



Piagam Dewan Komisaris Board of Commissioners Charter

PT Hexindo Adiperkasa Tbk



PIAGAM DEWAN KOMISARIS

Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan anggaran dasar serta memberi nasihat kepada Direksi sebagaimana diminta atau ketika diperlukan dalam rangka untuk memastikan Perseroan dikelola sesuai dengan maksud dan tujuan Perseroan. Dewan Komisaris wajib dengan itikad baik dan tanggung jawab penuh melaksanakan tugasnya untuk kepentingan Perseroan.

Piagam ini sebagai pedoman umum bagi Dewan Komisaris dalam merancang dan melaksanakan tugas pengawasan, tanggung jawab dan kewenangannya secara objektive dan efektif, taat pada nilai-nilai perusahaan sesuai dengan prinsip-prinsip serta aturan tata kelola perusahaan yang baik dan bertindak secara konsisten untuk kemajuan perusahaan dan kepentingan semua pemangku kepentingan. Piagam juga berfungsi sebagai dasar untuk evaluasi kinerja Dewan Komisaris masing-masing anggotanya.

Landasan Hukum

Peraturan Otoritas Jasa Keuangan (OJK) No.33/POJK.04/2014, Peraturan Bursa dan Anggaran Dasar Perseroan.

Organisasi

Jumlah dan Komposisi Dewan Komisaris di susun sedemikian rupa sehingga memungkinkan Dewan Komisaris dapat melaksanakan tugasnya secara efektif, tepat, dan cepat.

Jumlah dan komposisi Dewan Komisaris harus selalu disesuaikan dengan kebutuhan, perkembangan bisnis dan peraturan perundang-undangan yang berlaku;

BOARD OF COMMISSIONERS CHARTER

The Board of Commissioners is the Company's organ which has duty to supervise the running of the Company's management in general and/ or particular action and advising the Board of Directors according to Article of Association in order to ensure that the Company is well managed in accordance with the purposes and objectives of the Company. The Board of Commissioners shall in good faith and full responsibility perform their duties for the benefit of the Company.

This charter acts as general guidelines for the Board of Commissioners in designing and executing its supervisory duties, responsibility and authority objectively and effectively, observant of the company's values in compliance with the principles and rules of good corporate governance and in acting consistently for the advancement of the company and the interest of all stakeholders. The Charter also serves as the basic for the performance evaluation of the Board of Commissioners each of its members.

Legal Basis

Financial Services Authority (OJK) regulation No.33/POJK.04/2014, Indonesian Stock Exchange Regulation and Article of Association of the Company.

Organization

The number and composition of the Board of Commissioners is set in such a way that allows the Board of Commissioners carries out its duties effectively, accurately, and quickly.

The number and composition of the Board of Commissioners must always be tailored to the needs, business development and applicable legislations;



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<ol style="list-style-type: none"> 1. Dewan Komisaris terdiri dari sedikitnya 2 (dua) orang anggota Dewan Komisaris, dengan susunan sebagai berikut : <ol style="list-style-type: none"> a. Seorang Presiden Komisaris; b. Seorang anggota Dewan Komisaris atau lebih; 2. Apabila jumlah Dewan Komisaris 2 (dua) orang maka satu diantaranya adalah Komisaris Independen. 3. Apabila jumlah Dewan Komisaris lebih dari 2 (dua) orang maka jumlah Komisaris Independen wajib paling kurang 30% (tiga puluh persen) dari jumlah seluruh anggota Dewan Komisaris. 4. Komisaris Independen adalah anggota Dewan Komisaris yang berasal dari luar Perseroan dan memenuhi persyaratan sebagai Komisaris Independen sesuai dengan peraturan perundang-undangan yang berlaku. 5. Dewan Komisaris diangkat dari Warga Negara Indonesia dan/atau Warga Negara Asing yang memenuhi persyaratan sesuai peraturan perundang-undangan; 6. Pencalonan anggota Dewan Komisaris dapat diusulkan oleh 1 (satu) pemegang saham atau lebih yang bersama-sama mewakili sedikitnya 10% (sepuluh persen) dari jumlah seluruh saham dengan hak suara yang sah dan usul tersebut telah diterima oleh Direksi 7 (tujuh) hari sebelum tanggal RUPS. 7. Jika oleh suatu sebab jabatan anggota Dewan Komisaris lowong, maka dalam jangka waktu 90 (sembilan puluh) hari setelah terjadinya lowongan, harus diselenggarakan RUPS untuk mengisi lowongan itu dengan memperhatikan ketentuan ayat 5 diatas; 8. Seorang yang diangkat untuk menggantikan anggota Dewan Komisaris yang diberhentikan berdasarkan ayat 7 ini atau untuk mengisi lowongan atau seorang yang diangkat sebagai tambahan anggota Dewan Komisaris yang ada, harus diangkat untuk- jangka waktu yang merupakan sisa masa jabatan anggota Dewan Komisaris yang masih menjabat; 	<ol style="list-style-type: none"> 1. <i>The Board of Commissioners shall consist of at least 2 (two) members of the Board of Commissioners, with the following compositions:</i> <ol style="list-style-type: none"> a. <i>One President Commissioner;</i> b. <i>One or more members of the Board of Commissioners;</i> 2. <i>In the event that the member of the Board of Commissioners are 2 (two) members, one of them is an Independent Commissioner.</i> 3. <i>In the event that there are more than 2 (two) members of the Board of Commissioners, the number of Independent Commissioners shall be at least 30% (thirty percent) of the total members of the Board of Commissioners.</i> 4. <i>Independent Commissioner is a member of the Board of Commissioners who come from outside the company and having the qualifications as Independent Commissioner as required by the prevailing laws and regulations.</i> 5. <i>Members of the Board of Commissioners shall be appointed from Indonesian citizen and/or foreign citizen having the qualifications as required by the prevailing laws and regulations.</i> 6. <i>Nomination of the members of the Board of Commissioners may be proposed by 1 (one) or more shareholders jointly representing at least 10% (ten percent) of the total number of shares with valid voting rights and such proposal has been received by the Board of Directors 7 (seven) days before the GMS date.</i> 7. <i>If for any reasons, the post of members of the Board of Commissioners becomes vacant, a GMS shall be convened to fill that vacancy within 90 (ninety) days after the occurrence of such vacancy with due observance to the provisions of paragraph 5 above;</i> 8. <i>A person appointed to replace the dismissed member of the Board of Commissioners under paragraph 7 or to fill the vacancy or a person appointed as an addition to the existing members of the Board of Commissioners, shall be appointed for a period being the remaining term of office of another member of the Board of Commissioners who is still serving;</i>
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<p>9. Dalam hal jumlah minimal anggota Dewan Komisaris sebagaimana diatur pada ayat 1 terpenuhi maka tidak diperlukan adanya RUPS untuk mengisi lowongan tersebut, dan lowongan itu dapat diisi dalam RUPS tahunan berikutnya.</p> <p>10. Usulan pengangkatan, pemberhentian dan/atau penggantian anggota Dewan Komisaris kepada RUPS harus memperhatikan rekomendasi dari Komite yang menjalankan fungsi nominasi.</p> <p>Persyaratan Umum</p> <p>1. Setiap anggota maupun calon anggota Dewan Komisaris wajib memenuhi persyaratan sebagai berikut:</p> <p>a. Memiliki akhlak, moral yang baik dan cakap melakukan perbuatan hukum;</p> <p>b. Dalam 5 (lima) tahun sebelum pengangkatan dan selama menjabat;</p> <ul style="list-style-type: none"> - tidak pernah dinyatakan pailit atau menjadi komisaris atau direktur yang dinyatakan bersalah atau turut bersalah hingga menyebabkan suatu Perseroan menjadi pailit, - tidak pernah mendapatkan hukuman yang disebabkan oleh tindak pidana, - tidak pernah menjadi anggota Direksi dan atau anggota Dewan Komisaris yang selama menjabat pernah tidak menyelenggarakan RUPS tahunan, pertanggungjawabannya pernah tidak diterima oleh RUPS atau pernah tidak memberikan pertanggungjawaban, dan pernah tidak menyampaikan laporan tahunan atau laporan keuangan kepada OJK; <p>c. Mempunyai komitmen terhadap pengembangan Perseroan;</p> <p>d. Mempunyai komitmen dalam mematuhi peraturan perundang – undangan yang berlaku;</p>	<p>9. <i>In case a minimum number of the members of the Board of Commissioners as provided for in paragraph 1 is fulfilled, the GMS shall not be required to fill such vacancy, and that vacancy may be filled at the next annual GMS;</i></p> <p>10. <i>Proposal of appointment, dismissal and / or replacement of members of the Board of Commissioners to the General Meeting of Shareholders must observe the recommendations of the committee that is in charges of nominations function.</i></p> <p>General Requirements</p> <p>1. <i>Any member or prospective member of Board of Commissioners must meet the following requirements:</i></p> <p>a. <i>Have a good character, good morals and qualified to take legal action;</i></p> <p>b. <i>Within 5 (five) years prior to appointment and during his/her tenure;</i></p> <ul style="list-style-type: none"> - <i>never been declared bankrupt or became a commissioner or director who was pleaded guilty or was responsible for causing a company to be insolvent,</i> - <i>never received a penalty caused by a criminal act,</i> - <i>never becomes a member of the Board of Directors and or Commissioners who during his/her term of office had ever not conducted the Annual GMS, and whose accountability was ever rejected by the GMS or ever being failed to submit one, and he also should never fails to submit the annual report or financial statements to the OJK;</i> <p>c. <i>Is committed to the development of the Company;</i></p> <p>d. <i>Is committed to comply with the applicable laws;</i></p>
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<p>e. Memiliki kompetensi yang layak dan sesuai dengan kedudukannya serta berupaya mengimplementasikan kompetensi yang dimilikinya dalam pelaksanaan tugas dan tanggung jawabnya.</p> <p>2. Bagi Komisaris Independen selain memenuhi ketentuan pada ayat 1 (satu) juga wajib memenuhi persyaratan sebagai berikut :</p> <p>a. Bukan merupakan orang yang bekerja atau mempunyai wewenang dan tanggung jawab untuk merencanakan, memimpin, mengendalikan, atau mengawasi kegiatan Perseroan dalam waktu 6 (enam) bulan terakhir, kecuali untuk pengangkatan kembali sebagai Komisaris Independen Perseroan pada periode berikutnya;</p> <p>b. Tidak mempunyai saham Perseroan baik langsung maupun tidak langsung;</p> <p>c. Tidak memiliki hubungan afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perseroan;</p> <p>d. Tidak mempunyai hubungan usaha baik langsung maupun tidak langsung yang berkaitan dengan kegiatan usaha Perseroan.</p> <p>3. Pemenuhan persyaratan tersebut wajib dimuat dalam surat pernyataan calon anggota Dewan Komisaris yang disampaikan kepada Perseroan untuk diteliti dan didokumentasikan oleh Perseroan.</p> <p>Rangkap Jabatan</p> <p>1. Anggota Dewan Komisaris dapat merangkap jabatan sebagai:</p> <p>a. Anggota Direksi paling banyak pada 2 (dua) Perusahaan lain.</p> <p>b. Anggota Dewan Komisaris paling banyak pada 2 (dua) Perusahaan lain.</p> <p>c. Anggota Dewan Komisaris paling banyak pada 4 (empat) Perusahaan lain dalam hal anggota Dewan Komisaris tidak merangkap jabatan sebagai anggota Direksi.</p>	<p><i>e. Have a decent competence and is suitable with his/her position and seeks to implement its competence in the performance of duties and responsibilities.</i></p> <p><i>2. Independent Board of Commissioners shall follow the requirements referred to in paragraph 1 (one) and also shall meet the following requirements:</i></p> <p><i>a. Not the people who work or have the authority and responsibility for planning, directing, controlling, or supervise the activities of the Company within 6 (six) months, except for reappointment as Independent Commissioner of the Company in subsequent periods;</i></p> <p><i>b. not having company shares either directly or indirectly;</i></p> <p><i>c. not having any affiliation with the Company, the Board of Commissioners, members of the Board of Directors or major shareholders of the Company;</i></p> <p><i>d. Not having a business relationship, directly or indirectly related to the Company's business activities.</i></p> <p><i>3. The fulfillment of these requirements must be incorporated in a statement letter by each prospective member of the Board of Commissioners submitted to the Company to be reviewed and documented by the Company.</i></p> <p>Concurrent Position</p> <p><i>1. Member of Board of Commissioners may only hold concurrent position as:</i></p> <p><i>a. A member of Board of Directors no more than in 2 (two) other companies.</i></p> <p><i>b. A member of Board of Commissioners no more than in 2 (two) other Companies.</i></p> <p><i>c. A member of Board of Commissioners no more than in 4 (four) other Companies in case the member of Board of Commissioners has no other position as member of Board of Directors.</i></p>
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<p>d. Anggota komite paing banyak pada 5 (lima) komite di Perusahaan dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris.</p> <p>2. Rangkap jabatan yang disebut pada ayat 1 diatas hanya dapat dilakukan selama tidak bertentangan dengan peraturan perundang-undangan lainnya.</p> <p>3. Apabila terdapat undang-undang lain yang mengatur ketentuan rangkap jabatan yang berbeda dengan peraturan OJK, maka yang lebih ketat berlaku.</p> <p>Masa Jabatan</p> <p>1. Anggota Dewan Komisaris diangkat oleh RUPS untuk jangka waktu sejak tanggal yang ditentukan pada RUPS yang mengangkat mereka sampai penutupan RUPS tahunan yang ke 3 (tiga) sejak tanggal pengangkatan mereka dengan tidak mengurangi hak RUPS untuk memberhentikannya sewaktu-waktu.</p> <p>2. Jabatan anggota Dewan Komisaris berakhir apabila :</p> <ol style="list-style-type: none"> Mengundurkan diri; Tidak lagi memenuhi persyaratan perundang-undangan; Meninggal dunia; Diberhentikan berdasarkan keputusan RUPS. <p>3. Komisaris Independen yang telah menjabat selama 2 (dua) periode masa jabatan dapat diangkat kembali dengan menyatakan dirinya tetap independen kepada RUPS dan pernyataan independensi tersebut diungkapkan dalam Laporan Tahunan.</p> <p>4. Dalam hal Komisaris Independen menjabat pada Komite Audit maka Komisaris Independen yang bersangkutan hanya dapat diangkat kembali pada Komite Audit untuk 1 (satu) periode masa jabatan Komite Audit berikutnya.</p>	<p>d. <i>Committee members no more than in 5 (five) committees in which he/she concerned has also served as a member of the Board of Directors or Board of Commissioners.</i></p> <p>2. <i>The concurrent positions as referred to in paragraph 1 (one) may only be implemented as long as it does not conflict with other law and regulation.</i></p> <p>3. <i>In case there are other law and regulation about concurrent position that is different with OJK regulation, then the more strictly one applies.</i></p> <p>Term of Office</p> <p>1. <i>Members of the Board of Commissioners shall be appointed by a GMS, for the period as of the date determined at the GMS appointing them until the closing of the 3rd (third) annual GMS since the date of their appointment, without prejudice to the right of a GMS to dismiss them at any time.</i></p> <p>2. <i>The term of office of a member of the Board of Commissioners shall expire if he/she:</i></p> <ol style="list-style-type: none"> <i>Resigns;</i> <i>No longer meets the requirements of the prevailing regulation;</i> <i>Passes away;</i> <i>Dismissed by virtue of a resolution of the General Meeting of Shareholders.</i> <p>3. <i>Independent Commissioner, who has served for 2 (two) periods of term of office can be reappointed by declaring himself to remain independent to the GMS and the declaration of independence was disclosed in the Annual Report.</i></p> <p>4. <i>In the case of Independent Commissioner serves as the Audit Committee, the Independent Commissioner concerned can only be reappointed to the Audit Committee for 1 (one) period of the next term of office of the Audit Committee</i></p>
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<p>Pengunduran Diri</p> <ol style="list-style-type: none"> 1. Seorang anggota Dewan Komisaris berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis mengenai maksud tersebut kepada Perseroan sekurang-kurangnya 30 (tiga puluh) hari- sebelum tanggal pengunduran dirinya. 2. Perseroan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri tersebut paling lambat 90 (sembilan puluh)hari setelah diterimanya permohonan pengunduran diri dimaksud. 3. Perseroan wajib melakukan keterbukaan informasi kepada masyarakat dan kepada OJK paling lambat 2(dua) hari kerja setelah : <ol style="list-style-type: none"> a. Diterimanya permohonan pengunduran diri tersebut b. Hasil penyelenggaraan RUPS mengenai pengunduran diri. <p>Tugas, Tanggung Jawab dan Wewenang</p> <ol style="list-style-type: none"> 1. Dewan Komisaris bertugas dan bertanggung jawab melakukan pengawasan dan memberi nasihat kepada Direksi. 2. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan RUPS tahunan dan RUPS lainnya sesuai dengan peraturan perundang-undangan dan Anggaran Dasar. 3. Anggota Dewan Komisaris wajib melaksanakan tugas dengan itikad baik, penuh tanggung jawab dan kehati-hatian 4. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya bila dianggap perlu sesuai kebutuhan serta wajib melakukan evaluasi terhadap kinerja komite yang membantu pelaksanaan tugas dan tanggung jawabnya tersebut. 5. Tiap anggota Dewan Komisaris tanggung jawab tanggung renteng atas kerugian, kecuali: <ol style="list-style-type: none"> a. Kerugian yang bukan atas kesalahan dan kelalaiannya; 	<p>Resignation</p> <ol style="list-style-type: none"> 1. <i>A member of the Board of Commissioners shall be entitled to resign from his/her position before the end of the tenure, by giving notice in writing of his/her intention to the Company at least 30 (thirty) days prior to the date of his/her resignation.</i> 2. <i>The Company is obliged to hold the GMS to decide on the resignation no later than 90 (ninety) days after receipt of the resignation.</i> 3. <i>The Company shall make disclosure of information to the public and to the OJK no later than 2 (two) business days after:</i> <ol style="list-style-type: none"> a. <i>The acceptance of the resignation</i> b. <i>Results of General Meeting of Shareholders on the resignation.</i> <p>Duties, Responsibilities and Authority</p> <ol style="list-style-type: none"> 1. <i>The Board of Commissioners is in charge and responsible for supervising and advising the Board of Directors.</i> 2. <i>In certain circumstances, the Board of Commissioners shall organize the Annual GMS and other GMS in accordance with the prevailing law and the Articles of Association.</i> 3. <i>Members of the Board of Commissioners shall carry out the duties in good faith, full of responsibility and prudence.</i> 4. <i>In order to support the effectiveness of its duties and responsibilities, the Board of Commissioners shall establish the Audit Committee and may establish other committees as deemed necessary, shall also evaluate the performance of the committees that assist the implementation of their duties and responsibilities.</i> 5. <i>Each member of the Board of Commissioners jointly and severally liable for any losses, except:</i> <ol style="list-style-type: none"> a. <i>Losses not caused by his mistakes and negligence;</i>
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<p>b. Telah beritikad baik penuh tanggung jawab dan kehati-hatian dalam kepengurusan;</p> <p>c. Tidak ada benturan kepentingan (langsung/tidak langsung) atas tindakan pengurusan yang menyebabkan kerugian;</p> <p>d. Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.</p> <p>6. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan Menyebutkan alasannya.</p> <p>7. Dewan Komisaris setiap waktu dalam jam kerja kantor Perseroan berhak memasuki bangunan dan halaman atau tempat lain yang dipergunakan atau dikuasai oleh Perseroan dan berhak memeriksa semua pembukuan, surat dan alat bukti lainnya, memeriksa dan mencocokkan keadaan uang kas dan lain-lain serta berhak untuk mengetahui segala tindakan yang telah dijalankan oleh Direksi.</p> <p>8. Direksi dan setiap anggota Direksi wajib untuk memberikan penjelasan tentang segala hal yang ditanyakan oleh Dewan Komisaris.</p> <p>9. Dewan Komisaris diwajibkan untuk sementara mengurus Perseroan, dalam hal seluruh anggota Direksi diberhentikan untuk sementara atau Perseroan tidak mempunyai seorangpun anggota Direksi. Dalam hal demikian, Dewan Komisaris berhak untuk memberikan kekuasaan sementara kepada seorang atau lebih anggota Dewan Komisaris atas tanggungan Dewan Komisaris.</p> <p>10. Dalam hal hanya ada seorang anggota Dewan Komisaris, segala tugas dan wewenang yang diberikan kepada Presiden Komisaris atau anggota Dewan Komisaris dalam Anggaran Dasar berlaku pula baginya.</p> <p>Etika dan Integritas</p> <p>1. Setiap individu anggota Dewan Komisaris harus memberikan contoh yang baik kepada seluruh anggota organisasi terhadap standard</p>	<p><i>b. Have a good faith full responsibility and prudence in management;</i></p> <p><i>c. There is no conflict of interest (direct / indirect) over the management actions that causes the losses;</i></p> <p><i>d. Have taken action to prevent the continuation of occurrence of such losses.</i></p> <p><i>6. The Board of Commissioners authorized to suspend the members of the Board of Directors by notifying the reason.</i></p> <p><i>7. The Board of Commissioners at any time during the Company's business hours shall be entitled to enter the building and premises or any other places used or controlled by the Company and to check books, documents and other evidences, to inspect and verify the financial condition of the Company and to have knowledge of all acts done by the Board of Directors.</i></p> <p><i>8. The Board of Director and each member of the Board of Directors shall provide explanation to the queries of the Board of Commissioners.</i></p> <p><i>9. In the event that all members of Directors are suspended and the Company has no members of the Board of Directors, then the Board of Commissioners shall be obligated to temporary manage the Company, In such event, the Board of Commissioners shall be entitled to confer an interim power upon one or more members of the Board of Commissioners on the Board of Commissioners responsibilities.</i></p> <p><i>10. When there is only one member of the Board of Commissioners, then all duties and powers conferred upon the President Commissioner or any member of the Board of Commissioners by virtue of Article of Association shall be vested in him/her.</i></p> <p>Ethics and Integrity</p> <p><i>1. Board of Commissioners and its individual members shall serve as a good role model towards the following basic ethical standards</i></p>
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<p>etika dasar dibawah ini:</p> <ol style="list-style-type: none"> a. Informasi Orang Dalam: <p>Anggota Dewan Komisaris dilarang menyalahgunakan informasi material yang berkaitan dengan bisnis Perusahaan untuk kepentingan pribadi / keluarga sendiri atau dari pihak ketiga lainnya.</p> b. Kerahasiaan: <p>Anggota Dewan Komisaris wajib menjaga informasi perusahaan yang diklasifikasikan rahasia, khususnya informasi internal yang dapat mempengaruhi usaha Perseroan atau harga saham.</p> c. Etika Anti Korupsi: <p>Dewan Komisaris dilarang menerima gratifikasi atau mengambil manfaat untuk kepentingan pribadi, keluarga dan/atau pihak lain dari hubungan bisnis Perseroan dengan pihak ketiga.</p> <ol style="list-style-type: none"> 2. Mempertahankan budaya integritas di seluruh organisasi. 3. Anggota Dewan Komisaris wajib memenuhi peraturan perundang-undangan yang berlaku, Anggaran Dasar Perseroan, Kebijakan Tata Kelola Perusahaan yang Baik dan kebijakan lain yang berlaku. 4. Anggota Dewan Komisaris harus tunduk pada Nilai-Nilai dan Kode Etik yang berlaku dalam perusahaan. <p>Waktu Kerja</p> <p>Waktu Kerja adalah waktu dimana anggota Dewan Komisaris hadir di tempat kerja dalam rangka melaksanakan tugas pengawasannya termasuk mengikuti rapat Dewan Komisaris, rapat bersama Direksi dan Komite dibawah Dewan Komisaris.</p> <p>Rapat</p> <ol style="list-style-type: none"> 1. Penyelenggaraan Rapat Dewan Komisaris wajib dilakukan : <ol style="list-style-type: none"> a. Dewan Komisaris wajib mengadakan Rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan; 	<p><i>for the whole members of the organization:</i></p> <ol style="list-style-type: none"> a. <i>Insider Information:</i> <p><i>Board of Commissioners members shall prohibit the abuse of any material information with regard to the Company business for personal benefit of his/her own family or that of any other third parties.</i></p> b. <i>Confidentiality:</i> <p><i>Board of Commissioners members shall keep classified corporate information strictly confidential, especially internal information that may affect the business of the Company or its share price.</i></p> c. <i>Anti Corruption ethics:</i> <p><i>Board of Commissioners shall refrain and be prohibited from receiving gratification or take personal benefits, the interest of their families and/or other parties from the Company's business relations with third parties..</i></p> <ol style="list-style-type: none"> 2. <i>Sustaining a culture of integrity throughout the organization.</i> 3. <i>Board of Commissioners member is obliged to obey the law and regulation, Article of Association of the Company, Good Corporate Governance Policy and others prevailing policy.</i> 4. <i>Board of Commissioners member should follow the values and Code of Conduct that applies in the company.</i> <p>Working Hours</p> <p><i>Working Hours is time when member of Board of Commissioners attend in work place to perform its supervisory functions including attending Board of Commissioners Meeting, Joint Meeting with Board of Directors and Meeting with the Committees under the Board of Commissioners.</i></p> <p>Meeting</p> <ol style="list-style-type: none"> 1. <i>The convention of the meeting of the Board of Commissioners shall be held as follows :</i> <ol style="list-style-type: none"> a. <i>The Board of Commissioners shall hold regular meetings at least 1 (one) time in 2 (two) months;</i>
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<p>b. Rapat sesama Dewan Komisaris dapat dilangsungkan apabila dihadiri mayoritas dari anggota Dewan Komisaris.</p> <p>c. Dewan Komisaris wajib mengadakan Rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.</p> <p>d. Atas permintaan tertulis dari 1 (satu) orang atau lebih pemegang saham yang bersama-sama mewakili 1/10 (satu per sepuluh) atau lebih dari jumlah seluruh saham dengan hak suara yang sah.</p> <p>2. Pemanggilan Rapat Dewan Komisaris dilakukan oleh anggota Dewan Komisaris yang berhak bertindak untuk dan atas nama Dewan Komisaris;</p> <p>-apabila anggota Dewan Komisaris tersebut tidak melakukan panggilan dalam waktu 3 (tiga) hari sejak permintaan disampaikan atau sejak lewatnya batas waktu yang dijadwalkan untuk Rapat Dewan Komisaris, maka panggilan dilakukan oleh anggota Dewan Komisaris lainnya.</p> <p>3. Pemanggilan Rapat Dewan Komisaris disampaikan dengan surat tercatat atau dengan surat yang disampaikan langsung kepada setiap anggota Dewan Komisaris dengan mendapat tanda terima paling lambat 5 (lima) hari sebelum Rapat diadakan, dengan tidak memperhitungkan tanggal panggilan dan tanggal Rapat.</p> <p>4. Panggilan Rapat itu harus mencantumkan hari, tanggal, jam, tempat dan acara Rapat.</p> <p>5. Rapat Dewan Komisaris diadakan di tempat kedudukan Perseroan atau tempat kegiatan usaha utama Perseroan. Apabila semua anggota Dewan Komisaris hadir atau diwakili, pemanggilan terlebih dahulu tersebut tidak disyaratkan dan Rapat Dewan Komisaris dapat diadakan di manapun dan berhak mengambil keputusan yang sah dan mengikat.</p> <p>6. Rapat Dewan Komisaris dipimpin oleh Presiden Komisaris, dalam hal Presiden Komisaris tidak dapat hadir atau berhalangan yang tidak perlu dibuktikan kepada pihak</p>	<p><i>b. The Board of Commissioners Meeting may be held if attended by a majority of members of the Board of Commissioners.</i></p> <p><i>c. The Board of Commissioners shall hold a joint meeting with the Board of Directors periodically at least 1 (one) time in 4 (four) months.</i></p> <p><i>d. Upon a written request of 1 (one) or more shareholders jointly representing 1/10 (one-tenth) or more than the total shares with voting rights</i></p> <p><i>2. Invitation to the Meeting of the Board of Commissioners shall be served by a member of the Board of Commissioners entitled to act for and on behalf of the Board of Commissioners;</i></p> <p><i>-If such member of the Board of Commissioners fails to serve the notice within 3 (three) days following the request is submitted or after the lapse of the deadline scheduled for a meeting of the Board of Commissioners, the notice shall be serve by another member of the Board of Commissioners.</i></p> <p><i>3. The invitation of the meeting of the Board of Commissioners shall be either hand delivered or delivered by registered mail, against appropriate receipt, to catch member of the Board of Commissioners, not later than 5 (five) days prior to the meeting, excluding the notice date and the meeting date</i></p> <p><i>4. Such notice shall specify the day, date, time, place and agenda of the meeting.</i></p> <p><i>5. The Meeting of the Board of Commissioners shall be held at the Company's domicile or at the Company's business place. In the event that all members of the Board of Commissioners are present or represented, the prior invitation shall not be required and the meeting of the Board of Commissioners may be held at anywhere and shall be entitled to adopt valid and binding resolutions.</i></p> <p><i>6. The Meeting of the Board of Commissioners shall be presided over by the President Commissioner, in case the President Commissioner is absent or unable to attend, of</i></p>
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<p>ketiga, maka Rapat Dewan Komisaris harus dipimpin oleh salah seorang anggota Dewan Komisaris yang hadir dan dipilih oleh dan diantara anggota Dewan Komisaris yang hadir.</p> <p>7. Seorang anggota Dewan Komisaris dapat diwakili dalam Rapat Dewan Komisaris hanya oleh anggota Dewan Komisaris lainnya berdasarkan surat kuasa.</p> <p>8. Rapat Dewan Komisaris adalah sah dan berhak mengambil keputusan yang mengikat apabila lebih dari $\frac{1}{2}$ (satu per dua) dari jumlah anggota Dewan Komisaris yang sedang menjabat hadir atau diwakili dalam Rapat.</p> <p>9. Keputusan Rapat Dewan Komisaris harus diambil berdasarkan musyawarah untuk mufakat. Apabila tidak tercapai, maka keputusan diambil dengan pemungutan suara berdasarkan suara terbanyak.</p> <p>10. Apabila suara yang setuju dan yang tidak setuju berimbang, ketua Rapat Dewan Komisaris yang akan menentukan :</p> <ol style="list-style-type: none"> Setiap anggota Dewan Komisaris yang hadir berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Dewan Komisaris lain yang diwakilinya; Pemungutan suara mengenai diri orang dilakukan dengan surat suara tertutup tanpa tandatangan sedangkan pemungutan suara mengenai hal-hal lain dilakukan secara lisan, kecuali ketua Rapat menentukan lain tanpa ada keberatan berdasarkan suara- terbanyak dari yang hadir; Suara blanko dan suara yang tidak sah dianggap tidak dikeluarkan secara sah dan dianggap tidak ada serta tidak dihitung dalam menentukan jumlah suara yang dikeluarkan. 	<p><i>which impediment no evidence to other third parties shall be required, then the meeting of the Board of Commissioners shall be presided over by one member of the Board of Commissioners appointed by and from the members of the Board of Commissioners present at the meeting.</i></p> <p><i>7. A member of the Board of Commissioners may be represented at the meeting of the Board of Commissioners only by another member of the Board of Commissioners acting by virtue of a power of attorney.</i></p> <p><i>8. The Meeting of the Board of Commissioners shall be law full and entitled to adopt binding resolutions only if more than $\frac{1}{2}$ (one-half) of the members of the Board of Commissioners serving are present or represented at the meeting.</i></p> <p><i>9. Resolution of a meeting of the Board of Commissioners shall be adopted on the basis of mutual consensus. In case the mutual consensus is not achieved, then the resolution shall be adopted by voting upon the affirmative votes of based on a majority of votes legally cast at the meeting.</i></p> <p><i>10. In the event of a tie of votes, then the chairman of the meeting of the Board of Commissioners shall have a casting vote:</i></p> <ol style="list-style-type: none"> <i>Each member of the Board of Commissioners present shall have the right to cast 1 (one) additional vote for each other member of the Board of Commissioners that he/she represents.</i> <i>Voting concerning an individual shall be made by unsigned folded ballot paper, while voting concerning other matters shall be conducted orally, unless the chairman of the meeting determines otherwise without any objection from those present upon a majority.</i> <i>Blank votes and void votes shall be deemed not to have been legally cast and, accordingly, to be non-existent and shall not be counted in determining the number of vote cast</i>
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<p>11. Dewan Komisaris dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Dewan Komisaris, dengan ketentuan semua anggota Dewan Komisaris telah diberitahu secara tertulis dan semua anggota Dewan Komisaris memberikan persetujuan mengenai usul yang diajukan secara tertulis dengan menandatangani persetujuan tersebut;</p> <p>-Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Dewan Komisaris.</p> <p>12. Kehadiran Dewan Komisaris dalam rapat wajib diungkapkan dalam laporan tahunan.</p> <p>13. Dewan Komisaris harus menjadwalkan Rapat untuk tahun berikutnya sebelum berakhirnya tahun buku.</p> <p>14. Pada Rapat yang telah dijadwalkan, bahan Rapat disampaikan kepada peserta Rapat paling lambat 5 hari sebelumnya.</p> <p>15. Pada Rapat yang belum terjadwal, bahan rapat disampaikan paling lambat sebelum rapat diselenggarakan.</p> <p>16. Hasil Rapat sesama anggota Dewan Komisaris wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir dan disampaikan kepada seluruh anggota Dewan Komisaris. Sedangkan hasil rapat Dewan Komisaris yang mengundang Direksi wajib dituangkan dalam risalah yang ditandatangani oleh seluruh anggota Dewan Komisaris dan Direksi yang hadir dan disampaikan kepada seluruh anggota Dewan Komisaris dan Direksi.</p> <p>17. Apabila ada anggota Direksi dan/atau Dewan Komisaris yang tidak tanda tangan, maka wajib menyebutkan alasannya secara tertulis dalam surat tersendiri dan dilekatkan dalam risalah rapat,</p>	<p>11. <i>The Board of Commissioners may also adopt valid resolutions without convening a meeting if the Board of Commissioners has been informed in writing and all members of the Board of Commissioners approve the proposal submitted in writing by signing the approval concerned.</i></p> <p><i>-Resolution adopted in such a way shall have the same force as those legally adopted at a meeting of the Board of Commissioners.</i></p> <p>12. <i>The presence of the Board of Commissioners in the meeting should be disclosed in the annual report.</i></p> <p>13. <i>The Board of Commissioners should schedule a meeting for the next year before the end of the fiscal year.</i></p> <p>14. <i>If that meeting has been scheduled, the materials submitted to the Meeting participants no later than 5 days in advance.</i></p> <p>15. <i>If that meeting has not been scheduled, the meeting materials submitted at the latest before the meeting is held.</i></p> <p>16. <i>Results of Meeting fellow members of the Board of Commissioners shall be noted in the minutes of meeting, signed by all members of the Board of Commissioners in attendance and delivered to all members of the Board of Commissioners. While the results of the Joint Meeting of the Board of Commissioners with the Board of Directors shall be noted in the minutes of meeting, signed by all members of the Board of Commissioners and Board of Directors present and delivered to all members of the Board of Commissioners and Board of Directors.</i></p> <p>17. <i>If any member of the Board of Directors and / or Board of Commissioners does not sign, they shall specify the reasons in writing in a separate letter and attached to the minutes of the meeting,</i></p>
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<p>Pelaporan</p> <p>Laporan kegiatan Dewan Komisaris dan kinerja Perusahaan untuk setiap tahun buku harus tercermin dalam Laporan Tahunan Perseroan dan mengusulkan kepada Rapat Umum Pemegang Saham Tahunan untuk persetujuan dan pengesahan.</p>	<p>Reporting</p> <p><i>Report of Board of Commissioners activities and the Company performance for every fiscal year shall be reflected in the Company's Annual Report and proposes to Annual General Meeting of Shareholders for approval and ratifications.</i></p>
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Jakarta, 29 February 2016
PT Hexindo Adiperkasa Tbk

DEWAN KOMISARIS
Ben **BOARD OF COMMISSIONERS**



HARRY DANUI
 Presiden Komisaris / Komisaris Independen
 President Commissioner / Independent Commissioner



TOTO WAHYUDIANTO
 Komisaris / Komisaris Independen
 Commissioner / Independent Commissioner