a consensus. In the event that deliberation is not reached, decisions are made by voting under the condition that the votes to approve must comprise at least more than ½ (one half) of the number of valid votes made in the meetings.
- h. Each BoD member in attendance is entitled to 1 (one) vote and 1 (one) additional vote for another BoD member she/he represents.
- i. Voting on individuals is made by secret ballots without signatures while voting for other matters is made verbally, unless the chair of the meeting decides otherwise without any objection based on majority votes.
- j. Abstain or invalid votes are deemed not validly made and nonexistent and not counted in the total votes.
- k. BoD can also make valid decisions without conducting a BoD meeting, under the condition that all BoD members have been notified in writing and all of them provide their approval for the proposal which is submitted in writing by signing the approval. The decisions have the same legal force as the decisions made in BoD meetings.
- l. BoD must prepare the minutes of BoD meeting and may assign a person who is not a BoD member to act as the meeting secretary and keep the copies. The meeting secretary must record the reports along the meeting and circulate the records after the meeting for BoD review and approval in the subsequent meeting. All reports which have been approved by BoD must be filed in a book of the minutes of BoD meetings made available particularly for this purpose.
- m. The minutes of BoD meetings must be signed by all BoD members in attendance, and circulated to all BoD members. If there is any BoD member who does not sign the minutes, such member must explain the reason in writing in a separate letter attached to the minutes of meeting.
- n. Each BoD member must attend at least 50% (fifty per cent) of the total number of BoD meetings held within 1 (one) year, except in the event of unavailability due to a valid reason.

#### **4.2. Reporting**

The report on BoD's activities and the Company's performance in each fiscal year must be included in the Company's Annual Report and submitted to BoC and GMS for approval.

## **CHAPTER 5**

### **CLOSURE**

#### **5.1. Effective Date**

This BoD Charter is effective as of December 26<sup>th</sup>, 2022.

#### **5.2. BoD Approval**

By signing this BoD Charter, each BoD member accepts and agrees with the content hereof and must fulfill the provisions herein.

#### **5.3. Amendments to BoD Charter**

Any amendment to BoD Charter must obtain a written approval from BoD.

#### **5.4. Conflicts**

In the event of any conflict between this BoD Charter and the Articles of Association or the applicable laws and regulations, the provisions of the Articles of Association or the laws and regulations shall prevail.

#### **5.5. Review Date**

This BoD Charter will be reviewed periodically, at the latest every 3 (three) years or at any time considered necessary by taking into account the laws and regulations applied in the Republic of Indonesia, under the following conditions:

- a. Each material revision needs a BoD recommendation to obtain the approval of BoC;
- b. Each non material revision which does not reduce the standard of risk management must obtain the approval of the Board of Directors with a notification delivered to BoC.

#### **5.6. Split Execution**


This BoD Charter can be signed by split execution whereby each signed document is deemed valid as one whole authentic document, and all the signatures combined will be treated and valid as one whole document.

*[Signatures are provided on the following page.]*

Enacted in Jakarta  
on December 26<sup>th</sup>, 2022  
The Board of Directors of PT Adaro Minerals Indonesia Tbk



Christian Ariano Rachmat  
President Director



Iwan Dewono Budi Yuwono  
Vice President Director



Totok Azhariyanto  
Director



Hendri Tamrin  
Director



Heri Gunawan  
Director



Wito Krisnahadi  
Director