



*PT. Impack Pratama Industri Tbk*

**BOARD OF COMMISSIONERS MANUAL  
PT IMPACK PRATAMA INDUSTRI TBK**

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## **I. Legal Basis**

1. Law of the Republic of Indonesia Number 40 Year 2007 concerning Limited Liability Companies.
2. Law Number 8 of 1995 concerning Capital Markets.
3. Financial Services Authority Regulation No. 33 / POJK.04 / 2014 concerning 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-Type Securities Other Than Shares Issued by Listed Companies.
6. PT Impack Pratama Industri Tbk's Articles of Association, along with their changes from time to time.

## **II. Membership And Requirements For Members Of The BOC**

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 shall be 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 can be reappointed.
7. 1 (one) term of office for members of the Board of Commissioners for a maximum period of 5 (five) years or until the closing of the annual GMS at the end of 1 (one) term of office.
8. has good character, morals, and integrity;
9. competent in carrying out legal actions;
10. within 5 (five) years prior to appointment and during his tenure:
  - a. Never declared bankrupt;
  - b. Never been a member of the Board of Directors and / or a Board of Commissioners who was found guilty of causing a company to go bankrupt;
  - c. Never been convicted of a criminal offense that is detrimental to the country's finances and / or related to the financial sector; and
  - d. Never been a member of the Board of Directors and / or members of the Board of Commissioners who during his tenure:
    - i. Never held an annual GMS;
    - ii. His responsibilities as a member of the Board of Directors and / or member of the Board of Commissioners have never been accepted by the GMS or have not given

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- accountability as a member of the Board of Directors and / or member of the Board of Commissioners to the GMS; and
- iii. Has caused companies that obtained licenses, approvals, or registrations from the Financial Services Authority not to fulfill the obligation to submit annual reports and / or financial reports to the Financial Services Authority.
11. Having a commitment to comply with laws and regulations; and
  12. Have knowledge and / or expertise in the fields required by Issuers or Public Companies.

### **III. Provisions for Dual Position of Directors**

1. Members of the Board of Commissioners may hold concurrent positions as:
  - a. Members of the Board of Directors at most 2 (two) other Issuers or Public Companies; and
  - b. Members of the Board of Commissioners are no more than 2 (two) other Issuers or Public Companies.
2. In the event that a member of the Board of Commissioners does not hold concurrent position as a member of the Board of Directors, the relevant member of the Board of Commissioners may hold concurrent positions as a member of the Board of Commissioners of at most 4 (four) other Issuers or Public Companies.
3. Members of the Board of Commissioners can concurrently serve as committee members at most on 5 (five) committees in the Issuer or Public Company where they are also serving as members of the Board of Directors or members of the Board of Commissioners.

### **IV. Requirements For Independent Commissioner**

Independent Commissioners must fulfill the following requirements:

- a. is 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 following period;
- b. does not have shares either directly or indirectly in the Issuer or Public Company;
- c. has no affiliation with the Issuer or Public Company, members of the Board of Commissioners, members of the Board of Directors, or major shareholders of the Issuer or Public Company; and
- d. does not have a business relationship either directly or indirectly related to the business activities of the Issuer or Public Company.

### **V. Duties And Authorities Of The BOD**

1. The Board of Commissioners has the duty:
  - a. Supervise and be responsible for supervising the management policies, the management process in general, both regarding the Company and the Company's business, and giving advice to the Directors.

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- b. Give approval for the Company's annual work plan, no later than before the start of the next financial year.
- c. Perform tasks that are specifically assigned to him according to the Articles of Association, applicable laws and regulations and / or based on the decision of the General Meeting of Shareholders.
  - Give approval to the Board of Directors in the event that the Company borrows or lends money, establishes a new business or participates in other companies at home / abroad, purchases immovable property c / o: Land / Building, binds the Company as guarantor / guarantor with value less than or up to 50% of the total assets of the Company within 1 book year and sell, or by other means releasing, or guaranteeing and / or weighing on the Company's assets, with a value of less than or up to 50% (fifty percent) of total assets of the Company within 1 (one) financial year.
  - Become a leader in the GMS after being appointed by the Board of Commissioners.
  - Sign the statement of responsibility for the contents of the annual report annually.
  - Sign a statement stating that the material fact information submitted is true and does not mislead every Company (Tbk) submits information disclosure on affiliated transactions.
  - Hold a Board of Commissioners Meeting at least 6 times the meeting in one year (1 x in 2 months).
  - Hold Joint Meetings with the Directors at least 3 times the implementation of the Meeting in one year (1x in 4 months)
  - Become Chair of the Audit Committee and hold Audit Committee Meetings at least 4x the implementation of the Meeting in one year (1x in 3 months)
  - Become Chair of the Nomination & Remuneration Committee (in the event that the committee was formed) and hold a Committee & Nomination Committee Meeting of at least 4x meetings 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 decision of the General Meeting of Shareholders.
- e. Examine and examine the annual report prepared by the Directors and sign 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 supervision, the Board of Commissioners must establish and determine the composition of the audit committee and other committees as determined by applicable laws and regulations in the Capital Market, and is

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obliged to evaluate the performance of the committee. the committee at the end of the Company's fiscal year.

2. In connection with the duties of the Board of Commissioners as referred to in paragraph 1 above, the Board of Commissioners is obliged to:
  - a. Oversee the implementation of the Company's annual work plan;
  - b. Following the development of the Company's activities, and in the Company showing a marked symptom of setbacks, immediately report to the General Meeting of Shareholders accompanied by suggestions regarding corrective measures 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 response to periodic reports of the Board of Directors and at any time needed regarding the Company's development.
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 situation of cash (for purposes of verification) and other securities and have the right to know all actions taken by the Directors, in this case the Board of Directors and each member of the Board of Directors must provide an explanation of everything 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 the assistance of experts in carrying out their duties for a limited period at the Company's expense.
5. The division of work among the members of the Board of Commissioners is regulated by them, and for the smooth running of their duties the Board of Commissioners can be assisted by a secretary who is appointed by the Board of Commissioners at the Company's expense.
6. The Board of Commissioners has the right at any time to temporarily dismiss one or more members of the Board of Directors from his position, if the member of the Board of Directors is deemed to be acting contrary to this Articles of Association and applicable laws or regulations or neglecting his obligations or there are urgent reasons for the Company.
7. Temporary termination must be notified in writing to the person concerned, accompanied by the reasons for said action.
8. Within a period of no later than 90 (ninety) after the date of the temporary dismissal, the Board of Commissioners is obliged to hold a General Meeting of Shareholders to revoke or strengthen the temporary dismissal, while members of the Board of Directors who are temporarily dismissed are given the opportunity to be present to defend themselves

The General Meeting of Shareholders is chaired by the President Commissioner and if the President Commissioner is absent or is unable to prove it to a third party, the Meeting will be chaired by another member of the Board of Commissioners, and in the

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event that no member of the Board of Commissioners is present or unable to prove it to other parties, the General Meeting of Shareholders is chaired by a person chosen by and from among the shareholders and / or the power of attorney of the shareholders 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 termination, the temporary termination shall be null and void by law and the person concerned re-occupies his position.

9. If all members of the Board of Directors are temporarily dismissed and the Company does not have a single member of the Board of Directors, the Board of Commissioners is temporarily required to take care of the Company, in such a case temporary authority to one or more of them on their joint dependents.
10. Under certain conditions, the Board of Commissioners must hold an annual General Meeting of Shareholders and other General Meeting of Shareholders in accordance with their authority as stipulated in the Company's Articles of Association and laws and regulations.
11. The Board of Commissioners may conduct management of the Company in certain circumstances 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 a Commissioner, all duties and authorities granted to the President Commissioner or members of the Board of Commissioners in the Company's articles of association also apply to him.

## **VI. Tenure of Members Of The BOC**

1. One term of office for members of the Board of Commissioners for 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 referred to, without prejudice to the right of the General Meeting of Shareholders to dismiss the members of the Board of Commissioners at any time before his term of office expires, stating his reasons after the member of the Board of Commissioners concerned is given the opportunity to defend himself at the General Meeting of Shareholders. Such dismissal is effective from the close of the General Meeting of Shareholders which resolves such dismissal, except for other dates determined by the General Meeting of Shareholders.
2. The position of member of the Board of Commissioners ends if:
  - a. Die;
  - b. His term of office is over;
  - c. Dismissed based on the General Meeting of Shareholders;
  - d. Resign in accordance with the provisions of this Article;
  - e. Declared bankrupt or put under prosecution based on a court decision;
  - f. No longer meet the requirements as a member of the Board Commissioners based on these Articles of Association and other laws and regulations.
3. Members of the Board of Commissioners whose term of service has expired may be reappointed by the General Meeting of Shareholders, taking into account the laws and regulations in force in the Capital Market in Indonesia.

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4. 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 and regulations in force in the Capital Market in Indonesia.

### **VI. Board of Commissioners Meeting**

1. Meetings of the Board of Commissioners must be held at least 1 (one) time in 2 (two) months, and can 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 Board of Directors' Meeting or at the request of 1 (one) or more shareholders who have at least 1/10 (one-tenth) share of the total number of shares with valid voting rights, at a meeting where the Board of Commissioners may invite the Directors.
2. Summon of the Board of Commissioners Meeting shall be carried out by the President Commissioner, in the event that the President Commissioner is absent by a member of the Board of Commissioners appointed by the President Commissioner.
3. Summons for Board of Commissioners' Meetings, both for members of the Board of Commissioners and for members of the Board of Directors, are delivered by registered letter or delivered directly by receiving a proper receipt, or by telegram, telefax, and fax which are immediately confirmed by a registered letter of at least 14 (fourteen) days and in urgent matter at least 3 (three) days before the Meeting is held.
4. Summons for the Meeting must state the date, time, and place of the meeting and the predetermined meeting agenda for matters to be discussed in detail and accompanied by documents to be used in the meeting.
5. Meetings of the Board of Commissioners are held at the domicile of the Company or at the main business activities of the Company. If all members of the Board of Commissioners are present or represented, such summons are 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 legal and binding decisions.
6. The Board of Commissioners Meeting is chaired by the President Commissioner, in the event that the President Commissioner is unable to attend or is unable to prove that it is not necessary to prove to other parties, then the meeting will be chaired by a member of the Board of Commissioners 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 Board of Commissioners' Meeting only by other members of the Board of Commissioners based on a power of attorney specifically provided for this purpose.
8. The Board of Commissioners Meeting is valid and has the right to make binding decisions only if more than 1/2 (one half) of the total number of members of the Board of Commissioners are present or represented at the Meeting.
9. Decisions of the Board of Commissioners Meeting must be made based on deliberation to reach a consensus. In the event that a decision based on deliberation to reach consensus is not reached, then the decision is taken based on agreed votes of more than



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1/2 (one half) of the total number of valid votes issued at the Meeting. Each member of the Board of Commissioners has the right to cast one vote. Of everything discussed and decided at the Board of Commissioners Meeting, a Minutes of Meeting must be made by a Notepad appointed by the Chairperson, and then signed by all members of the Board of Commissioners present at the meeting, in the event that there are members of the Board of Commissioners who do not sign the Minutes of the Board of Commissioners' Meeting. , concerned must mention the reasons in writing in a separate letter attached to the Minutes of the Board of Commissioners' Meeting. If the Minutes are made by a Notary, the signing is not required.

10. Minutes of Board of Commissioners' Meetings made and signed according to the provisions in paragraph 12 of this Article 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 meeting in question.
11. The Board of Commissioners may also take a valid decision 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 give their approval regarding the proposal submitted in writing and sign the agreement. Decisions made in this way have the same power as decisions taken legally at a Board of Commissioners' Meeting.
12. The Board of Commissioners must hold a Board of Commissioners Meeting with the Board of Directors periodically at least 1 (one) time in 4 (four) months.
13. Furthermore, the Board of Commissioners' Meeting is carried out by taking into account the provisions of the Company's articles of association, laws and regulations in force in the Capital Market in Indonesia.

## **VII. Accountability And Reporting**

1. The board of commissioners is responsible to the General Meeting of Shareholders for oversight of the policies and activities of the Board of Directors and the implementation of governance. company and compliance with laws and regulations.
2. For this responsibility the Board of Commissioners must submit it to the General Meeting of Shareholders once a year and set forth in the Report of the Board of Commissioners in the Annual Report of the company.

In the event of a discrepancy between the Directors' Work Guidelines and the applicable laws and regulations, the applicable laws and regulations will be applied.