

BOARD OF COMMISSIONERS MANUAL

PT IMPACK PRATAMA INDUSTRI TBK

I. Legal Basis

1. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.
2. Law Number 8 of 1995 concerning the Capital Market.
3. Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.
4. Financial Services Authority Regulation No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.
5. Indonesian Stock Exchange Regulation number I-A concerning Listing of Shares and Equity Securities Other than Shares Issued by the Listed Company.
6. Articles of Association of PT Impack Pratama Industri Tbk, along with their amendments from time to time.

II. Membership and Requirements for Members of the Board of Commissioners

1. The Board of Commissioners shall consist of at least 2 (two) members of the Board of Commissioners.
2. In the event that the Board of Commissioners consists of 2 (two) members of the Board of Commissioners, 1 (one) of whom is an Independent Commissioner.
3. In the event that the Board of Commissioners consists of more than 2 (two) members of the Board of Commissioners, the number of Independent Commissioners must be at least 30% (thirty percent) of the total members of the Board of Commissioners.
4. 1 (one) member of the Board of Commissioners is appointed as the main commissioner or president commissioner.
5. Members of the Board of Commissioners are appointed and dismissed by the GMS.
6. Members of the Board of Commissioners are appointed for a certain term of office and may be reappointed.
7. 1 (one) term of office for members of the Board of Commissioners is a maximum of 5 (five) years or until the closing of the annual GMS at the end of the 1 (one) term of office in question.
8. Have good character, morals, and integrity;
9. Able to carry out legal actions;
10. Within 5 (five) years prior to the appointment and while serving:
 - a. Never been declared bankrupt;
 - b. Never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be declared bankrupt;

- c. Never been convicted of a criminal act that was detrimental to state finances and/or related to the financial sector; and
- d. Has never been a member of the Board of Directors and/or a member of the Board of Commissioners who during his tenure: Pernah tidak menyelenggarakan RUPS tahunan;
 - i. Pertanggungjawabannya sebagai anggota Direksi dan/atau anggota Dewan Komisaris pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada RUPS; dan
 - ii. Pernah menyebabkan perusahaan yang memperoleh izin, persetujuan, atau pendaftaran dari Otoritas Jasa Keuangan tidak memenuhi kewajiban menyampaikan laporan tahunan dan/atau laporan keuangan kepada Otoritas Jasa Keuangan.
- 11. Have a commitment to comply with the laws and regulations; and
- 12. Have knowledge and/or expertise in the field required by the Issuer or Public Company.

III. Terms of Position Concurrent members of the Board of Commissioners

- 1. Members of the Board of Commissioners may hold concurrent positions as:
 - a. Members of the Board of Directors are at most 2 (two) other Issuers or Public Companies;
 - b. Members of the Board of Commissioners are at most 2 (two) other Issuers or Public Companies.
- 2. In the event that a member of the Board of Commissioners does not hold concurrent positions as a member of the Board of Directors, the member of the Board of Commissioners concerned may concurrently serve as a member of the Board of Commissioners in a maximum of 4 (four) other Issuers or Public Companies.
- 3. Members of the Board of Commissioners may concurrently serve as committee members in a maximum of 5 (five) committees in the Issuer or Public Company where the person concerned also serves as a member of the Board of Directors or a member of the Board of Commissioners.

IV. Requirements to become an Independent Commissioner

Independent Commissioner must meet the following requirements:

- 1. Not a person who works or has the authority and responsibility to plan, lead, control, or supervise the activities of the Issuer or Public Company within the last 6 (six) months, except for reappointment as Independent Commissioner of the Issuer or Public Company in the period next;
- 2. Does not own shares either directly or indirectly in the Issuer or Public Company;
- 3. Has no affiliation with the Issuer or Public Company, members of the Board of Commissioners, members of the Board of Directors, or major shareholder of the Issuer or Public Company; and
- 4. Does not have a business relationship, either directly or indirectly, related to the business activities of the Issuer or Public Company.

V. Duties and Obligations of the Board of Commissioners

1. Board of Commissioners is tasked with:

- a. Supervise and be responsible for supervising management policies, the general course of management, both regarding the Company and the Company's business, and providing advice to the Board of Directors.
- b. Approval of the Company's annual work plan, at the latest before the start of the next financial year.
- c. Perform tasks specifically assigned to him according to the Articles of Association, applicable laws and/or based on the decision of the General Meeting of Shareholders.
 - Giving approval to the Board of Directors in the event that the Company borrows or lends money, establishes a new business or participates in other domestic/overseas companies, purchases immovable property c/o: Land/Building, binds the Company as guarantor/guarantor with a value of less than or up to 50% of the total assets of the Company in 1 financial year and selling, or in other ways releasing, or pledging and/or weighing the assets of the Company, with a value of less than or up to 50% (fifty percent) of the total assets of the Company in 1 (one) financial year.
 - Become a leader in the GMS after being appointed by the Board of Commissioners.
 - Signing the statement of responsibility for the contents of the annual report every year.
 - Signing a statement stating that the material fact information submitted is true and does not mislead every Company (Tbk) submitting information disclosure on affiliated transactions.
 - Hold Board of Commissioners Meetings at least 6 times in one year (1 x in 2 months).
 - Hold Joint Meetings with the Board of Directors at least 3 times in a year (1x in 4 months)
 - Become the Chairman of the Audit Committee and hold Audit Committee Meetings at least 4 times in a year (1x in 3 months)
 - Become the Chairman of the Nomination & Remuneration Committee (in the event that the said committee has been formed) and hold Committee & Nomination Committee Meetings at least 4 times in one year (1x in 3 months)
- d. Perform duties, authorities and responsibilities in accordance with the provisions of the Company's Articles of Association and the decisions of the General Meeting of Shareholders.
- e. Researching and reviewing the annual report prepared by the Board of Directors and signing the annual report
- f. Comply with the Articles of Association and laws and regulations, and must implement the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness.

In order to support the effectiveness of the implementation of its duties and responsibilities in the supervision, the Board of Commissioners is required to establish or determine the composition of the audit committee and other committees as determined by the prevailing laws and regulations and the regulations in force in the Capital Market, and is obliged to evaluate the

performance of the committees. the committee at the end of every financial year of the Company.

2. In relation to the duties of the Board of Commissioners as referred to in paragraph 1 above, the Board of Commissioners is obliged to:
 - a. Supervise the implementation of the Company's annual work plan;
 - b. Following the development of the Company's activities, and in the case of the Company showing signs of a marked decline, immediately report to the General Meeting of Shareholders accompanied by suggestions regarding corrective steps that must be taken;
 - c. Provide opinions and suggestions to the General Meeting of Shareholders regarding any other issues deemed important for the management of the Company;
 - d. Perform other supervisory duties as determined by the General Meeting of Shareholders;
 - e. Provide feedback on the Board of Directors' periodic reports and at any time required regarding the development of the Company
3. The Board of Commissioners at any time during office hours of the Company has the right to enter buildings and yards or other places used or controlled by the Company and has the right to examine all books, letters and other evidence, inventory, check and match the condition of cash (for verification purposes) and other securities and has the right to know all actions that have been carried out by the Board of Directors, in this case the Board of Directors and each member of the Board of Directors are required to provide an explanation of all matters asked by members of the Board of Commissioners or experts who assist them.
4. If deemed necessary, the Board of Commissioners has the right to request assistance from experts in carrying out their duties for a limited period of time at the expense of the Company.
5. The division of work among the members of the Board of Commissioners is regulated by them, and for the smooth running of its duties the Board of Commissioners may be assisted by a secretary appointed by the Board of Commissioners at the expense of the Company.
6. The Board of Commissioners has the right at any time to temporarily dismiss one or more members of the Board of Directors from their position, if the member of the Board of Directors is deemed to have acted contrary to these Articles of Association and the prevailing laws and regulations or neglects their obligations or there is an urgent reason for the Company.
7. The temporary dismissal must be notified in writing to the person concerned, accompanied by the reasons for the action.
8. Within a period of no later than 90 (ninety) after the date of the temporary suspension, the Board of Commissioners is obliged to convene a General Meeting of Shareholders to revoke or strengthen the temporary suspension, while members of the Board of Directors who are temporarily suspended are given the opportunity to attend to defend themselves.

The General Meeting of Shareholders is chaired by the President Commissioner and in the event that the President Commissioner is absent or unable to attend, which does not need to be proven to a third party, the Meeting will be chaired by another member of the Board of Commissioners, and in the event that no member of the Board of Commissioners is present or unavailable, which does not need to be proven

to other parties, then the General Meeting of Shareholders shall be chaired by a person selected by and from among the shareholders and/or the proxies of the shareholders who are present at the General Meeting of Shareholders concerned.

If the General Meeting of Shareholders as referred to in paragraph 8 of this Article is not held within 90 (ninety) days after the date of the temporary dismissal, the suspension will be null and void and the person concerned will re-occupy his/her position.

9. If all members of the Board of Directors are temporarily dismissed and the Company does not have a member of the Board of Directors, then the Board of Commissioners is temporarily required to manage the Company, in that case temporary power to one or more of them is at their joint responsibility.
10. Under certain conditions, the Board of Commissioners is required to hold an annual General Meeting of Shareholders and other General Meetings of Shareholders in accordance with its authority as stipulated in the Company's Articles of Association and the laws and regulations.
11. The Board of Commissioners may take actions to manage the Company under certain conditions for a certain period of time, as stipulated in the Company's Articles of Association or the decision of the General Meeting of Shareholders.
12. In the event that there is only one Commissioner, all duties and authorities given to the President Commissioner or members of the Board of Commissioners in the articles of association of the company shall also apply to him.

VI. Term of Office of the Board of Commissioners

- I. One term of office for members of the Board of Commissioners is a maximum of 5 (five) years or until the closing of the Annual General Meeting of Shareholders at the end of the 1 (one) term of office, without prejudice to the right of the General Meeting of Shareholders to dismiss the said member of the Board of Commissioners. at any time before his/her term of office ends, by stating the reasons after the relevant member of the Board of Commissioners is given the opportunity to defend himself/herself at the General Meeting of Shareholders. Such dismissal is effective as of the closing of the General Meeting of Shareholders which decides on the dismissal, except for another date determined by the General Meeting of Shareholders.
- II. The position of a member of the Board of Commissioners ends when:
 - a. Die;
 - b. His term of office ends;
 - c. Dismissed based on the General Meeting of Shareholders;
 - d. Resign in accordance with the provisions of this Article;
 - e. Is declared bankrupt or placed under custody based on a Court decision;
 - f. No longer meets the requirements as a member of the Board of Commissioners based on these Articles of Association and other laws and regulations.
- III. Members of the Board of Commissioners whose term of office has expired may be reappointed by the General Meeting of Shareholders, with due observance of the prevailing laws and regulations in the Capital Market sector in Indonesia.
- IV. Further arrangements regarding the Board of Commissioners are made by taking into account the provisions of the company's articles of association, laws and regulations in force in the Capital Market sector in Indonesia.

VII. Board of Commissioners Meeting

1. Meetings of the Board of Commissioners must be held at least 1 (one) time in 2 (two) months, and may be held at any time if deemed necessary by the President Commissioner or by 1/3 (one third) of the total members of the Board of Commissioners or above. written request from the Meeting of the Board of Directors or at the request of 1 (one) shareholder or more who owns at least 1/10 (one tenth) of the total number of shares with valid voting rights, in which the Board of Commissioners may invite the Board of Directors.
2. Summons for the Board of Commissioners' Meeting shall be made by the President Commissioner, in the event that the President Commissioner is unable to attend by a member of the Board of Commissioners appointed by the President Commissioner.
3. Summons for the Meeting of the Board of Commissioners, both for members of the Board of Commissioners and for members of the Board of Directors shall be submitted by registered mail or delivered in person by obtaining a proper receipt, or by telegram, telefax, facsimile which is immediately confirmed by registered mail at least 14 (fourteen) days and in case of urgency at least 3 (three) days before the Meeting is held.
4. The summons for the meeting must include the date, time, and place of the meeting as well as the agenda of the meeting which has been predetermined on the matters to be discussed in detail and accompanied by the documents to be used in the meeting.
5. Meetings of the Board of Commissioners are held at the domicile of the Company or the place of the Company's main business activities. If all members of the Board of Commissioners are present or represented, such prior summons is not required and the Board of Commissioners Meeting can be held anywhere within the territory of the Republic of Indonesia as determined by the Board of Commissioners and the Board of Commissioners Meeting has the right to make valid and binding decisions.
6. The meeting of the Board of Commissioners is chaired by the President Commissioner, in the event that the President Commissioner is unable to attend or is unable to attend, which does not need to be proven to other parties, the meeting will be chaired by a member of the Board of Commissioners who is elected by and from the members of the Board of Commissioners present and/ or represented at the relevant Board of Commissioners Meeting.
7. A member of the Board of Commissioners may be represented at the Meeting of the Board of Commissioners only by other members of the Board of Commissioners based on a power of attorney specifically given for that purpose.
8. Meetings of the Board of Commissioners are valid and have the right to make binding decisions only if more than 1/2 (one half) of the total members of the Board of Commissioners are present or represented at the Meeting.
9. Resolutions of the Board of Commissioners' Meeting must be taken based on deliberation to reach a consensus. In the event that a decision based on deliberation for consensus is not reached, the decision is taken based on the affirmative vote of more than 1/2 (one half) of the number of valid votes cast in the Meeting. Each member of the Board of Commissioners has the right to cast one vote. From everything discussed and decided in the Meeting of the Board of Commissioners, Minutes of Meeting must be made by a note taker who is appointed by the

Chairperson of the Meeting, and then signed by all members of the Board of Commissioners present at the meeting, in the event that a member of the Board of Commissioners does not sign the Minutes of Meeting of the Board of Commissioners. The person concerned must state the reasons in writing in a separate letter attached to the Minutes of Meeting of the Board of Commissioners. If the Minutes are made by a Notary, the signing is not required.

10. Minutes of the Board of Commissioners' Meeting drawn up and signed according to the provisions in point 9 above will serve as valid evidence, both for members of the Board of Commissioners and for third parties regarding the decisions of the Board of Commissioners taken at the relevant Meeting.
11. The Board of Commissioners may also make valid decisions without holding a Board of Commissioners Meeting, provided that all members of the Board of Commissioners have been notified in writing of the proposed decision and all members of the Board of Commissioners have given their approval of the proposal submitted in writing and signed the agreement. Decisions taken in this way have the same power as decisions taken legally at the Board of Commissioners' Meeting.
12. The Board of Commissioners must hold a meeting of the Board of Commissioners with the Board of Directors periodically at least 1 (one) time in 4 (four) months.
13. Further, the meeting of the Board of Commissioners shall be conducted with due observance of the provisions of the articles of association of the company, the prevailing laws and regulations in the Capital Market sector in Indonesia.
14. If all members of the Board of Commissioners are present or represented, such prior summons is not required and the Board of Commissioners Meeting can be held anywhere within the territory of the Republic of Indonesia as determined by the Commissioner and the Board of Directors Meeting is entitled to make valid and binding decisions.

VIII. Conflict of Interest Policy for the Board of Commissioners

Provisions related to conflicts of interest for the Board of Commissioners are regulated in the Corporate Governance Guidelines, among others, stipulating the following matters:

- a. Members of the Board of Commissioners who have a conflict of interest are prohibited from making decisions and/or actions and/or being involved in the process of implementing transactions that may harm the Company or reduce the Company's profits and must disclose the conditions of the conflict of interest referred to in each decision.
- b. Members of the Board of Commissioners are not authorized to represent the Company in matters or transactions where the member of the Board of Commissioners concerned has a conflict of interest with the Company.

IX. Board of Commissioners' Share Ownership Disclosure Policy

The Company has a policy regarding the disclosure of information regarding the share ownership of the Board of Commissioners. Every time there is a change in ownership of the Company's shares, the Board of Commissioners endeavors to submit a report on the change in ownership of the Company's shares to Corporate Secretary and then Corporate Secretary will submit the report to the Financial Services Authority (OJK).

X. Orientation Program for New Members of the Board of Commissioners

Members of the Board of Commissioners who have just joined the Company participate in an orientation program so that they can carry out their duties and responsibilities as members of the Board of Commissioners properly.

The orientation program includes, among others:

- I. Knowledge of the Vision, Mission and Corporate Governance;
- II. Company Strengths, Weaknesses, Opportunities and Challenges (SWOT);
- III. Company plans for the short, medium and long term;
- IV. The Company's performance and finances; and
- V. Matters relevant to the world of manufacture.

Orientation procedures for the new Board of Commissioners can be carried out, among others by:

- Presentation by Head of Corporate Secretary
 - Visits to various factory locations of the Company
 - Meetings and discussions with other members of the Board of Directors and Board of Commissioners to discuss various issues
 - Introduction to all Heads of the Company's Work Units
- Study various Company information available electronically (online base)

X. Policy on Loans to Members of the Board of Commissioners

The Company does not lend the Company's money to members of the Board of Commissioners, either jointly or individually.

XI. Board of Commissioners Policy Regarding Financial Crime

Financial crime is a form of theft. Such acts tend to involve money or goods obtained illegally, and used in a fraudulent or illegal manner for profit. Examples of financial crimes include: money laundering, violation of sanctions, counterfeiting, tax evasion, terrorist financing, bribery and corruption. Every act of the Board of Commissioners involved in a financial crime is required to resign and will then be processed through legal procedures and applicable legal rules.

X. Accountability and Reporting

The Board of Commissioners is required to review the annual report to be submitted to the General Meeting of Shareholders.

In the event that there is a discrepancy between the Work Guidelines for the Board of Commissioners and the applicable laws and regulations, the applicable laws and regulations will apply.

The Work Guidelines for the Board of Commissioners are periodically evaluated and updated with reference to the prevailing rules and regulations in Indonesia.

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The updated Work Guidelines for the Board of Commissioners are set out at:

Jakarta, 28 April 2022

Board of Commissioners
PT Impack Pratama Industri Tbk



Handojo Tjiptodihardjo
Komisaris Utama



Kelvin Choon Jhen Lee
Komisaris Independen