

PEDOMAN TATA KELOLA PERUSAHAAN UNTUK PERUSAHAAN PUBLIK [GRI 2-27]

CORPORATE GOVERNANCE GUIDELINES FOR PUBLIC COMPANIES

Penerapan Tata Kelola Perusahaan Sesuai ketentuan Peraturan OJK No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perseroan Terbuka dan Surat Edaran OJK No. 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perseroan Terbuka.

Implementation of Corporate Governance In accordance with the provisions of OJK Regulation No. 21/POJK.04/2015 on the Implementation of Public Company Governance Guidelines and OJK Circular Letter No. 32/SEOJK.04/2015 on Public Company Governance Guidelines.

ASPEK 1: Hubungan Perusahaan Terbuka dengan Pemegang Saham dalam Menjamin Hak-Hak Pemegang Saham ASPECT 1: Public Listed Company's Relationship with Shareholders in Ensuring Shareholders' Rights

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 1 Meningkatkan Nilai Penyelenggaraan Rapat Umum Pemegang Saham (RUPS).	1. Perseroan Terbuka memiliki cara atau prosedur teknis pengumpulan suara (voting) baik secara terbuka maupun tertutup yang mengedepankan independensi, dan kepentingan pemegang saham.	Terpenuhi. Prosedur pemungutan suara (voting) ini diatur dalam Tata Tertib Rapat Umum Pemegang Saham (RUPS) yang dibacakan kepada pemegang saham pada setiap RUPS.
	2. Seluruh Anggota Direksi dan anggota Dewan Komisaris Perseroan Terbuka hadir dalam RUPS Tahunan.	Terpenuhi. Seluruh anggota Direksi dan Dewan Komisaris Perseroan hadir baik secara fisik maupun secara elektronik melalui aplikasi Electronic General Meeting System eASY- KSEI yang disediakan oleh PT Kustodian Sentral Efek Indonesia dalam RUPS Tahunan Perseroan tanggal 19 April 2023.
	3. Ringkasan risalah RUPS tersedia dalam Situs Web Perseroan Terbuka paling sedikit selama 1 (satu) tahun.	Terpenuhi. Seluruh informasi tentang Risalah RUPS tersedia dalam situs web Perseroan.
Principle 1 Increase the Value of Organising the General Meeting of Shareholders (GMS).	1. Public Listed Companies possess technical voting procedures, both open and closed, that prioritise independence and the interests of shareholders.	Fulfilled. This voting procedure is regulated in the General Meeting of Shareholders (GMS) Rules of Procedure which is read out to shareholders at each GMS.
	2. All members of the Board of Directors and Board of Commissioners of the Public Company attended the Annual GMS.	Fulfilled. All members of the Company's Board of Directors and Board of Commissioners were present both physically and electronically through the Electronic General Meeting System eASY-KSEI application provided by PT Kustodian Sentral Efek Indonesia in the Company Annual GMS on 19 April 2023.
	3. The summary of GMS minutes is available on the Public Company's Website for at least one (1) year.	Fulfilled. All information on the Minutes of the GMS is available on the Company's official website.

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 2 Meningkatkan Kualitas Komunikasi Perseroan Terbuka dengan Pemegang Saham atau Investor.	1. Perseroan Terbuka memiliki suatu kebijakan komunikasi dengan pemegang saham dan investor.	Terpenuhi. Perseroan melakukan pembaruan informasi secara berkala terkait kinerjanya dan perkembangan aktivitas pengembangan usaha Perseroan dalam situs web dan media sosial Perseroan.
	2. Perseroan Terbuka mengungkapkan kebijakan komunikasi Perseroan Terbuka dengan pemegang saham atau investor dalam situs web.	Terpenuhi. Perseroan telah menyediakan dokumen berupa Laporan Keuangan, informasi webinar, serta materi lainnya yang dapat diunduh dari situs web Perseroan untuk memberikan kesetaraan informasi kepada seluruh pemegang saham atas pelaksanaan komunikasi dengan Perseroan.
Principle 2 Enhancing the Quality of Communication between Public Listed Companies and Shareholders or Investors.	1. Public Listed Companies have established a policy on communication with their shareholders and investors.	Fulfilled. The Company regularly updates information concerning its performance and the progress of the Company's business development activities on the Company's website and social media.
	2. The Public Listed Company discloses its communication policy with shareholders or investors on the website.	Fulfilled. The Company has provided documents on Financial Statements, webinar information, and other materials downloadable from the Company's website to provide equitable information to all shareholders on the implementation of communication with the Company.

ASPEK 2: Fungsi dan Peran Dewan Komisaris

ASPECT 2: Function and Role of the Board of Commissioners

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 3 Memperkuat Keanggotaan dan Komposisi Dewan Komisaris.	1. Penentuan jumlah anggota Dewan Komisaris mempertimbangkan kondisi Perseroan Terbuka.	Terpenuhi. Jumlah anggota Dewan Komisaris telah sesuai dengan kondisi Perseroan, dan mengacu pada peraturan perundang-undangan yang berlaku, Anggaran Dasar Perseroan dan Piagam Dewan Komisaris.
	2. Penentuan komposisi Dewan Komisaris memperhatikan keberagaman keahlian, pengetahuan dan pengalaman yang dibutuhkan.	Terpenuhi. Setiap anggota Dewan Komisaris Perseroan memiliki keahlian mumpuni yang berbeda-beda untuk memaksimalkan tugas pengawasan Dewan Komisaris sesuai dengan lingkup usaha Perseroan. Informasi terkait latar belakang dan keahlian masing-masing anggota Dewan Komisaris Perseroan tersedia dalam situs web Perseroan.
Principle 3 Strengthen the Membership and Composition of the Board of Commissioners.	1. The total number of members of the Board of Commissioners will take into consideration the condition of the Public Listed Company.	Fulfilled. The number of members of the Board of Commissioners is consistent with the conditions of the Company, and refers to the prevailing laws and regulations, the Articles of Association of the Company and the Charter of the Board of Commissioners.

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
	<p>2. Determination of the composition of the Board of Commissioners takes into account the diversity of expertise, knowledge and experience required.</p>	<p>Fulfilled. Each member of the Company's Board of Commissioners has different expertise to maximise the Board of Commissioners' supervisory duties in accordance with the Company's business scope.</p> <p>Information regarding the background and expertise of each member of the Board of Commissioners is available on the Company's website.</p>
<p>Prinsip 4 Meningkatkan kualitas pelaksanaan tugas dan tanggung jawab Dewan Komisaris.</p>	<p>1. Dewan Komisaris mempunyai kebijakan penilaian sendiri (self-assessment) untuk menilai kinerja Dewan Komisaris.</p> <p>2. Kebijakan penilaian sendiri (self-assessment) untuk menilai kinerja Dewan Komisaris, diungkapkan dalam Laporan Tahunan Perusahaan Terbuka.</p> <p>3. Dewan Komisaris mempunyai kebijakan terkait pengunduran diri anggota Dewan Komisaris apabila terlibat dalam kejahatan keuangan.</p> <p>4. Dewan Komisaris atau Komite yang menjalankan fungsi Nominasi dan Remunerasi menyusun kebijakan suksesi dalam proses Nominasi Anggota Direksi.</p>	<p>Komite Nominasi dan Remunerasi (NR) melakukan evaluasi terhadap kinerja Dewan Komisaris</p> <p>Kebijakan penilaian sendiri tidak berlaku karena evaluasi dilakukan oleh Komite NR, oleh karena itu hasil penilaian tidak diungkapkan dalam Laporan Tahunan.</p> <p>Terpenuhi. Berdasarkan Anggaran Dasar Perseroan, setiap anggota Dewan Komisaris yang tidak memenuhi syarat untuk menjadi anggota Dewan Komisaris dengan alasan apapun termasuk di dalamnya adalah terlibat kejahatan keuangan maka jabatannya sebagai Dewan Komisaris akan batal demi hukum. Dalam hal anggota Dewan Komisaris tersebut mengundurkan diri maka akan diputuskan dalam mekanisme RUPS.</p> <p>Terpenuhi. Komite NR telah menjalankan fungsinya dalam menyusun kebijakan suksesi dalam proses nominasi anggota Direksi.</p>
<p>Principle 4 Enhance the quality of the implementation of the duties and responsibilities of the Board of Commissioners.</p>	<p>1. The Board of Commissioners maintains a self-assessment policy to evaluate the performance of the Board of Commissioners.</p> <p>2. The self-assessment policy to evaluate the performance of the Board of Commissioners is disclosed in the Public Listed Company's Annual Report.</p> <p>3. The Board of Commissioners has a policy regarding the resignation of members of the Board of Commissioners if involved in financial crimes.</p>	<p>The Nomination and Remuneration (NR) Committee evaluates the performance of the Board of Commissioners.</p> <p>The self-assessment policy is not applicable as the evaluation is conducted by the NR Committee, therefore the assessment results are not disclosed in the Annual Report.</p> <p>Fulfilled. Based on the Company's Articles of Association, any member of the Board of Commissioners who does not fulfil the requirements to be a member of the Board of Commissioners for any reason including involvement in financial crimes, his/her position as a member of the Board of Commissioners will be null and void. In the case of the resignation of the member of the Board of Commissioners will be decided through the GMS.</p>

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
	4. The Board of Commissioners or the Committee that carries out the Nomination and Remuneration function develops a succession policy in the process of Nominating Members of the Board of Directors.	Fulfilled. The NR Committee has performed its function in developing a succession policy in the nomination process for members of the Board of Directors.

ASPEK 3: Fungsi dan Peran Direksi

ASPECT 3: Function and Role of the Board of Directors

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 5 Memperkuat keanggotaan dan komposisi Direksi.	1. Penentuan jumlah anggota Direksi mempertimbangkan kondisi Perusahaan Terbuka serta efektivitas dalam pengambilan keputusan.	Terpenuhi. Kondisi Perseroan dan pengambilan keputusan yang efektif senantiasa menjadi dasar pertimbangan dalam menentukan jumlah anggota Direksi.
	2. Penentuan komposisi anggota Direksi memperhatikan keberagaman keahlian, pengetahuan, dan pengalaman yang dibutuhkan.	Terpenuhi. Setiap anggota Direksi Perseroan memiliki keahlian mumpuni yang berbeda-beda untuk memaksimalkan tugas manajemen Direksi sesuai dengan lingkup usaha Perseroan. Informasi terkait latar belakang dan keahlian masing-masing anggota Direksi Perseroan tersedia dalam situs web Perseroan.
	3. Anggota Direksi yang membawahi bidang akuntansi atau keuangan memiliki keahlian dan/atau pengetahuan di bidang akuntansi.	Terpenuhi. Perseroan memiliki anggota Direksi yang membawahi bidang akuntansi dan keuangan.
Principle 5 Strengthen the membership and composition of the Board of Directors.	1. The number of members of the Board of Directors will take into consideration the condition of the Public Listed Company as well as the effectiveness in decision making.	Fulfilled. The condition of the Company and effective decision-making are always taken into consideration in determining the number of members of the Board of Directors.
	2. Determination of the composition of the Board of Directors takes into account the diversity of expertise, knowledge and experience required.	Fulfilled. Each member of the Board of Directors of the Company has different expertise to maximise the management duties of the Board of Directors in accordance with the scope of the Company's business. Information regarding the background and expertise of each member of the Board of Directors is available on the Company's website.
	3. Members of the Board of Directors in charge of accounting or finance have expertise and/or knowledge in accounting.	Fulfilled. The Company has a member of the Board of Directors in charge of accounting and finance.

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 6 Meningkatkan kualitas pelaksanaan tugas dan tanggung jawab Direksi.	1. Direksi mempunyai kebijakan penilaian sendiri (self-assessment) untuk menilai kinerja Direksi.	Terpenuhi. Direksi memiliki kebijakan <i>self-assessment</i> yang dilakukan secara berkala berdasarkan KPI mereka, yang hasilnya ditinjau oleh Komite NR.
	2. Kebijakan penilaian sendiri (self-assessment) untuk menilai kinerja Direksi diungkapkan melalui Laporan Tahunan Perusahaan Terbuka.	Dalam proses pemenuhan. Mengacu pada jawaban sebelumnya, Perseroan sudah memiliki kebijakan terkait tapi belum diungkapkan dalam Laporan Tahunan.
	3. Direksi mempunyai kebijakan terkait pengunduran diri anggota Direksi apabila terlibat dalam kejahatan keuangan.	Terpenuhi. Berdasarkan Anggaran Dasar Perseroan, setiap anggota Direksi yang tidak memenuhi syarat untuk menjadi anggota Direksi dengan alasan apapun, termasuk dalam hal keterlibatan kejahatan keuangan maka jabatannya sebagai Direksi akan batal demi hukum. Dalam hal anggota Direksi tersebut mengundurkan diri maka akan diputuskan dalam mekanisme RUPS.
Principle 6 Improve the quality of the implementation of the duties and responsibilities of the Board of Directors.	1. The Board of Directors has a self-assessment policy to evaluate the performance of the Board of Directors.	Fulfilled. The Directors have a self-assessment policy that is conducted periodically based on their KPIs, the results of which are reviewed by the NR Committee.
	2. The self-assessment policy to assess the performance of the Board of Directors is disclosed in the Public Listed Company's annual report.	In the process of fulfilment. In reference to the previous answer, the Company already has a related policy but it has not been disclosed in the Annual Report.
	3. The Board of Directors has a policy regarding the resignation of members of the Board of Directors if they are involved in financial crimes.	Fulfilled. Based on the Company's Articles of Association, any member of the Board of Directors who does not fulfil the requirements to be a member of the Board of Directors for any reason, including involvement in financial crimes, his/her position as a member of the Board of Directors will be null and void. In the case of the resignation of the member of the Board of Directors will be decided through the GMS.

ASPEK 4: Partisipasi Pemangku Kepentingan

ASPECT 4: Stakeholder Participation

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 7 Meningkatkan aspek tata kelola perusahaan melalui partisipasi pemangku kepentingan.	1. Perusahaan Terbuka memiliki kebijakan untuk mencegah terjadinya <i>insider trading</i> .	Terpenuhi. Perseroan memiliki kebijakan untuk mencegah terjadinya <i>insider trading</i> dalam <i>Corporate Business Conduct</i> yang ditandatangani oleh seluruh jajaran Direksi dan karyawan Perseroan.

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
	2. Perusahaan Terbuka memiliki kebijakan anti korupsi dan anti-penipuan.	Terpenuhi. Kebijakan ini diatur dalam <i>Corporate Business Conduct</i> yang ditetapkan Perseroan dan seluruh jajaran Direksi dan karyawan Perseroan menandatangani pedoman tersebut.
	3. Perusahaan Terbuka memiliki kebijakan tentang seleksi dan peningkatan kemampuan vendor/pemasok.	Terpenuhi. Perseroan melakukan seleksi vendor/pemasok berdasarkan SOP/kebijakan yang sudah ditetapkan Perseroan. Dan melakukan evaluasi vendor/pemasok berkala setiap 1 tahun sekali.
	4. Perusahaan Terbuka memiliki kebijakan tentang pemenuhan hak-hak kreditur.	Terpenuhi. Perseroan memiliki kebijakan tentang pemenuhan hak-hak kreditur melalui Divisi Keuangan yang mengatur dan mengelola pembayaran.
	5. Perusahaan Terbuka memiliki kebijakan <i>whistleblowing system</i> .	Terpenuhi. Perseroan memiliki kebijakan sistem <i>whistleblowing</i> sebagaimana tertera dalam situs web pada bagian Tata Kelola Perusahaan.
	6. Perusahaan Terbuka memiliki kebijakan pemberian insentif jangka panjang kepada Direksi dan karyawan.	Terpenuhi. Perseroan memiliki insentif jangka panjang untuk Direksi dan karyawan.
Principle 7 Improve aspects of corporate governance through stakeholder participation.	1. The Public Listed Company has a policy to prevent insider trading.	Fulfilled. The Company has a policy to prevent insider trading in the Corporate Business Conduct signed by all Directors and employees of the Company.
	2. The Public Listed Company has an anti-corruption and anti-fraud policy.	Fulfilled. This policy is stipulated in the Corporate Business Conduct and all Directors and employees of the Company have signed the Code.
	3. The Public Listed Company has a policy on the selection and upgrading of suppliers or vendors.	Fulfilled. The Company selects vendors/suppliers based on the SOP/policy established by the Company. And conduct periodic vendor/supplier evaluations annually.
	4. The Public Listed Company has a policy on the fulfilment of creditors' rights.	Fulfilled. The Company has a policy to fulfill the creditors' right managed by Finance Division, which organizes and manages the payment of creditors' rights.
	5. The Public Listed Company has a whistleblowing system policy.	Fulfilled. The Company has a whistleblowing system policy as stated in the Company's website in the Corporate Governance section.
	6. The Public Listed Company has a policy of providing long-term incentives to Directors and employees.	Fulfilled. The Company has a long-term incentives for Directors & employees.

ASPEK 5: Keterbukaan Informasi

ASPECT 5: Information Transparency

Prinsip Principle	Rekomendasi Recommendation	Implementasi Implementation
Prinsip 8 Meningkatkan pelaksanaan keterbukaan informasi.	1. Perusahaan Terbuka memanfaatkan penggunaan teknologi informasi secara lebih luas selain situs web sebagai media keterbukaan informasi.	Terpenuhi. Selain situs web resmi dan sarana pelaporan elektronik terintegrasi emiten dan perusahaan publik SPE-IDXnet, Perseroan juga menggunakan platform media sosial untuk mengungkapkan informasi tentang Perseroan.
	2. Laporan Tahunan Perusahaan Terbuka mengungkapkan pemilik manfaat akhir dalam kepemilikan saham Perusahaan Terbuka paling sedikit 5% (lima persen), selain pengungkapan pemilik manfaat akhir dalam kepemilikan saham Perusahaan Terbuka melalui pemegang saham utama dan pengendali.	Terpenuhi. Dipaparkan dalam Laporan Tahunan ini pada Bab Profil Perusahaan.
Principle 8 Improve the implementation of information disclosure.	1. The Public Listed Company utilises the wider use of information technology in addition to the website as a medium for information disclosure.	Fulfilled. In addition to its official websites and electronic integrated reporting for issuers and public listed company SPE-IDXnet, the Company also uses social media platforms to disclose information about the Company.
	2. The Annual Report of a Public Listed Company discloses the ultimate beneficial owner in the shareholding of the Public Listed Company of at least 5% (five per cent), in addition to the disclosure of the ultimate beneficial owner in the shareholding of the Public Listed Company through the ultimate and controlling shareholders.	Fulfilled. Detailed in this Annual Report on Company Profile Chapter.