

Board Manual

The Board Manual is a guidance on the work procedures of the Board of Commissioners and the Board of Directors which describes the stages of activities in a structured, systematic, understandable and consistent manner so that it can become a reference for the Board of Commissioners and the Board of Directors in performing their duties respectively in order to achieve Vision and Mission of PT Bakrieland Development Tbk (the Company).

Currently, the Board Manual is complied with Financial Service Authority Regulation No. 033/POJK.04/2014 on the Boards of Directors and Board of Commissioners of Issuers and Public Companies and the regulation concerning the concurrent positions and meetings of the Boards of Commissioners and Board of Directors, and Independent Directors.

This Board Manual is intended to describe the work relationship between the Board of Commissioners and the Board of Directors in performing their duties in order to create a professional, transparent and efficient management of the Company. The Board Manual, which is the draft of agreement between the Board of Directors and the Board of Commissioners, aims to:

1. Become a reference / guideline on the main tasks and work functions of each organ.
2. Improve the quality and effectiveness of work relationships between organs.
3. Further clarify the duties and responsibilities of the Board of Commissioners and the Board of Directors as well as work relationships between the two organs of the Company.
4. Further facilitate the organs of the Board of Commissioners and the Board of Directors to understand the duties and responsibilities of the Board of Commissioners and the Board of Directors as well as the duties of the organ of the Board of Commissioners and the organ of the Board of Directors.
5. Implement the GCG principles namely transparency, accountability, responsibility, independence, and fairness.

Implementation of the Board Manual is one of the commitments of the Board of Commissioners and the Board of Directors in applying the principles of Good Corporate Governance, as well as an effort to further elaborate matters presented in the Code of Corporate Governance already owned by the Company. Furthermore, it is expected that through this Board Manual, it will create a standardized and mutually respectful pattern of working relationships that is presented in the policies of the Board of Commissioners and the Board of Directors.

The principles of good faith, full responsibility and fiduciary duties, inherent skill and care with the position holders of the Board of Commissioners and the Board of Directors are general principles that must be respected by the Company's organs having responsibility for supervision and managing the Company.

This Board Manual applies to the implementation of working relationship between the organs of the Board of Commissioners and the Board of Directors within the Company by referring to the provisions presented in the Company's Articles of Association and / or provisions presented in laws and regulations in force.

The Board Manual regulates the provisions on:

1. Basic Principles of Working Relations of Board of Commissioners - Board of Directors, for instance:

The Board of Commissioners conducts supervision on the management policies, the general management of the Company, both concerning the Company and concerning the Company's business, and provides advice to the Board of Directors
2. Achievement Commitment

The working relationship between the Board of Commissioners and the Board of Directors is the relationship of checks and balances in order to achieve the Company objectives. Accordingly, pursuant to its respective functions, the Board of Commissioners and the Board of Directors have a high commitment to jointly realize the Company objectives in the form of the achievement of long-term business sustainability and also agree on the matters to support the achievement of the vision and mission as well as strategy of the Company.
3. Board Of Commissioners
 - a. Functions of the Board of Commissioners
 - b. Requirements, Membership, Multiple Positions, Independent Commissioners, and Term of Position
 - c. Responsibility of the Board of Commissioners
 - d. Duties and Obligations of the Board of Commissioners
 - e. Authority of the Board of Commissioners
 - f. Rights of the Board of Commissioners
 - g. Ethics of Position
 - h. Board of Commissioners Meeting
 - i. Board of Commissioners Committees
4. Board of Directors
 - a. Requirements, Membership, Independent Director and Board of Directors
 - b. Responsibility of the Board of Directors
 - c. Duties and Obligations of the Board of Directors
 - d. Authorities of the Board of Directors
 - e. Rights of the Board of Directors
 - f. Ethics of Position
 - g. Determination of the Company's Management Policy by the Board of Directors
 - h. Delegation of Authority among Members of the Board of Directors of the Company
 - i. Segregation of Duties of the Board of Directors
 - j. Meetings of the Board of Directors
 - k. Independence of the Board of Directors
 - l. Corporate Secretary
 - m. Relationship with Subsidiaries