



DECREE OF THE BOARD OF DIRECTORS OF PT BUKIT ASAM Tbk

NUMBER: 2501 /0100/2023

CONCERNING

CORPORATE SECRETARY CHARTER (CHARTER OF CORPORATE  
SECRETARY)

**PT BUKIT ASAM Tbk**

THE DIRECTORS OF PT BUKIT ASAM Tbk

- Considering :
- a. that as per the provisions of Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretaries of Issuers or Public Companies and Regulation of the Minister of State-Owned Enterprises ("BUMN") Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Activities Significant State-Owned Enterprise Corporation, PT Bukit Asam Tbk is required to establish the function of Corporate Secretary (Corporate Secretary);
  - b. that in order to effectively implement the functions of the Corporate Secretary, it is deemed necessary to





prepare and establish a Corporate Secretary Charter which is the basis for the Corporate Secretary Work Unit;

c. that the determination of the Corporate Secretary Charter as intended is deemed necessary to be stipulated in a Board of Directors Decree.

In view of

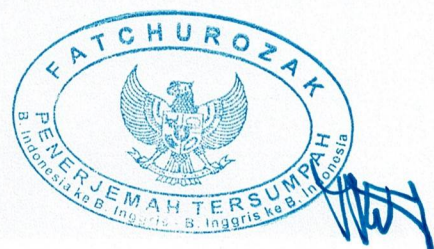
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1. Law Number 40 of 2007 concerning Limited Liability Companies (State Gazette of the Republic of Indonesia of 2007 Number 106, Supplement to State Gazette of the Republic of Indonesia Number 4756);
2. Law Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law of the Republic of Indonesia Number 2 of 2022 concerning Job Creation into Law (State Gazette of the Republic of Indonesia of 2023 Number 41, Supplement to State Gazette of the Republic of Indonesia Number 6856);
3. Government Regulation of the Republic of Indonesia Number 56 of 1990 concerning the Dissolution of Coal Mining Public Companies (Perum) and Additional Capital Participation of the Republic of Indonesia in Shares of Company





- (Persero) PT Tambang Batubara Bukit Asam (State Gazette 1990 Number 81);
4. Government Regulation of the Republic of Indonesia Number 55 of 2002 concerning Addition of State Capital of the Republic of Indonesia to the Share Capital of the Company (Persero) PT Tambang Batubara Bukit Asam (State Gazette RL of 2002 Number 101);
  5. Government Regulation Number 46 of 2022 concerning the Establishment of a Limited Liability Company (Persero) in the Mining Sector (State Gazette of the Republic of Indonesia of 2022 Number 220).
  6. Minister of BUMN Regulation Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises;
  7. Financial Services Authority Regulation Number 33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Issuer or Public Company;
  8. Financial Services Authority Regulation Number /POJK.04/2014 Concerning Corporate Secretaries





of Issuers or Public Companies;

9. Financial Services Authority Regulation Number 21/POJK.04/2015 2015 concerning Implementation of Governance Guidelines Public company;

10. The latest Articles of Association of PT Bukit Asam Tbk as amended several times and most recently with the Deed of Statement of Decisions of the Annual General Meeting of Shareholders of PT Bukit Asam Tbk for Fiscal Year 2022, as contained in Deed Number 61 dated 15 June 2023 made by Jose Dima Satria, S.H., M.Kn Notary in Jakarta, whose notification has been received by the Minister of Law and Human Rights of the Republic of Indonesia based on the Letter of the Minister of Law and Human Rights of the Republic of Indonesia Number: AHU.AH.01.03-0090409 dated 12 July 2023 Regarding Receipt of Notification of the Articles of Association of PT Bukit Asam Tbk and Letter from the Minister of Law and Human Rights of the Republic of Indonesia Number: AHU-AH.01.09- 0138986 dated 12 July 2023 Regarding Receipt of Notification of Changes to Company Data of PT Bukit Asam Tbk;





11. The composition of the Management of PT Bukit Asam Tbk as stated in the Statement of Decisions of the Extraordinary General Meeting of Shareholders is contained in Deed Number 62 dated 15 June 2023 drawn up by Jose Dima Satria SH., M.Kn Notary in Jakarta, the notification of which was received in accordance with the Letter of the Minister of Law and Human Rights RI Number AHU.AH.01.09.0130619 Date 22 June 2023 concerning Receipt of Notification of Changes to Company Data PT Bukit Asam Tbk.

Paying attention at : 1. Asean Corporate Governance Score Card  
2. General Guidelines for Indonesian Corporate Governance (PUG-KI 2021).

### DECIDE

Determination :  
FIRST : Establishing the Corporate Secretary Charter of PT Bukit Asam Tbk as an Attachment to this Decree.  
SECOND : All provisions that regulate the same matters and/or conflict with this Decree are declared revoking and no longer apply.  
THIRD : This decree is effective from the date on which it is signed and will be corrected when there is confusion.





Set in: Jakarta

On : December 21, 2023

DIRECTORS OF PT BUKIT ASAM Tbk

PRESIDENT DIRECTOR

*signed and stamped,*

**ARSAL ISMAIL**

The copies are submitted to:

1. Directors of PTBA;
2. PTBA Board of Commissioners







Charter of Corporate Secretary

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Reference to implementation of Corporate Secretary Function for

PT BUKIT ASAM Tbk





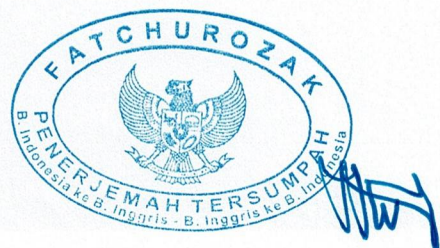
## APPROVAL OF CHARTER OF CORPORATE SECRETARY

### PT BUKIT ASAM Tbk

With the support of the grace of God Almighty, on the day and date as mentioned below, PT Bukit Asam Tbk's Charter of Corporate Secretary was established, which is the mandate of the Corporate Governance Policy and Charter of the Board of Directors to form Charter of Corporate Secretaries.

The Directors of PT Bukit Asam Tbk hope that the preparation of the Charter of Corporate Secretary can become a reference for the Corporate Secretary Work Unit and all people in the Corporate Secretary function in acting, so that the implementation of the functions of the PT Bukit Asam Tbk Corporate Secretary Work Unit is in line with statutory regulations, namely the Authority Regulations. Financial Services Number 35/POJK.04/2014 concerning Corporate Secretaries of Issuers or Public Companies and Regulation of the Minister of State-Owned Enterprises ("BUMN") Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises Country and adhere to the principles of Good Corporate Governance.

Thus, this approval is presented. Thank you for your attention





Jakarta, 21 December 2023

Directors of

PT Bukit Asam Tbk

*Signed,*

**Arsal Ismail**

President director

*Signed,*

*Signed,*

**Farida Thamrin**

Director of Finance & Risk Management

*Signed,*

**Rafli Yandra**

Director of Business Development

*Signed,*

**Suhedi**

Director of Operations and Production

**Suherman**

Director of Human Resources





## **CORPORATE SECRETARY'S WELCOME**

### **PT BUKIT ASAM Tbk**

Assalamualaikum Wr. Wb

Dear the stakeholders,

As stipulated in Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretaries of Issuers or Public Companies and Regulation of the Minister of State-Owned Enterprises ("BUMN") Number PER-2/MBU/03/2023 concerning Guidelines for Corporate Governance and Activities Significantly, the State-Owned Enterprise, PT Bukit Asam Tbk, is required to establish the function of Corporate Secretary. As stated in the ratification statement by the Directors of PT Bukit Asam Tbk, for the effective implementation of the Corporate Secretary function, it is deemed necessary to prepare a Charter of Corporate Secretary which is the basis for the Corporate Secretary Work Unit.

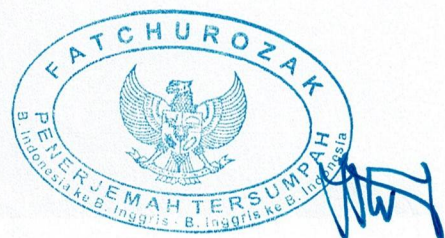
As the Corporate Secretary, I myself also hope that with the ratification of the Charter of Corporate Secretary, in the future the function of the Corporate Secretary Work Unit can run optimally in accordance with the duties and responsibilities mandated in the applicable laws and regulations.

Thus, it is the welcome I can present to you. Thank you

Jakarta, 21 December 2023

*Signed,*

**Niko Chandra**  
Corporate Secretary





# CHAPTER I

## INTRODUCTION





## A. Background

As stipulated in Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretaries of Issuers or Public Companies and Regulation of the Minister of State-Owned Enterprises ("BUMN") Number PER-2/MBU/03/2023 concerning Guidelines for Corporate Governance and Activities Significantly, the State-Owned Enterprise, PT Bukit Asam Tbk ("PTBA") is required to establish the function of Corporate Secretary. In PTBA's Corporate Governance Policy (CGP) and PTBA's Charter of the Board of Directors, delegates to form a Corporate Secretary Charter which is one of the highest references in the Corporate Secretary Work Unit to carry out its duties and responsibilities, so that the function of the Corporate Secretary Work Unit is to carry out very essential roles for the company, such as (i) relations with shareholders (ii) relations with stakeholders including the media, (iii) ensuring company compliance (especially the Board of Directors, Board of Commissioners, and supporting organs for the Board of Commissioners) and good corporate governance, especially for provisions in the capital market sector, (iv) archives and secretariat, especially related to documentation of meetings of the Board of Directors, Board of Commissioners, joint meetings and GMS can run effectively and efficiently by taking into account the provisions of laws and regulations and the principles of good corporate governance. It is hoped that with this Charter, it will become a basis for the Corporate





Secretary and all people in the Corporate Secretary Work Unit in acting and relating both to internal relations (internal affairs) and external relations (external affairs), considering that the Corporate Secretary is the front window (window) of the company.

## **B. Purposes and Objectives**

1. The Charter of Corporate Secretary's purposes are to be the main foundation for the function of the Corporate Secretary Work Unit in carrying out its functions in accordance with the provisions of applicable laws and regulations.
2. Become the parent of all regulations and policies in the Work Unit function of PTBA's Corporate Secretary.

## **C. References**

1. Financial Services Authority Regulation Number 35/POJK.04/2014 concerning Corporate Secretaries of Issuers or Public Companies;
2. Financial Services Authority Regulation Number 29/POJK.04/2016 concerning Annual Reports of Issuers or Public Companies;
3. Financial Services Authority Regulation Number 51/POJK.03/2017 concerning the Implementation of Sustainable Finance for Financial Services Institutions, Issuers and Public Companies;
4. Regulation of the Minister of State-Owned Enterprises Number PER-1/MBU/03/2023 concerning Special Assignments and Social and Environmental Responsibility Programs for State-Owned Enterprises;



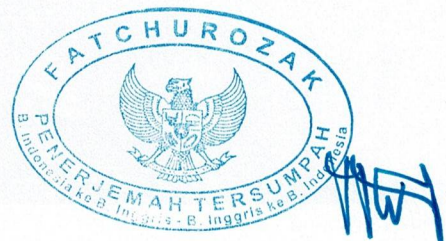


5. Regulation of the Minister of State-Owned Enterprises Number PER-2/MBU/03/2023 concerning Guidelines for Governance and Significant Corporate Activities of State-Owned Enterprises;
6. Financial Services Authority Circular Number 16/SEOJK.04/2021 concerning Form and Content of Issuer or Public Company Annual Report;
7. Articles of Association of PT Bukit Asam Tbk;
8. Corporate Governance Policy PT Bukit Asam Tbk;
9. Work Guidelines for the Board of Commissioners (Charter of the Board of Commissioners) PT Bukit Asam Tbk;
10. Work Guidelines for the Board of Directors (Charter of the Board of Directors) of PT Bukit Asam Tbk

#### **D. Glossaries**

In this Corporate Secretary Charter, the following mean:

1. Conflict of Interest is a difference between the Company's economic interests and the personal economic interests of members of the Board of Directors, Board of Commissioners, and/or shareholders which could be detrimental to the Company.
2. The Board of Commissioners is all members of the Board of Commissioners occurs as a Board unit.
3. The Board of Directors is all members of the Board of Directors who act as a single Board.





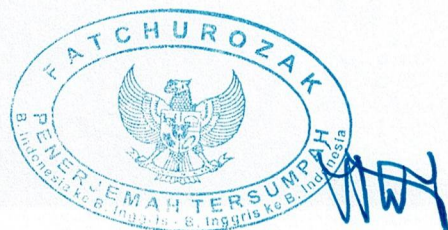
4. Policies are rules for all implementation of management of Company activities as well as a means to encourage initiative for Company Organs and Officials One Level below the Board of Directors in making operational decisions for the Company, with predetermined limits of authority.
5. The Financial Services Authority, hereinafter referred to as OJK, is an independent institution as referred to in Law of the Republic of Indonesia Number 21 of 2011 concerning the Financial Services Authority.
6. Company Employees, hereinafter referred to as Employees, are workers who have fulfilled the specified requirements and have been appointed as Permanent Employees by Company Decree and are given Rights and Obligations according to the provisions in force at the Company.
7. Regulations are legal products that contain provisions that are regulatory in nature and have legal consequences, which are used to ensure that every decision, action and/or other legal action is implemented to achieve the Company's objectives.
8. The Company or Company is PT Bukit Asam Tbk.
9. The General Meeting of Shareholders (GMS) is a Company organ that has authority that is not granted to the Board of Commissioners or Directors within the limits specified in Law of the Republic of





Indonesia Number 40 of 2007 and/or the Company's Articles of Association.

10. The Corporate Secretary Work Unit is a structural functional unit within the Company's organization whose task is to provide support to the Board of Directors in carrying out their duties.
11. Corporate Secretary is an individual or person in charge of a Work Unit who carries out the function of Corporate Secretary.
12. Stakeholders are any parties related either directly or indirectly to the Company's operational activities.
13. Self-Regulatory Organization, hereinafter referred to as SRO, is an organization/institution that is given the authority to make regulations relating to its business activities, which are binding in nature, and must be followed by its members in the capital markets sector, referred to in this classification, namely the Indonesian Stock Exchange (IDX), Indonesian Securities Clearing and Guarantee (KPEI), and Indonesian Central Securities Depository (KSEI).
14. Good Corporate Governance is a company management procedure that applies the principles of openness, accountability, independence and fairness. (responsibility).





## CHAPTER II

## CORPORATE SECRETARY





## **A. General provisions**

PT Bukit Asam Tbk as a public company and subsidiary of BUMN whose shares are listed on the Indonesia Stock Exchange, is required to have the function of Corporate Secretary. The function of the Corporate Secretary can be carried out by an individual or work unit (provided that if it is a work unit, it is led by the person in charge/Corporate Secretary).<sup>1</sup>

## **B. Appointment and Layoff of the Corporate Secretary and Conditions of Vacancies for the Corporate Secretary**

1. The Corporate Secretary is appointed and dismissed by the Board of Directors by first obtaining approval from the Company's Board of Commissioners.<sup>2</sup>
2. The Company is obliged to submit a report to the OJK regarding the appointment and dismissal of the Corporate Secretary.<sup>3</sup>
3. In the event of a vacancy of the Corporate Secretary, the Company
4. is obliged to appoint a replacement within a period of no later than 60 (sixty) days from the vacancy of the Corporate Secretary.<sup>4</sup>
5. During the vacancy of the Corporate Secretary as referred to in number 3, the Corporate Secretary is held concurrently by a member of the Board of Directors or an individual appointed as temporary Corporate Secretary without taking into account the requirements of

<sup>1</sup> Article 2 of POJK No. 35/POJK.04/2014 jo Article 30, paragraphs (1) and (2) of Regulation of the Minister of BUMN No. 2/2023.

<sup>2</sup> Article 12, paragraph, 2 letter a, number 5) of PTBA's Articles of Association.

<sup>3</sup> Article 10 of POJK No.35/POJK.04/2014.

<sup>4</sup> Article 4, paragraph (1) of POJK No.35/POJK.04/2014.





the Corporate Secretary as regulated in the regulations stipulated by the OJK.<sup>5</sup>

6. Reporting to the OJK regarding information related to numbers 1 and 2 and loading of information on the Company's website as in number 5 above, is carried out by the Company no later than 2 (two) working days after the occurrence of conditions such as appointment, dismissal and vacancy events of Corporate Secretary.<sup>6</sup>

### C. Corporate Secretary Work Unit Structure

1. In order to support the function of the Corporate Secretary, the Company's Board of Directors has established an organizational structure for the Corporate Secretary which contains the following divisions and functions:
  - a. Investor Relations Division;
  - b. Representative Office Division, specifically the Jakarta representative office;
  - c. Public Relations and Corporate Administration Division;
  - d. *Corporate Communication and Government Relation* Division;
  - e. *Office of the Board* Division
  - f. Compliance Function.
2. The division structure and functions under the Corporate Secretary will be evaluated by the Company's Directors periodically in

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<sup>5</sup> Article 4, paragraph (2) of POJK No.35/POJK.04/2014.

<sup>6</sup> *Ibid.*





accordance with the company's targets while still paying attention to applicable laws and regulations.

#### **D. Corporate Secretary Requirements**

To be able to serve/be appointed as Corporate Secretary and while serving as Corporate Secretary, you are required to fulfill the following requirements and qualifications:<sup>7</sup>

1. Prohibited from holding any concurrent positions in issuers or other public companies.<sup>8</sup>
2. Capable of carrying out legal actions;
3. Having knowledge and understanding in the fields of law, finance, and corporate governance;
4. Understanding the Company's business activities;
5. Able to communicate well; and
6. Domiciling in Indonesia.

#### **E. Duties of the Corporate Secretary<sup>9</sup>**

1. Main Duties of the Corporate Secretary
  - a. Following developments in the Capital Market, especially applicable legislation in the Capital Market sector.
  - b. Providing input to the Company's Directors and Board of Commissioners to comply with statutory provisions in the Capital Market sector.

<sup>7</sup> Article 9 of POJK No.35/POJK.04/2014.

<sup>8</sup> Article 3, paragraph (3) of POJK No.35/POJK.04/2014.

<sup>9</sup> POJK No.35/POJK.04/2014.





- c. Carrying out activities related to the investor relations function including administering and storing Company documents including but not limited to the Shareholders Register, Special Register and minutes of Directors' meetings and GMS.
- d. Carrying out activities related to the function of public relations.
- e. Fostering and controlling compliance with laws, regulations and corporate governance in order to ensure the fulfillment of the provisions set by the capital market authority, SRO and always trying to fulfill the laws and related provisions stipulated has been determined by the Government.
- f. Managing the secretariat of the Board of Directors to provide support for Directors in carrying out their duties and functions.
- g. Assisting the Board of Directors and Board of Commissioners in implementing corporate governance which includes:
  - 1) Openness of information to the public including availability of information on the Company's website;
  - 2) Submission of reports to OJK on time;
  - 3) GMS organization and documentation:
  - 4) organizing and documenting meetings of the Board of Directors and/or Board Commissioner;
  - 5) Implementation of a company orientation program for the Board of Directors and/or Board of Commissioners.

2. Functions of the Corporate Secretary are for





- a. Preparing the work plan and budget for the Corporate Secretary
- b. Fostering and maintaining the Company's compliance with laws and regulations, both legal aspects of capital markets, legal aspects of the business sector and other related laws.
- c. Coordinating in building, maintaining and improving the Company's image as well as organizing internal and external media/communication facilities.
- d. Carrying out integrated information management and manage the Company's reporting obligations.
- e. Coordinating the implementation of control of public relations activities and coaching the Company's protocol activities.
- f. Implementing information communication between the Company and stakeholders, especially Shareholders, the public and the mass media as well as acting as the Company's representative and liaison officer between the Company and regulators and all stakeholders.
- g. Coordinating the maintenance of Shareholder data and carry out periodic updates.
- h. Coordinating the preparation for holding meetings of the Board of Directors and/Board of Commissioners, General Meeting of Shareholders, including the preparation and storage of meeting minutes.





- i. Management of the Board of Directors' secretariat, as well as office activities Directors.
- j. As a liaison between the Company and shareholders, OJK and other stakeholders.

### 3. Authority of the Corporate Secretary

The authority of the Corporate Secretary is as follows:

- a. Submit information to OJK, SRO, relating to the duties of the Corporate Secretary in accordance with applicable regulations.
- b. Establish systems and procedures for correspondence and archives within the Board of Directors and the Company.
- c. View notes, minutes of Board of Directors meetings, Company documents and reports in the context of activities to provide information required by the Board of Directors.
- d. Request a progress report on the implementation of the Board of Directors' decisions.
- e. Request data/information/explanations required by the Board of Directors from related parties inside and outside the Company for the purposes of carrying out the Board of Directors' duties.
- f. Request data/information/explanations needed from related units for the purposes of carrying out tasks.
- g. Remind and request explanations from work units/related parties regarding the provision of materials/information/data required by the Board of Directors.





- h. Represent the Board of Directors in dealing with parties outside and/or inside the Company in accordance with the assignments given and the policies that have been determined.
- i. Propose agendas for Board of Directors meetings with parties inside/outside the Company.
- j. Attend Board of Directors meetings with parties inside/outside the Company in accordance with previously established policies.
- k. Use secretarial facilities to carry out their duties.

**F. Compliance with Capital Market Regulations, Information Management, Corporate Actions, Communication with Shareholders and Stakeholders, Meeting Management, Document Administration, Introduction Program, Budget, and Representative Office Management**

- 1. Regulatory Compliance in the Capital Market Field
  - a. The Corporate Secretary, through the Compliance Function, must follow developments in laws and regulations in the capital market sector.
  - b. The Corporate Secretary, through the Compliance Function, informs and provides input to the Board of Directors and Board of Commissioners regarding regulations, requirements as a listed company and provisions related to governance issued in the form of new laws and regulations or changes by the OJK and SRO.
- 2. Information Disclosure





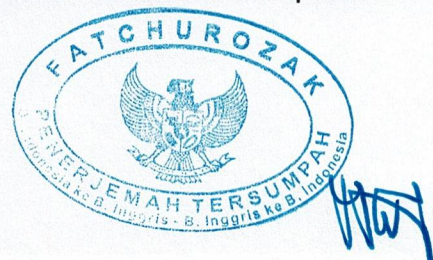
- a. Information criteria that need to be submitted to the OJK, SRO and the public must comply with applicable laws and regulations, especially in the capital markets sector, as determined by the OJK and SRO.
- b. The Corporate Secretary must first obtain approval from the President Director or relevant Director for information disclosure.
- c. The Corporate Secretary is responsible for ensuring the availability of information on the Company's website for matters involving information disclosure.

### 3. Corporate Action

The Corporate Secretary collaborates with the relevant Work Units to ensure appropriate and accurate information to the OJK and SRO as well as the public in accordance with the provisions of applicable laws and regulations, if there are issues related to the Company's corporate actions or sharp share price fluctuations or due to crisis management or information material that may have an impact on decision making by shareholders.

### 4. Communication with Shareholders, Media and Other Stakeholders

- a. The Corporate Secretary establishes relationships with related functions/work units to quickly respond to important questions, criticism or suggestions from the public regarding the Company.
- b. Information related to financial and operational data submitted to investors/shareholders and analysts at securities companies is





carried out through the Investor Relations Division and this information must be factual and not projected figures or approximate information in order to avoid misinterpretation or giving false hopes to investors/holders. stock/analyst on the future condition of the company. The Company can only submit projections to the extent required by statutory regulations.<sup>10</sup>

- c. The Corporate Secretary through the Investor Relations and Compliance Function division coordinates the preparation of the Annual Report, Sustainability Report and Corporate Social and Environmental Responsibility Report every year. With the provisions, in preparing these reports a special team will be prepared consists of other work units containing the structure and description of each personnel and/or official.
- d. Communication to international, national, regional and local media is carried out by the President Director, other members of the Board of Directors in accordance with their authority, the Corporate Secretary and functions of Corporate Communication or a person appointed by the Corporate Secretary. Under certain conditions, the Corporate Secretary can provide responses to journalists according to the standby statement prepared by the Corporate Communication & Government Relations and/or Investor Relations divisions. For regional and local media

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<sup>10</sup> SEOJK No.16/SEJK04/2021





relations, this can be carried out by the Public Relations and Corporate Administration Division or other functions related to public relations in each work unit while still coordinating with the Corporate Secretary Work Unit.

e. Communication with stakeholders outside of shareholders (including the main shareholders (MIND ID and the Ministry of BUMN), OJK, and SROs in the capital markets sector, as well as analysts at securities companies and the media, is carried out by:

1) Corporate Communication & Government Relations Division for the central government level, provided that it can coordinate and involve other work units;

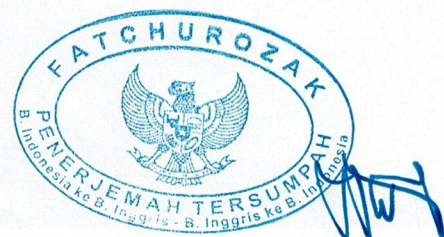
2) The public relations function of each unit for each regional/unit level, provided that it can coordinate with the Corporate Communication & Government Relations Division (if necessary) and involve other work units.

#### 5. Internal Communication

The Corporate Secretary is responsible for internal company communications to all Work Units including disseminating information and company activities to all Company employees.

#### 6. Meeting Management

a. The Corporate Secretary through the Compliance Function ensures that all requirements and regulations regarding the GMS are complied with by the Company. The Corporate Secretary





makes preparations for the GMS, coordinates its implementation and reports to the OJK and SRO. The GMS report must comply with all statutory regulations that happened.

- b. The Corporate Secretary plans and organizes the schedule for meetings of the Board of Directors and joint meetings of the Board of Directors and Board of Commissioners and ensures that the agenda for meetings of the Board of Directors and joint meetings of the Board of Directors and Board of Commissioners is designed in accordance with their respective roles and responsibilities.
- c. The Corporate Secretary, through the office of the board division, is obliged to ensure that the Minutes of Meetings of the Board of Directors, Board of Commissioners, and Joint Meetings of the Board of Directors and Board of Commissioners are prepared in accordance with the requirements stipulated in the applicable laws and regulations.
- d. Specifically, for letters b and c, for Board of Commissioners Meetings and/or Joint Meetings of Directors and Board of Commissioners, these are also conducted by the Secretariat of the Board of Commissioners.

#### 7. Document Administration

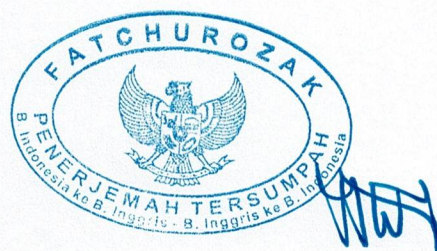
- a. The Corporate Secretary always maintains and updates the share registration register of shareholders, and communicates any changes to the Board of Commissioners and reports to the





relevant OJK regarding share ownership of members of the Board of Directors and Board of Commissioners in accordance with applicable laws and regulations. In addition, the Corporate Secretary is obliged to document and update any changes to the special list of members of the Board of Directors and Board of Commissioners. In preparing the shareholder list and special list, the Corporate Secretary is assisted by the Securities Administration Bureau appointed by the Company.

- b. The Corporate Secretary through the Corporate Administration sub-division is obliged to ensure that all corporate documents are properly archived in accordance with the provisions of applicable laws and regulations.
- c. The Corporate Secretary through the Compliance Function and the Office of the Board Division is obliged to ensure that all documentation of the minutes of the GMS, the Company's Articles of Association, the Minutes of the Board of Directors' Meetings, the Minutes of the Board of Commissioners' Meetings, the Minutes of the Joint Meeting of the Board of Directors and the Board of Commissioners are well documented in accordance with the provisions of the applicable laws and regulations.
- d. The Corporate Secretary is obliged to ensure that if documents as listed in this figure are requested by other Work Units, ensure that





the documents can be traced when necessary and are available for functions that require them.

#### 8. Introduction Program

The Corporate Secretary is obliged to provide an introduction program to members of the Board of Directors and members of the Board of Directors newly appointed by the GMS, provided that the introduction program contains information:

- a. Implementation of the principles of good corporate governance by the Company;
- b. An overview of the Company relating to the objectives, nature, scope of activities, financial and operational performance, strategy, short-term and long-term business plans, competitive position, risks and other strategic issues;
- c. Information relating to delegated authority, internal and external audits, internal control systems and policies, including the audit committee;
- d. Information regarding the duties and responsibilities of the Board of Commissioners and Directors as well as things that are not permitted.

The Company's introduction program as mentioned above, can take the form of presentations, meetings, visits to the Company's business units and review of documents or other programs deemed





appropriate to the Company where the program is implemented.<sup>11</sup> If necessary, an introduction program can also be carried out for the Company's subsidiaries and affiliated companies.

#### 9. Budget

- a. Every year in accordance with company systems and policies, the Corporate Secretary creates and proposes a work plan and budget to the Board of Directors for consideration. Apart from that, the Corporate Secretary can also help the Board of Commissioners and Directors manage routine expenditure and capital expenditure from the company budget that has received approval from the Company's organs.
- b. In preparing the budget and using the budget, the Corporate Secretary Work Unit prioritizes the principles of efficiency and effectiveness.

#### 10. Management of the Jakarta Representative Office

- a. The Corporate Secretary is obliged to ensure that the management of the Jakarta Representative Office runs well and can establish all regulations and/or policies related to the management of the Jakarta Representative Office.
- b. The Corporate Secretary through the Jakarta Representative Office division can coordinate with the heads of related Work Units at the Jakarta Representative Office.

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<sup>11</sup> Article 43, paragraph (4) of Regulation of the Minister of BUMN No. 2/2023.





c. The Corporate Secretary through the Jakarta Representative Office division is responsible for the management of offices, company-owned buildings, administrative activities, personnel, general affairs, finance, IT and protocols as well as other matters within the territory of the Jakarta Representative in accordance with his authority. With these provisions, it is mandatory to ensure aspects of efficiency and effectiveness.

#### 11. Obligation of Confidentiality and Prohibition of Conflicts of Interest<sup>12</sup>

1. The Corporate Secretary and employees in the Corporate Secretary Work Unit are obliged to maintain the confidentiality of confidential documents, data and information except in order to fulfill obligations in accordance with statutory regulations.
2. Any information that will be conveyed by the Corporate Secretary to external parties, especially of a crucial nature, must be coordinated with the relevant Work Unit and consulted with the Company's Directors.
3. The Corporate Secretary and employees in the Corporate Secretary Work Unit are prohibited from taking personal advantage (Conflict of Interest) either directly or indirectly, which is detrimental to the Company. To avoid doubt, the Corporate Secretary and every employee in the Corporate Secretary Work Unit are required to submit a Special List every year containing

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<sup>12</sup> Article 6 of POJK No.34/POJK.04/2015.





employee and family share ownership in both the Company and other companies. The format of the Special List is contained in Appendix I of this Charter.

## 12. Training

In order to increase knowledge and understanding to assist in carrying out their duties, the Corporate Secretary and employees in the Corporate Secretary Work Unit must attend education and/or training so that the function of the Corporate Secretary Work Unit can run effectively and in accordance with the provisions of applicable laws and regulations.<sup>13</sup>

## 13. Evaluation and Reporting

1. The Board of Directors is obliged to maintain and evaluate the quality of the functions of the Corporate Secretary Work Unit.<sup>14</sup>
2. The Corporate Secretary is obliged to make periodic reports at least 1 (one) time in 1 (one) year regarding the implementation of the Corporate Secretary's functions to the Board of Directors and copy them to the Board of Commissioners.<sup>15</sup>
3. In relation to the function of the Corporate Secretary Work Unit, in the Annual Report the Company is obliged to disclose at least information regarding:<sup>16</sup>
  - a. Name of Corporate Secretary;

<sup>13</sup> Article 7 of POJK No.35/POJK.04/2015.

<sup>14</sup> Article 30, paragraph (5) of Regulation of the Minister of BUMN No. 2/2023.

<sup>15</sup> Article 11 of POJK No.35/POJK.04/2015.

<sup>16</sup> Article 11, paragraph (2) of POJK.04/2015 jo SEOJK No. 16/SEOJK.04/2021.





- b. Domicile of the Corporate Secretary;
  - c. Brief history of the position of Corporate Secretary including (i) the legal basis for appointment and (ii) work experience along with the period of time both at the Company and outside the Company;
  - d. Corporate Secretary educational history;
  - e. Training and/or competency improvement attended during the financial year by the Corporate Secretary;
  - f. A brief description of the implementation of the functions of the Corporate Secretary Work Unit and information regarding the education and/or training attended by the Corporate Secretary.
4. The Company is obliged to disclose information regarding the Corporate Secretary (profile), duties and responsibilities of the Corporate Secretary Work Unit, including the basis for appointing the Corporate Secretary on the Company Website.





# CHAPTER III

## CLOSING





## A. Conclusion

1. The Corporate Secretary and employees in the Corporate Secretary Work Unit are responsible for the implementation of this Charter of Corporate Secretary.
2. The Board of Directors can determine the provisions of the Guidelines related to functions. The Corporate Secretary is related to communications and archive management.
3. For effectiveness, further arrangements can be made in the Standard Operating Procedures and Work Instructions.





## APPENDIX 1

### SPECIFIC TABLE

#### Personal shareholding

Name	Position	Shareholding (share)				
		In PTBA	Out PTBA	Transaction date	Amount of shares	Amount of changing shares

#### Family shareholding

Name	Position	Shareholding (share)				
		In PTBA	Out PTBA	Transaction date	Amount of shares	Amount of changing shares

#### Notes:

\*if there is a difference in the amount of shareholding during the reporting period and the previous period.

\*\*wife/husband and children.

Place, Date, Month, Year

*signed,*

Full Name:

Position :

Saya, **FATCHUROZAK**, Penerjemah Tersumpah di Republik Indonesia berdasarkan peraturan perundang-undangan yang berlaku di Republik Indonesia, dengan ini menerangkan dan menyatakan, sesuai dengan sumpah jabatan saya, bahwa dokumen ini merupakan terjemahan yang benar, setia, dan lengkap dari dokumen sumber yang diberikan kepada saya.  
Jakarta, 22 Januari 2024  
**FATCHUROZAK**  
Penerjemah Tersumpah [Bahasa Indonesia ke Bahasa Inggris dan Bahasa Inggris ke Bahasa Indonesia]  
Surat Keputusan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia  
No. AHU-4 AH.03.07.2022 tanggal 5 Oktober 2022 dan SK Gub DKI Jakarta No. 3065 Tahun 2003  
No. Register : 1152/I/2024

I, **FATCHUROZAK**, a Sworn Translator in the Republic of Indonesia by virtue of the applicable laws and regulations in the Republic of Indonesia, hereby state and declare, under my oath of office, that the foregoing document is a true, faithful and correct English translation of the source document in Indonesian language presented to me.

