

PEDOMAN KERJA DEWAN KOMISARIS

BOARD OF COMMISSIONERS GUIDLINES

I. PENDAHULUAN

PT Aracord Nusantara Group Tbk ("Perseroan") berkomitmen untuk menerapkan tata kelola perusahaan yang baik dengan menyusun struktur dan proses yang diterapkan organ Perusahaan untuk meningkatkan kualitas pengelolaan Perseroan yang sehat berdasarkan prinsip kehati-hatian dan beretika sehingga dapat meningkatkan daya saing Perseroan serta mendorong pertumbuhan yang berkelanjutan.

Selain RUPS dan Direksi, Dewan Komisaris merupakan bagian dari organ yang berfungsi untuk menjalankan Emiten. Sehingga dibutuhkan suatu pedoman kerja untuk mendukung efektivitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris atas pengawasan Perseroan, untuk kepentingan Perseroan serta sesuai dengan maksud dan tujuan Perseroan.

II. KEBIJAKAN UMUM

Pelaksanaan tugas dan wewenang Dewan Komisaris dilakukan dengan itikad baik, hati-hati, dan penuh tanggung jawab. Dengan adanya pedoman ini maka akan mendukung pelaksanaan tata kelola yang baik sehingga meningkatkan kepercayaan pemangku kepentingan terhadap Direksi serta membawa dampak positif bagi keberlangsungan usaha Perseroan.

A. Struktur Keanggotaan

- i. Dewan Komisaris Perseroan paling kurang terdiri dari dua orang anggota, dimana satu diantaranya Adalah Komisaris Independen.
- ii. Satu periode masa jabatan anggota Dewan Komisaris Perseroan adalah paling lama lima tahun.
- iii. Usulan pengangkatan, pemberhentian, dan/atau penggantian anggota Dewan Komisaris kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau Komite yang menjalankan fungsi nominasi.
- iv. Anggota Dewan Komisaris dapat mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir dengan memastikan kepatuhan terhadap ketentuan yang berlaku.

B. Tugas, Tanggung Jawab, dan Wewenang

- i. Dewan Komisaris bertugas melakukan pengawasan untuk kepentingan Perseroan atas kebijakan dan jalannya pengurusan oleh Direksi, memberi nasihat kepada Direksi, dan bertanggung jawab atas pengawasan tersebut sesuai dengan maksud dan tujuan Perseroan.

I. INTRODUCTION

PT Aracord Nusantara Group Tbk (the "Company") is committed to implementing good corporate governance by establishing a structure and processes implemented by the Company's organs to improve the quality of sound Company management based on prudent and ethical principles, thereby enhancing the Company's competitiveness and encouraging sustainable growth.

In addition to the GMS and the Board of Directors, the Board of Commissioners is part of the body responsible for running the Company. Therefore, a work guideline is needed to support the effective implementation of the Board of Commissioners' duties and responsibilities in overseeing the Company, for the benefit of the Company and in accordance with the Company's purposes and objectives.

II. GENERAL POLICY

The duties and authorities of the Board of Commissioners shall be carried out in good faith, carefully, and responsibly. These guidelines will support the implementation of good governance, thereby increasing stakeholder trust in the Board of Directors and positively impacting the Company's business continuity.

A. Membership Structure

- i. The Company's Board of Commissioners shall consist of at least two members, one of whom is an Independent Commissioner.
- ii. The term of office of a member of the Company's Board of Commissioners shall be a maximum of five years.
- iii. Proposals for the appointment, dismissal, and/or replacement of members of the Board of Commissioners to the GMS must take into account recommendations from the Board of Commissioners or the Committee that carries out the nomination function.
- iv. Members of the Board of Commissioners may resign from their positions before the end of their term, ensuring compliance with applicable regulations.

B. Duties, Responsibilities, and Authorities

- i. The Board of Commissioners is tasked with supervising the policies and management of the Board of Directors in the interests of the Company, providing advice to the Board of Directors, and is responsible for such supervision in accordance with the aims and objectives of the Company.

- ii. Dewan Komisaris wajib mengarahkan, memantau, dan mengevaluasi pelaksanaan tata kelola, manajemen risiko, dan kepatuhan serta kebijakan strategis Perseroan.
- iii. Dewan Komisaris wajib melaksanakan tugas, wewenang, dan tanggung jawab dengan itikad baik dan dengan prinsip kehati-hatian, serta wajib menyediakan waktu untuk melaksanakan tugas dan tanggung jawabnya secara optimal.
- iv. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan RUPS Tahunan dan RUPS lainnya sesuai dengan kewenangannya sebagaimana diatur dalam ketentuan yang berlaku.
- v. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan menyebutkan alasannya.
- vi. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk Komite lainnya.
- vii. Dewan Komisaris menjalankan fungsi nominasi yaitu pengusulan seseorang untuk diangkat dalam jabatan sebagai anggota Direksi atau Dewan Komisaris dengan menentukan kriteria yang dibutuhkan dalam proses nominasi dan membantu pelaksanaan evaluasi kinerja anggota Direksi dan/atau Dewan Komisaris serta menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau Dewan Komisaris kepada RUPS.
- viii. Dewan Komisaris menjalankan fungsi remunerasi yaitu imbalan yang ditetapkan dan diberikan kepada anggota Direksi dan Dewan Komisaris sesuai dengan tugas, tanggung jawab dan wewenangnya dengan menentukan struktur, kebijakan dan besaran atas remunerasi bagi anggota Direksi dan/atau Dewan Komisaris.
- ix. Dewan Komisaris melaporkan pelaksanaan fungsi nominasi dan remunerasi yang merupakan bagian dari laporan pelaksanaan tugas Dewan Komisaris dan disampaikan dalam RUPS.
- x. Dewan Komisaris berwenang menjalankan pengawasan sesuai dengan kebijakan yang dipandang tepat serta sesuai dengan maksud dan tujuan Perseroan.

C. Pelaksanaan Rapat

- i. Dewan Komisaris wajib mengadakan rapat paling kurang satu kali dalam dua bulan.
- ii. Rapat Dewan Komisaris dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Dewan Komisaris.
- iii. Pengambilan Keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat.
- iv. Dalam hal tidak tercapai keputusan musyawarah mufakat, pengambilan Keputusan dilakukan berdasarkan suara terbanyak.

- ii. The Board of Commissioners is obliged to direct, monitor and evaluate the implementation of governance, risk management and compliance as well as the Company's strategic policies.
- iii. The Board of Commissioners is obliged to carry out its duties, authorities and responsibilities in good faith and with the principle of prudence, and is obliged to provide time to carry out its duties and responsibilities optimally.
- iv. Under certain conditions, the Board of Commissioners is obliged to hold an Annual GMS and other GMS in accordance with its authority as regulated in applicable provisions.
- v. The Board of Commissioners has the authority to temporarily dismiss members of the Board of Directors by stating the reasons.
- vi. In order to support the effectiveness of the implementation of its duties and responsibilities, the Board of Commissioners is obliged to form an Audit Committee and may form other committees.
- vii. The Board of Commissioners carries out the nomination function, namely proposing a person to be appointed to a position as a member of the Board of Directors or Board of Commissioners by determining the criteria required in the nomination process and assisting in the evaluation of the performance of members of the Board of Directors and/or Board of Commissioners as well as reviewing and proposing candidates who meet the requirements as members of the Board of Directors and/or Board of Commissioners to the GMS.
- viii. The Board of Commissioners carries out the remuneration function, namely the compensation determined and given to members of the Board of Directors and Board of Commissioners in accordance with their duties, responsibilities and authority by determining the structure, policies and amount of remuneration for members of the Board of Directors and/or Board of Commissioners.
- ix. The Board of Commissioners reports on the implementation of the nomination and remuneration functions which are part of the report on the implementation of the duties of the Board of Commissioners and are submitted at the GMS.
- x. The Board of Commissioners has the authority to carry out supervision in accordance with policies deemed appropriate and in accordance with the aims and objectives of the Company.

C. Implementation of the Meeting

- i. The Board of Commissioners is required to hold meetings at least once every two months.
- ii. Board of Commissioners meetings may be held if attended by a majority of all Board of Commissioners members.
- iii. Decisions at Board of Commissioners meetings are made by consensus.
- iv. If consensus cannot be reached, decisions are made by majority vote.

- v. Dewan Komisaris wajib mengadakan rapat Dewan Komisaris bersama Direksi secara berkala paling kurang satu kali dalam empat bulan.

D. Pembatasan

- i. Anggota Dewan Komisaris dilarang memanfaatkan Perseroan untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Perseroan.
- ii. Anggota Dewan Komisaris dilarang mengambil dan/atau menerima keuntungan pribadi dari Perseroan selain remunerasi dan fasilitas lain yang telah ditetapkan.
- iii. Anggota Dewan Komisaris harus menghindari segala bentuk benturan kepentingan dalam pelaksanaan tugas pengawasan Perseroan dan harus mengungkapkan benturan kepentingan dalam Keputusan yang memenuhi kondisi adanya benturan kepentingan.
- iv. Komisaris Independen tidak mempunyai saham baik langsung maupun tidak langsung pada Perseroan serta tidak mempunyai hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perseroan
- v. Anggota Dewan Komisaris dilarang merangkap jabatan sebagai:
 - a. Anggota Direksi pada lebih dari dua Emiten lain;
 - b. Anggota Dewan Komisaris pada lebih dari dua Emiten lain; dan/atau
 - c. Anggota Komite pada lebih dari lima Emiten lain dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau Dewan Komisaris.
- vi. Dalam hal terdapat peraturan perundang-undangan lainnya yang mengatur ketentuan mengenai rangkap jabatan yang berbeda, berlaku ketentuan yang mengatur lebih ketat.

III. PENUTUP

Dewan Komisaris bertugas menjalankan dan bertanggung jawab atas pengurusan Perseroan dengan itikad baik, hati-hati, dan penuh tanggung jawab. Kebijakan ini diharapkan akan mendukung pelaksanaan tugas pengawasan Perseroan oleh Dewan Komisaris secara efektif dan efisien yang membawa dampak positif bagi keberlangsungan usaha Perseroan.

- v. The Board of Commissioners is required to hold regular Board of Commissioners and Board of Directors meetings at least once every four months.

D. General Limits

- i. Members of the Board of Commissioners are prohibited from exploiting the Company for personal, family, and/or other party interests that could harm or reduce the Company's profits.
- ii. Members of the Board of Commissioners are prohibited from taking and/or receiving personal benefits from the Company other than remuneration and other stipulated facilities.
- iii. Members of the Board of Commissioners must avoid all forms of conflict of interest in carrying out their supervisory duties of the Company and must disclose conflicts of interest in Decisions that meet the conditions for the existence of a conflict of interest.
- iv. Independent Commissioners do not have shares either directly or indirectly in the Company and do not have any affiliated relationship with the Company, members of the Board of Commissioners, members of the Board of Directors, or the Company's main shareholders.
- v. Members of the Board of Commissioners are prohibited from holding concurrent positions as:
 - a. Members of the Board of Directors at more than two other Companies;
 - b. Members of the Board of Commissioners at more than two other Companies; and/or
 - c. Members of Committees at more than five other Companies where the person concerned also serves as a member of the Board of Directors or the Board of Commissioners.
- vi. In the event that other laws and regulations govern different provisions regarding concurrent positions, the more stringent provisions shall apply.

III. CONCLUSION

The Board of Commissioners is responsible for overseeing the Company in good faith, with due care, and with full responsibility. This policy is expected to support the Board of Commissioners' effective and efficient implementation of their management duties, positively impacting the Company's business continuity.