



Board of Directors Charter PT Archi Indonesia Tbk

*Below Charter is a work guidelines summary of Board of Directors Charter of PT Archi Indonesia Tbk (“**Company**”). In addition, below Charter is prepared in two different versions (Indonesia and English), and if any discrepancy is found within the two, then the Charter in Indonesia is applicable.*

BOARD OF DIRECTORS

1. The Company shall be managed by a Board of Directors that consists of at least 2 (two) members and one of whom shall be appointed as President Director and if the Board of Directors consists of more than 2 (two) members then 1 (one) other member shall be appointed as the Vice President Director.
2. Members of the Board of Directors shall be appointed by the GMS, for a period commencing on the date stipulated by GMS in which they are appointed until the close of the fifth Annual GMS after the date of their appointment, without prejudice to the right of the GMS to dismiss them at any time by stating the reasons thereof after the relevant member of the Board of Directors is given the opportunity to defend himself/herself at the meeting.
 - Such dismissal shall be effective since the close of the meeting that resolves his/her dismissal, unless another date of dismissal is resolved by the meeting.
 - Members of the Board of Directors whose terms of office have expired may be re-appointed.
 - Members of the Board of Directors may be given salaries and/or allowances, the amount of which shall be determined by GMS and such authority can be delegated by the GMS to the Board of Commissioners.
3. A person who is appointed to replace a member of the Board of Directors who is dismissed pursuant to Article 20 paragraph 2 or to fill-in a vacancy due to other causes or appointed as an additional member of the Board of Directors shall be appointed for a term of office that is the remaining portion of the term of office of the other members of the Board of Directors who are still in office.
4. If for any reason whatsoever all positions of the Board of Directors are vacant, then within 60 (sixty) calendar days after the vacancy occurs, a GMS shall be convened, and in the interim the Company shall be managed by the Board of Commissioners.
5. A member of the Board of Directors shall be entitled to resign from his/her position before the end of his/her term of office by giving a notice in writing to the Company at least 30 (thirty) calendar days prior to the date of his/her resignation.
 - A member of the Board of Directors who resigns shall be released from his/her responsibilities only if the GMS releases him/her from his/her responsibilities during his/her term of office.
 - The Company must convene a GMS to decide on the request to resign from a member of the Board of Directors within 90 (ninety) calendar days since the receipt of the written notice by the Company.

6. The term of office of a member of the Board of Directors ends if:
 - a. he/she resigns in accordance with the provisions of paragraph 5;
 - b. he/she no longer meets the requirements of the laws and regulations;
 - c. he/she passes away; or
 - d. he/she is dismissed pursuant to a GMS resolution.

DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

1. The Board of Directors has the duty to carry out and be responsible for the management of the Company for the interests of the Company in accordance with its purposes and objectives as stipulated in the Articles of Association
2. Each member of the Board of Directors must carry out his/her duties and responsibilities in good faith and with full responsibility in the performance of his/her duties in accordance with the prevailing laws and regulations.
3. The Board of Directors shall be entitled to represent the Company within and outside the court concerning all matters and, in all events, to bind the Company to a party and a party to the Company, and to take all actions, pertaining to both management and ownership affairs, but with the limitation that for:
 - a. borrowing or lending monies on behalf of the Company (not including withdrawing the Company's monies in the bank) in an amount that exceeds the limit that is determined from time to time by the Meeting of the Board of Commissioners;
 - b. establishing a new business or participating in another company, both inside and outside the country;
 - c. binding the Company as a guarantor;
 - d. pledging or in any other way encumbering the assets of the Company; must be with the written approval from or the relevant letters/deeds must also be signed by the Board of Commissioners.
4.
 - a. The President Director shall be entitled and authorized to act for and on behalf of the Board of Directors and to represent the Company.
 - b. In the event the President Director is absent or is prevented for any reason, which need not be proven to third parties, one other member of the Board of Directors shall be entitled and authorized to act for and on behalf of the Board of Directors and to represent the Company.
5. Provisions on the Board of Directors that are not yet regulated in the Articles of Association shall refer to OJK Regulations and other prevailing laws and regulations.

MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors must convene Meetings of the Board of Directors periodically at the minimum 1 (once) in a month and other meetings as deemed necessary:
 - a. By one or more members of the Board of Directors;
 - b. At the written request of one or more members of the Board of Commissioners; or

- c. At the written request of 1 (one) or more shareholders who jointly represent 1/10 (one-tenth) or more of the total shares with valid voting rights.
2. The Board of Directors must convene a Meeting of the Board of Directors together with the Board of Commissioners periodically at the minimum 1 (once) in every 4 (four) months.
3. The notice for a Meeting of the Board of Directors shall be made by the President Director or one of the members of the Board of Directors.
4. Notice for a Meeting of the Board of Directors shall be delivered at the latest 5 (five) calendar days before the meeting is convened, without counting the date of the notice and the date of the meeting, by a letter that is delivered directly to each member of the Board of Directors against receipt or registered mail or via courier company or facsimile or electronic mail (if with facsimile or electronic mail, it must be re-confirmed with a letter that is delivered directly or via registered mail)..
5. The notice of the meeting shall set out the agenda, date, time and place for the meeting.
6. A Meeting of the Board of Directors shall be convened at the domicile of the Company or the place of business activities of the Company or the place of domicile of the Stock Exchange in which the Company's shares are listed.
 - If all members of the Board of Directors are present or represented, such prior notice shall not be required, and the Meeting of the Board of Directors may be convened anywhere and shall be entitled to adopt valid and binding resolutions.
 - The Meeting of the Board of Directors as mentioned above can also be conducted using video conference or other electronic communication facilities that allow all participants of the meeting to see and hear each other, whether directly or indirectly, and to participate in the meeting
7. The Meeting of the Board of Directors shall be chaired by the President Director. In the event the President Director is unable to attend or is prevented for any reason, which need not be proven to third parties, the Meeting of the Board of Directors shall be chaired by a member of the Board of Directors who is elected by and from among the members of the Board of Directors who are present.
8. A member of the Board of Directors may be represented in a Meeting of the Board of Directors only by another member of the Board of Directors based on a power of attorney.
9. A Meeting of the Board of Directors shall be valid and entitled to adopt binding resolutions if attended by at least 1/2 (one-half) of the members of the Board of Directors who are in office or who are represented.
10. Resolutions of a Meeting of the Board of Directors shall be adopted by deliberation to reach a consensus. If deliberation to reach a consensus cannot be reached, the resolution shall be adopted by way of voting based on the affirmative votes of at the minimum more than 1/2 (one-half) of the total votes cast at the meeting.
11. In the event of a tie vote between affirmative votes and non-affirmative votes, the chairperson of the Meeting of the Board of Directors shall have the casting vote.

12.
 - a. Each member of the Board of Directors who is present shall be entitled to cast 1 (one) vote and an additional 1 (one) vote for each other member of the Board of Directors whom he/she represents.
 - b. Voting concerning an individual shall be by unsigned folded ballots whereas voting concerning other matters shall be done verbally unless otherwise determined by the chairperson of the meeting without any objection being raised by those present.
 - c. Blank votes and void votes shall be considered as unlawfully cast and shall not be counted in determining the number of votes cast.
13. The results of a Meeting of the Board of Directors shall be made in a Minutes of Meeting signed by members of the Board of Directors who are present and shall be provided to all members of the Board of Directors.
14. The results a Meeting of the Board of Directors together with the Board of Commissioners shall be made in a Minutes of Meeting signed by members of the Board of Directors and members of the Board of Commissioners who are present, and shall be provided to all members of the Board of Directors and members of the Board of Commissioners.
15. The Board of Directors may also adopt valid resolutions without holding a Meeting of the Board of Directors, provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors have granted their approval on the matters submitted for approval in writing by signing the resolutions.
 - The resolutions adopted in such a manner shall have the same binding power as resolutions lawfully adopted at a Meeting of the Board of Directors i.
16. Provisions on Meeting of the Board of Directors that are not yet regulated in the Articles of Association shall refer to OJK Regulations and other prevailing laws and regulations.

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