

**PEDOMAN KERJA/PIAGAM
DEWAN KOMISARIS DAN DIREKSI**

***CHARTER OF
BOARD OF COMMISSIONERS
AND BOARD OF DIRECTORS***

**PT PANTAI INDAH KAPUK DUA Tbk
(dahulu/formerly PT PRATAMA ABADI NUSA INDUSTRI Tbk)**

**Nomor/Number: 001/SK DIR-DKM - PIK2/VII/2023
Tanggal/Date: 05 Juli 2023**

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DEWAN KOMISARIS DAN DIREKSI /
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**Bab I
PENDAHULUAN**

**Chapter I
INTRODUCTION**

A. Latar Belakang

Dalam rangka penerapan Tata Kelola Perusahaan Yang Baik/*Good Corporate Governance* (“GCG”), Dewan Komisaris dan Direksi merupakan organ Perseroan yang sangat menentukan dalam menegakkan dan memberikan teladan atas pelaksanaan prinsip-prinsip GCG.

Dalam melaksanakan tugas pengawasan oleh Dewan Komisaris Perseroan dan tugas pengelolaan oleh Direksi atas jalannya usaha Perseroan, memerlukan suatu Pedoman Kerja (“**Charter**”) yang akan menjadi petunjuk dasar dalam melaksanakan tugas, tanggungjawab, dan wewenang untuk memenuhi kepentingan Pemegang Saham dan Pemangku Kepentingan lainnya.

Dengan adanya Charter ini, Dewan Komisaris dan Direksi setiap saat akan bertindak dan bersikap berdasarkan prinsip-prinsip GCG secara konsisten, serta selalu mematuhi peraturan perundang-undangan dan Anggaran Dasar Perseroan.

B. Maksud dan Tujuan

Pedoman Kerja (Charter) Dewan Komisaris dan Direksi ini disusun sebagai naskah yang menjelaskan hal-hal yang berkenaan dengan struktur, fungsi, dan aturan bagi Dewan Komisaris dan Direksi termasuk hubungan antara kedua organ

A. Background

In the implementation of Good Corporate Governance (“GCG”), the Board of Commissioners and Board of Directors constitute important organs in the Company in order to uphold and provide patron for the implementation of GCG principles.

In executing the supervisory functions by the Board of Commissioners, and the management functions by the Board of Directors, a Charter is required that will provide basic guidelines to the both organs in executing their respective duties, responsibilities, and authorities in order to meet and fulfill shareholder and stakeholder interest.

With the presence of this Charter, Board of Commissioners and Board of Directors will at anytime perform their actions and show their attitudes based on the GCG principles consistently, and also adhere the applicable regulations and Articles of Association of the Company.

B. Purpose

This Charter of Board of Commissioners and Board of Directors is composed as a reference explaining the matters related to structure, function, and rules applicable to the Board of Commissioners and Board of

Perseroan tersebut dan interaksinya dengan Rapat Umum Pemegang Saham (“RUPS”).

Tujuan penyusunannya agar Dewan Komisaris dan Direksi dapat melaksanakan tugas-tugasnya secara efektif, efisien, transparan, kompeten, independen, bertanggung jawab, dan sesuai dengan peraturan perundang-undangan yang berlaku.

Selain itu, Charter ini juga dimaksudkan untuk meningkatkan efektifitas hubungan kerja antara organ Dewan Komisaris, Direksi, dan juga antara keduanya dengan Rapat Umum Pemegang Saham; dalam rangka penerapan prinsip-prinsip GCG.

C. Ruang Lingkup

Ruang Lingkup dari Charter ini meliputi struktur dan pembentukan Dewan Komisaris dan Direksi, tugas tanggung jawab dan wewenang, mekanisme penyelenggaraan rapat dan tata cara pengambilan keputusan dalam rapat, serta prinsip pengawasan dan pengelolaan yang dilakukan oleh Dewan Komisaris dan Direksi.

D. Referensi Dasar Hukum

Charter ini disusun dengan mengacu pada dasar hukum antara lain :

1. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“UU PT”);
2. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik (“POJK No. 33/2014”);
3. Peraturan BEI No. 1-A tahun 2021, Lampiran Keputusan Direksi PT Bursa

Directors including relationship between those two organs and their interaction with the General Meeting of Shareholders (“GMS”).

The purpose of this Charter is to give guidelines to the Board of Commissioners and Board of Directors in carrying out their respective duties in order to ensure they are effective, efficient, transparent, competent, independent, responsible, and comply with the applicable laws and regulations.

In addition, this Charter is also aimed to improve effective relation between the Board of Commissioners, Board of Directors, and also their relation with the General Meeting of Shareholders; in the framework of GCG Principles implementation.

C. Scope

This Charter covers structure and establishment of the Board of Commissioners and Board of Directors, duty, responsibility, and authority, meeting convening and its resolution making mechanism, and also the principles of monitoring and managing carried out by the Board of Commissioners and the Board of Directors.

D. Legal Base References

This Charter is prepared by referring to the following laws and regulations among others:

1. Law No. 40 year 2007 concerning Limited Liability Company (“UU PT”);
2. Regulation of Financial Services Authority (OJK) No. 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Public Company (“POJK No. 33/2014”);
3. BEI Regulation No.1-A year 2021,

Efek Indonesia No. Kep-00101/BEI/12-2021 tanggal 21 Desember 2021 tentang Perubahan Peraturan Nomor I-A tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham yang diterbitkan oleh Perusahaan Tercatat;

4. Peraturan Otoritas Jasa Keuangan No. 55/POJK.04/2015 tanggal 23 Desember 2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit (“POJK No.55/2015”);
5. Peraturan Otoritas Jasa Keuangan No. 11/POJK.04/2017 tanggal 14 Maret 2017 tentang Laporan Kepemilikan atau Perubahan Kepemilikan Saham Perusahaan (“POJK No. 11/2017”); dan
6. Anggaran Dasar Perseroan beserta perubahan-perubahannya.

Bab II DEWAN KOMISARIS

A. Struktur dan Keanggotaan Dewan Komisaris

- a. Komposisi dan Keanggotaan Dewan Komisaris :
 1. Dewan Komisaris terdiri dari 2 (dua) orang atau lebih anggota Dewan Komisaris, dengan memperhatikan peraturan yang berlaku di bidang Pasar Modal;
 2. Salah seorang dari anggota Dewan Komisaris dapat diangkat sebagai Presiden Komisaris.
 3. Jumlah Komisaris Independen paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris.
 4. Pengangkatan dan pemberhentian anggota Dewan Komisaris dilakukan oleh Rapat Umum Pemegang Saham (“RUPS”) berdasarkan Anggaran dasar dan peraturan perundang-undangan yang berlaku.

Attachment to Decision of the Board of Directors of PT Bursa Efek Indonesia No. Kep-00101/BEI/12-2021 dated 21st December 2021 concerning the Amendment of the Regulation No.1-A concerning Listing of Shares (Stock) and Equity-type Securities Other Than Stock Issued by Listed Company;

4. *Regulation of Financial Services Authority No. 55/POJK.04/2015 dated 23rd December 2015 concerning Establishment and Work Implementation Guideline of Audit Committee (“POJK No. 55/2015”);*
5. *Regulation of Financial Services Authority No. 11/POJK.04/2017 dated 14th March 2017 concerning Report on Ownership or Change in Company Share Ownership (“POJK No. 11/2017”) and*
6. *The Company's Articles of Association and its amendments.*

Chapter II BOARD OF COMMISSIONERS

A. Structure and Membership of Board of Commissioners

- a. *Composition and Membership of Board of Commissioners :*
 1. *The Board of Commissioners consists of at least 2 (two) or more members of Board of Commissioners, with due observance of the prevailing regulations in the Capital Market sector;*
 2. *One of the members of the Board of Commissioners may be appointed as President Commissioner.*
 3. *The number of Independent Commissioners is at least 30% (thirty percent) of the total number of all members of the Board of Commissioners.*
 4. *The appointment and dismissal of the members of the Board of Commissioners are carried out by the General Meeting of Shareholders (“GMS”) based on Articles of Association and applicable laws and regulations.*

b. Persyaratan Keanggotaan :

Yang dapat diangkat sebagai anggota Dewan Komisaris adalah perorangan yang telah memenuhi persyaratan sebagaimana Pasal 21 ayat (1) dan (2) Peraturan Otoritas Jasa Keuangan No.33/2014 dan Anggaran Dasar Perseroan.

c. Masa Jabatan

Masa jabatan anggota Dewan Komisaris Perseroan sebagaimana diatur di dalam UU PT dan Anggaran Dasar Perseroan.

B. Tugas, Tanggung Jawab dan Wewenang Dewan Komisaris

I. Tugas dan Tanggung Jawab Dewan Komisaris, antara lain :

1. Melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, serta memberikan nasihat kepada Direksi.
2. Melakukan pemeriksaan semua pembukuan, surat dan alat bukti lainnya, serta berhak memeriksa dan mencocokkan keadaan uang kas dan lain-lain untuk mengetahui segala tindakan yang telah dijalankan oleh Direksi.
3. Melaksanakan tugas-tugas Dewan Komisaris lainnya sebagaimana diatur didalam Anggaran Dasar Perseroan.

b. Membership requirements :

The one who is able to be appointed as a member of the Board of Commissioners is an individual who meets the requirements stipulated in Article 21 paragraph (1) and (2) of Financial Service Authority Regulation No. 33/2014 and also Company's Articles of Association.

c. Term of Office

The term of office of the members of Board of Commissioners is as stipulated in UU PT and Company's Articles of Association.

B. Duties, Responsibilities, and Authorities of the Board of Commissioners

I. Duties and Responsibilities of The Board of Commissioners, are among others:

1. *Carrying out supervision and responsible for the supervision of the management policies, the course of overall management, either pertaining to the Company or the Company's business, as well as providing advice to the Board of Directors.*
2. *Examining all bookkeeping, letters and any other evidences, as well as entitled to examine and reconcile the outstanding balance of the cash and others in order to understand all the actions performed by the Board of Directors.*
3. *Performing other duties of the Board of Commissioners as specified in the Company's Articles of Association.*

II. Wewenang Dewan Komisaris :

Dalam melaksanakan tugas dan tanggung jawabnya, Dewan Komisaris berwenang melakukan tindakan-tindakan sesuai dengan Anggaran Dasar dan peraturanperundang-undangan yang berlaku, antar lain wewenang membentuk Komite untuk membantu Dewan Komisaris dalam melaksanakan tugas pengawasan secara efektif untuk jangka waktu tertentu, mendelegasikan kewenangannya kepada Direksi untuk hal-hal yang telah disepakati antara Dewan Komisaris dan Direksi, dan memberikan persetujuan atas usulan Direksi sesuai dengan kewenangannya sebagaimana dimaksud dalam Anggaran Dasar.

III. Rapat Dewan Komisaris

1. Dewan Komisaris wajib mengadakan rapat paling kurang sekali dalam 2 (dua) bulan.
2. Rapat Dewan Komisaris dapat dilangsungkan dalam hal dihadiri atau diwakili mayoritas dari seluruh anggota Dewan Komisaris.
3. Dewan Komisaris wajib mengadakan rapat dengan Direksi secara berkala paling kurang sekali dalam 4 (empat) bulan.
4. Pengambilan keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat.
5. Dalam hal tidak tercapai keputusan musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
6. Rapat Dewan Komisaris dituangkan dalam Risalah Rapat, ditandatangani oleh anggota Dewan Komisaris yang hadir, disampaikan kepada seluruh anggota Dewan Komisaris dan didokumentasikan secara baik.

II. Authorities of The Board of Commissioners :

In order to carry out its duties and responsibilities, the Board of Commissioners has authority to perform certain actions based on Articles of Association and applicable law and regulations among others authorities to form a Committee to assist Board of Commissioners in carrying out its supervisory duties effectively for a certain period of time, to delegate its authority to Board of Directors for the matters that have been agreed upon between Board of Commissioners and Board of Directors, and to give approval to the proposal of Board of Directors in accordance with their authority as referred to in Articles of Association.

III. Board of Commissioner Meeting

1. *The Board of Commissioners should convene meeting at least once in 2 (two) months.*
2. *Meetings of the Board of Commissioners may be convened in the event that they are attended or represented by majority of all members of Board of Commissioners.*
3. *The Board of Commissioners should convene meetings together with Board of Directors periodically at least once in 4 (four) months.*
4. *Resolution in Board of Commissioners' meeting is made based on deliberation for consensus.*
5. *In the event that consensus from deliberation is not achieved, the resolution is made based on majority votes casted in the meeting*
6. *The Board of Commissioners' meeting is stipulated in the Minutes of Meeting, signed by the members attending the meeting, and submitted to all members of Board of Commissioners and well documented.*

7. Kehadiran anggota Dewan Komisaris di dalam rapat seharusnya diungkapkan di dalam Laporan Tahunan.

IV. Pelaporan

1. Dewan Komisaris bersama dengan Direksi menyusun laporan tahunan dan menyediakannya di kantor Perseroan untuk dapat diperiksa oleh para Pemegang Saham terhitung sejak tanggal Panggilan Rapat Umum Pemegang Saham Tahunan.
2. Rapat Umum Pemegang Saham Tahunan memberikan persetujuan atas laporan tahunan, termasuk pengesahan laporan keuangan tahunan serta laporan tugas pengawasan Dewan Komisaris, dan tugas kepengurusan yang telah dilaksanakan oleh Direksi selama tahun buku yang berkaitan;
3. Hal lainnya sebagaimana diatur dalam peraturan perundang-undangan di bidang Pasar Modal.

V. Kode Etik

1. Anggota Dewan Komisaris bertanggung jawab untuk menjaga kerahasiaan informasi Perseroan;
2. Informasi rahasia yang diperoleh sewaktu menjabat sebagai anggota Dewan Komisaris harus tetap dirahasiakan sesuai dengan peraturan perundang-undangan yang berlaku;
3. Anggota Dewan Komisaris dilarang melakukan tindakan yang mempunyai benturan kepentingan (conflict of interest) dan mengambil keuntungan pribadi, dari pengambilan keputusan dan/atau pelaksanaan kegiatan Perseroan, selain penghasilan yang sah dari honorarium berikut fasilitas dan tunjangan lainnya, sesuai peraturan perundang-undangan yang berlaku;

7. *The presence of members of Board of Commissioners in the meeting should be disclosed in Annual Report.*

IV. Reporting

1. *The Board of Commissioners together with Board of Directors prepare an annual report and provide it at the Company's office for the purpose to be reviewed by the Shareholders as of the date of Invitation for the Annual General Meeting of Shareholders;*
2. *The Annual General Meeting of Shareholders gives approval on the annual report, including ratification of the audited annual financial statements as well as report on the supervisory duties of the Board of Commissioners, and the management duties carried out by the Board of Directors during the related financial year;*
3. *Any other matters as stipulated in the laws and regulations in the Capital Market sector.*

V. Code of Conduct

1. *Members of the Board of Commissioners are responsible for the confidentiality of Company's information;*
2. *Confidential information obtained while serving as a member of Board of Commissioners should remain to be kept confidential in accordance with the applicable laws and regulations;*
3. *Members of Board of Commissioners are prohibited to take actions that have conflict of interest and to take personal benefits, from decision making and/or implementation of Company's activities, other than legitimate income from honorarium and other facilities and benefits, in accordance with applicable laws and regulations;*

VI. Komite dibawah Dewan Komisaris.

Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya yang bertanggung jawab kepada Dewan Komisaris.

VI. Committee under the Board of Commissioners.

In order to support the effectiveness of the implementation of their duties and responsibilities, the Board of Commissioners is required to establish an Audit Committee and may form the other committees that are responsible to the Board of Commissioners.

Bab III DIREKSI

A. Struktur dan Keanggotaan Direksi

a. Komposisi dan Keanggotaan Direksi

1. Perseroan diurus dan dipimpin oleh Direksi, terdiri dari 2 (dua) orang atau lebih anggota Direksi, dengan memperhatikan peraturan yang berlaku di bidang Pasar Modal;
2. Salah seorang dari Anggota Direksi dapat diangkat sebagai Presiden Direktur.
3. Pengangkatan dan pemberhentian anggota Direksi dilakukan oleh Rapat Umum Pemegang Saham ("RUPS") berdasarkan Anggaran dasar dan peraturan perundang-undangan yang berlaku.

b. Persyaratan Keanggotaan

Yang dapat diangkat sebagai anggota Direksi adalah perorangan yang telah memenuhi persyaratan sebagaimana Pasal 4 ayat (1) Peraturan Otoritas Jasa Keuangan No. 33/2014 dan Anggaran Dasar Perseroan.

Chapter III THE BOARD OF DIRECTORS

A. Structure and Membership of Board of Directors

a. Composition and membership of the Board of Directors

1. *The Company is managed and leaded by Board of Directors consisting of 2 (two) or more members of the Board of Directors, with due observance of the prevailing law and regulations in the Capital Market sector;*
2. *One of the members of Board of Directors may be appointed as President Director.*
3. *The appointment and dismissal of the members of the Board of Directors are carried out by General Meeting of Shareholders ("GMS") based on Articles of Association and prevailing laws and regulations.*

b. Membership Requirements

Member of the Board of Directors is an individual who meets requirements stipulated in Article 4 paragraph (1) of Financial Service Authority Regulation No. 33/2014 and also Company's Articles of Association.

c. Masa Jabatan

Masa jabatan anggota Direksi Perseroan sebagaimana diatur di dalam UU PT dan Anggaran Dasar Perseroan.

c. Term of Office

The term of office of the member of Board of Directors is as stipulated in UU PT and Company's Articles of Association.

B. Tugas, dan Tanggung Jawab

Sebagai organ kepengurusan dalam Perseroan, Tugas, dan Tanggung Jawab Direksi antara lain :

1. Menjalankan dan bertanggung jawab atas pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan.
2. Setiap anggota Direksi wajib melaksanakan tugas dan tanggung jawab dengan itikad baik, penuh tanggung jawab, dan kehati-hatian.
3. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawab tertentu, Direksi dapat memberikan kuasa kepada karyawan dan/atau Pihak lain.
4. Direksi menyusun laporan tahunan dan menyediakannya di kantor Perseroan bagi Pemegang Saham terhitung sejak tanggal Panggilan RUPS Tahunan.
5. Direksi melaporkan kegiatan usaha dan kinerja Perseroan kepada RUPS.
6. Tugas-tugas Direksi lainnya sebagaimana diatur dalam Anggaran Dasar Perseroan

B. Duties and Responsibilities of Board of Directors

As a management organ in the Company, the Duties, and Responsibilities of the Board of Directors are among others:

1. *Responsible for Company's management for the purpose of Company's interest in accordance with Company's purposes and objectives.*
2. *Each member of Board of Directors should carry out his or her duties and responsibilities in good faith, fully responsible, and prudent manner.*
3. *In order to support the effective implementation of certain duties and responsibilities, Board of Directors may confer power and authority to the employee and/or any other parties.*
4. *The Board of Directors prepares an annual report and get it available at the Company's office for the Shareholders as of the date of AGMS Invitation.*
5. *The Board of Directors reports the Company's business activities and performance to GMS.*
6. *Other duties as stipulated in the Company's Articles of Association.*

C. Wewenang Direksi :

Direksi berwenang menjalankan kepengurusan sesuai dengan kebijakan yang dipandang tepat, sesuai dengan maksud dan tujuan yang ditetapkan dalam Anggaran dasar Perseroan, serta berpegang pada peraturan perundang-undangan yang berlaku.

C. Authority of the Board of Directors:

The Board of Directors is authorized to carry out management in accordance with policies deemed appropriate, in accordance with the aims and objectives set out in Company's Articles of Association, and adhere to the applicable laws and regulations.

D. Rapat Direksi

1. Direksi wajib mengadakan rapat secara berkala, sekurang-kurangnya 1 (satu) kali dalam setiap bulan atau setiap waktu jika dipandang perlu.
2. Rapat Direksi dapat dilangsungkan dalam hal dihadiri atau diwakili mayoritas dari seluruh anggota Direksi.
3. Direksi wajib mengadakan rapat bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
4. Pengambilan keputusan rapat Direksi dilakukan berdasarkan musyawarah mufakat.
5. Dalam hal tidak tercapai keputusan musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
6. Hasil Rapat Direksi dituangkan dalam Risalah Rapat, ditandatangani oleh seluruh anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi dan didokumentasikan secara baik.

E. Pelaporan

1. Direksi bersama dengan Dewan Komisaris menyusun laporan tahunan dan menyediakannya di kantor Perseroan untuk dapat diperiksa oleh para Pemegang Saham terhitung sejak tanggal Panggilan Rapat Umum Pemegang Saham Tahunan;
2. Rapat Umum Pemegang Saham Tahunan memberikan persetujuan atas laporan tahunan, termasuk pengesahan atas laporan keuangan tahunan serta laporan tugas pengawasan Dewan Komisaris, dan tugas kepengurusan oleh Direksi selama tahun buku yang berkaitan;

D. Board of Directors Meeting

1. *The Board of Directors is required to convened regular meetings, at least 1 (one) time every month.*
2. *Meetings of the Board of Directors may be convened in the event that majority of all members of the Board of Directors are present or represented.*
3. *The Board of Directors should hold meeting together with Board of Commissioners periodically at least 1 (one) time within 4 (four) months.*
4. *Decisions in the Board of Directors meeting are made based on deliberation for consensus.*
5. *In the event that consensus from deliberation is not achieved, the decision is made based on majority votes casted in the meeting.*
6. *The results of the Board of Directors' Meeting are documented in the Minutes of Meeting, signed by all members of the Board of Directors present, and submitted to all members of Board of Directors and properly documented.*

E. Reporting

1. *The Board of Directors together with Board of Commissioners prepare an annual report and provide it at the Company's office for review by Shareholders as of the date of Invitation for Annual General Meeting of Shareholders;*
2. *Annual General Meeting of Shareholders gives approval on the annual report, including ratification of the annual audited financial statements as well as report on the supervisory duties of the Board of Commissioners, and the management duties carried out by the Board of Directors during the related financial year;*

3. Hal lainnya sebagaimana diatur dalam peraturan perundang-undangan di bidang Pasar Modal.

F. Kode Etik

1. Anggota Direksi bertanggung jawab untuk menjaga kerahasiaan informasi Perseroan.
2. Informasi rahasia yang diperoleh sewaktu menjabat sebagai anggota Direksi harus tetap dirahasiakan sesuai dengan peraturan perundang-undangan yang berlaku.
3. Anggota Direksi dilarang melakukan tindakan yang mempunyai benturan kepentingan (conflict of interest) dan mengambil keuntungan pribadi, dari pengambilan keputusan dan/atau pelaksanaan kegiatan Perseroan, selain penghasilan yang sah dari honorarium berikut fasilitas dan tunjangan lainnya, sesuai peraturan perundang-undangan yang berlaku.

G. Organ Pendukung Direksi

Sekretaris Perusahaan

Dalam menjalankan kegiatan operasional Perseroan, Direksi didukung oleh fungsi Sekretaris Perusahaan sebagai penghubung antara Perseroan dan para pemangku kepentingan.

Sekretaris Perusahaan diangkat dan diberhentikan berdasarkan keputusan Direksi. Fungsi Sekretaris Perusahaan dapat dirangkap oleh seorang anggota Direksi. Direksi Perseroan bertanggung jawab atas setiap informasi yang disampaikan melalui dan oleh Sekretaris Perusahaan.

Unit Audit Internal

Untuk memastikan sistem pengendalian internal yang efektif, Direksi dibantu oleh Unit Audit Internal. Unit Audit Internal dipimpin oleh seorang kepala yang bertanggung jawab kepada Presiden Direktur.

3. *Any other matters as stipulated in the related laws and regulations in the Capital Market sector.*

F. Code of Conduct

1. *Members of the Board of Directors are responsible for keeping the confidentiality of Company's information.*
2. *Confidential information obtained while serving as a member of Board of Directors should remain to be kept confidential in accordance with the applicable laws and regulations.*
3. *Members of the Board of Director are prohibited to take actions that may have a conflict of interest and to take personal benefits, from making decisions and/or carrying out the Company's activities, other than legitimate income from honorarium and other facilities and benefits, in accordance with applicable laws and regulations.*

G. Supporting Units of Board of Directors

Corporate Secretary

In carrying out Company's operational activities, Board of Directors is supported by Corporate Secretary function as the liaison between Company and Stakeholders.

Corporate Secretary is appointed and terminated by the decision of Board of Directors.

Corporate Secretary functions can be concurrently handled by a member of Board of Directors.

Board of Directors is responsible for any information given through and by Corporate Secretary.

Internal Audit Unit

To ensure the effectiveness of internal control system, the Board of Directors is supported by Internal Audit Unit. This Internal Audit Unit is lead by Head of Internal Audit Unit who reports to the President Director.

**Bab IV
HUBUNGAN ANTARA
DEWAN KOMISARIS
DAN DIREKSI**

Hubungan Dewan Komisaris dan Direksi telah diatur antara lain di dalam POJK 33/2014, UU PT dan Anggaran Dasar Perseroan.

**Bab V
PENUTUP**

Pedoman Kerja/Piagam Dewan Komisaris dan Direksi ini menggantikan Pedoman Kerja/Piagam Dewan Komisaris dan Direksi Perseeroan yang diterbitkan sebelumnya dan berlaku efektif sejak tanggal Pedoman Kerja/Piagam Dewan Komisaris dan Direksi ini.

Evaluasi terhadap Pedoman Kerja/Piagam ini akan dilakukan secara berkala untuk menyesuaikan dengan peraturan perundang-undangan yang berlaku.

Pedoman Kerja/Piagam Dewan Komisaris dan Direksi ini dapat ditandatangani secara terpisah oleh masing-masing anggota Dewan Komisaris dan Direksi serta berlaku sah setelah seluruh anggota Dewan Komisaris dan Direksi menandatangani secara lengkap seluruh copy/salinan Pedoman Kerja/Piagam Dewan Komisaris dan Direksi ini.

**Chapter IV
RELATIONSHIP BETWEEN
BOARD OF COMMISSIONERS
AND BOARD OF DIRECTORS**

Relationship between Board of Commissioners and Board of Directors are governed among others in POJK 33/2014, UU PT dan Company's Articles of Association

**Chapter V
CLOSING**

This Charter of Board of Commissioners and Board of Directors supersedes the Company's Charter of Board of Commissioners and Board of Directors previously issued and shall be effective as of the date of this Charter of Board of Commissioners and Board of Directors.

Evaluation of this Charter will be periodically made in order to adjust and ensure its compliance with the applicable laws and regulations

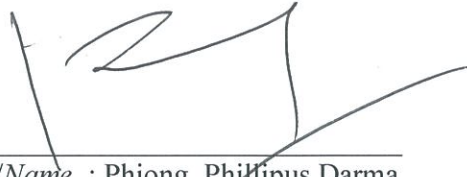
This Charter of Board of Commissioners and Board of Directors may be separately signed by any member of Board of Commissioners and Board of Directors and shall be valid after all members of the Board of Commissioners and Board of Directors sign completely the entire copies of this Charter of Board of Commissioners and Board of Directors.

PT PANTAI INDAH KAPUK DUA Tbk 
(dahulu/formerly PT PRATAMA ABADI NUSA INDUSTRI Tbk) 

DEWAN KOMISARIS/BOARD OF COMMISSIONERS



Nama/Name : Susanto Kusumo
Jabatan/Title : Presiden Komisaris/President Commissioner



Nama/Name : Phiong Phillipus Dharma

Jabatan/Tittle : Wakil Presiden Komisaris/*Vice President Commissioner*



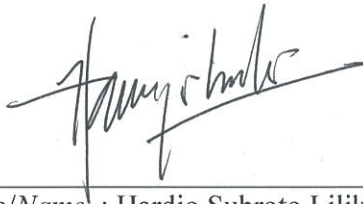
Nama/Name : Steven Kusumo

Jabatan/Tittle : Komisaris/*Commissioner*



Nama/Name : Richard Halim Kusuma

Jabatan/Tittle : Komisaris/*Commissioner*



Nama/Name : Hardjo Subroto Lilik

Jabatan/Tittle : Komisaris Independen/*Independent Commissioner*



Nama/Name : Prof. Djisman Simandjuntak

Jabatan/Tittle : Komisaris Independen/*Independent Commissioner*

DIREKSI / BOARD OF DIRECTORS



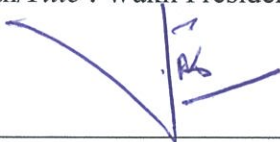
Nama/Name : Sugianto Kusuma
Jabatan/Title : Presiden Direktur/*President Director*



Nama/Name : Alexander Halim Kusuma
Jabatan/Title : Wakil Presiden Direktur/*Vice President Director*



Nama/Name : Surya Pranoto Budihardjo
Jabatan/Title : Wakil Presiden Direktur/ *Vice President Director*



Nama/Name : Markus Kusumaputra
Jabatan/Title : Direktur/*Director*



Nama/Name: Ipeng Widjoyo
Jabatan/Title : Direktur/*Director*



Nama/Name : Arthur Salim
Jabatan/Title : Direktur/*Director*



Nama/Name : Gianto Gunara
Jabatan/Title : Direktur/*Director*



Nama/Name : Yohanes Edmond Budiman
Jabatan/Title : Direktur/*Director*