



CHARTER OF THE BOARD OF DIRECTORS

PT MULTIPOLAR Tbk

(the "Company")

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1. Legal Basis

The laws and regulations which constitute the basis for preparation of this Charter of the Board of Directors are as follows:

1. Law No. 40 of 2007 regarding Limited Liability Companies;
2. Financial Services Authority Regulation No. 33/POJK.04/2014 regarding Board of Commissioners and Directors of Issuers or Public Companies;
3. Financial Services Authority Regulation No. 34/POJK.04/2014 regarding the Nomination and Remuneration Committee of Issuers or Public Companies;
4. Financial Services Authority Regulation No. 35/POJK.05/2014 regarding Corporate Secretary of Issuers or Public Companies;
5. Decision Letter of the Board of Directors of PT Bursa Efek Indonesia No. Kep-00001/BEI/01-2014 dated 20 January 2014 regarding Amendment to Regulation No. I-A regarding Listing of Shares and Equity-Type Securities Other Than Shares Issued by Listed Companies; and
6. Articles of Association of the Company and its amendments.

2. Function of the Board of Directors

The Board of Directors is an organ of the Company which is fully authorized and responsible for the management of the Company and for the interest of the Company, in accordance with the purpose and objectives of the Company and shall represent the Company within and outside the courts of justice in accordance with the provisions of the Articles of Association of the Company.

3. Duties, Responsibilities and Authorities

1. The division of duties, responsibilities and authorities among members of the Board of Directors shall be determined by a resolution of the Board of Directors.
2. The duties and responsibilities of the Board of Directors are as follows:
 1. Carry out all duties and responsibilities for management of the Company in good faith, with full accountability and in a prudent manner in accordance with the purpose and objectives of the Company as set forth in the Articles of Association.

2. Convene annual General Meetings of Shareholders and other General Meetings of Shareholders as stipulated in the statutory regulations and Articles of Association of the Company.
3. Obligated to prepare and keep and maintain a register of shareholders, a special register, minutes of General Meetings of Shareholders and minutes of meetings of the Board of Directors.
4. Obligated to prepare and keep and maintain annual reports and financial documents of the Company.
5. To support the effective performance of its duties and responsibilities, the Board of Directors may form committees and shall evaluate the performance of such committees (if formed) at the end of every fiscal year.

The Board of Directors shall have the following authorities:

1. Undertake management in accordance with policies that are deemed appropriate, in accordance with the purpose and objectives set forth in the Articles of Association of the Company.
2. Represent the Company within and outside the courts of justice, except:
 - a. in the case of any legal lawsuit between the Company and a member of the said Board of Directors; and
 - b. where members of the said Board of Directors have conflict of interest with the Company.
3. Not authorized to file any petition of bankruptcy of the Company to the District Court before approval from the General Meeting of Shareholders is obtained.

4. Reporting and Accountability

Each member of the Board of Directors is fully responsible personally and jointly for any damages suffered by the Company if any such member of the Board of Directors is negligent or in default of carrying out its duties. However, members of the Board of Directors shall not be accountable for any damages if there is evidence that:

1. such damages was not due to their fault or negligence;

2. management has been carried out in good faith, with full responsibility, and in a prudent manner for the interest of and in accordance with the purpose and objectives of the Company;
3. there is no direct or indirect conflict of interest on the management action which caused such damages; and
4. action has been taken to prevent the occurrence or continuance of such damages.

5. Number of Members and Composition

1. The Company shall be managed and administered by the Board of Directors which shall consist of at least 3 (three) members. One among them shall be appointed as the President Director and another person shall be appointed as the Vice President Director if necessary.
2. The Company is obliged to have at least 1 (one) Independent Director in the Board of Directors.

6. Requirements as Member of the Board of Directors

1. Members of the Board of Directors shall be individuals who fulfil the requirements at the time of their appointment and during their term of office:
 - a. Shall be of good character, morally sound and possess integrity;
 - b. Capable of carrying out lawful acts;
 - c. In the last 5 (five) years before their appointment and during their term of office:
 - 1) Have never been declared bankrupt;
 - 2) Have never been a member of another Board of Directors which has been declared guilty of causing a company to be declared bankrupt;
 - 3) Have never been sentenced due to criminal acts that caused the state to suffer financial losses and/or pertaining to the financial sector; and
 - 4) Have never been a member of another Board of Directors which, during its term of office:
 - a) Failed to convene an annual General Meeting of Shareholders;

- b) There was an occasion where the accountability of such Board of Directors was rejected by the General Meeting of Shareholders or the Board of Directors failed to give their accountability to the General Meeting of Shareholders; and
 - c) There was an occasion where the company which obtained its license, approval or registration from the Financial Services Authority failed to fulfil its obligation to submit its annual report and/or financial statements to the Financial Services Authority.
 - d. Have never violated provisions on holding concurrent positions as stipulated in the prevailing statutory regulations;
 - e. Are committed to complying with the statutory regulations; and
 - f. Possess knowledge and/or expertise in the field(s) required by the Company.
2. Fulfilment of the requirements to become a member of the Board of Directors must be set forth in a statement delivered to and kept by the Company.
 3. With respect to the appointment of a member of the Board of Directors who fails to fulfil any requirement as set forth in the statement aforesaid, such appointment shall be legally invalidated from the moment any other member of the Board of Directors or Board of Commissioners becomes aware of such non-fulfilment of requirements.
 4. Any legal act carried out for and on behalf of the Company by the member of the Board of Directors whose appointment has been invalidated shall remain binding on and constitute the responsibility of the Company. Any legal act carried out after the invalidation of appointment as member of the Board of Directors shall be invalid and constitutes the personal responsibility of the relevant member of the Board of Directors.

7. Requirements as Independent Director

An Independent Director shall be an individual who fulfils the requirements at the time of his/her appointment and during his/her term of office:

1. He/She has no affiliation with Controlling Parties of the Company for at least 6 (six) months prior to his/her appointment as Independent Director;

2. He/She has no affiliation with any member of the Board of Commissioners or other members of the Board of Directors;
3. He/She is not holding a concurrent position as Director in another company; and
4. He/She is not an Insider in an institution or Capital Market Supporting Professional whose services are engaged by the Company for 6 months prior to his/her appointment as Director.

8. Provisions on Holding Concurrent Positions for Members of the Board of Directors

1. A member of the Board of Directors may hold concurrently the post of:
 - a. Director at the maximum in 1 (one) Issuer or other Public Company;
 - b. Commissioner at the maximum in 3 (three) Issuers or other Public Companies; and/or
 - c. Committee member at the maximum in 5 (five) committees in the Company and/or Issuer or other Public Company where such member of the Board of Director also holds the post of Director or Commissioner.
2. The holding of concurrent positions is only permissible to the extent that such matter does not contravene other statutory regulations.

9. Appointment, Dismissal and/or Replacement of Members of the Board of Directors

Procedure for the appointment, dismissal and/or replacement of members of the Board of Directors:

1. The appointment and dismissal of a member of the Board of Directors shall duly observe the provisions on the automatic expiration of the term of office of members of the Board of Directors, and the provisions on quorum, voting rights and resolutions of General Meetings of Shareholders as set forth in the Articles of Association of the Company and its amendments.

2. The Articles of Association of the Company sets out the procedure for appointment, dismissal as well as the procedure for nomination of members of the Board of Directors.
3. Members of the Board of Directors shall be appointed by the General Meeting of Shareholders from candidates nominated by the principal shareholders of the Company.
4. Any proposal for replacement and/or appointment of a member of the Board of Directors shall take into consideration the recommendation of the Board of Commissioners or committee that functions as the Nomination and Remuneration Committee.
5. Members of the Board of Directors may be dismissed at any time pursuant to a resolution of the General Meeting of Shareholders or resolution outside of a General Meeting of Shareholders and the reasons therefor must be stated.
6. A member of the Board of Directors who will be dismissed shall be given the opportunity to defend himself before the decision for dismissal is made.
7. A member of the Board of Directors may be suspended by the Board of Commissioners with a written notice to the relevant member of the Board of Directors together with the reasons for such suspension.
8. Within a period of 90 days at the latest following the date of suspension, a General Meeting of Shareholders must be convened to revoke or affirm such suspension.

10. Term of Office

1. Members of the Board of Directors shall be appointed for a period as from the date determined by the General Meeting of Shareholders which appointed them until the close of the 3rd (third) Annual General Meeting of Shareholders after their appointment, however without prejudice to the Annual General Meeting of Shareholders to dismiss them at any time prior the expiration of their term of office. Such dismissal shall be effective as from the close of the said General Meeting of Shareholders, unless determined otherwise by such General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall expire if:

- a. He/she dies;
 - b. His/her term of office expires.
 - c. He/she is declared bankrupt or placed under receivership pursuant to a court judgment.
 - d. He/She no longer fulfils the requirements as member of the Board of Directors pursuant to the prevailing statutory regulations.
 - e. He/She resigns and such resignation is approved by the General Meeting of Shareholders.
 - f. He/She is dismissed by virtue of a resolution of the General Meeting of Shareholders.
3. The term of office of the person appointed to replace a dismissed member of the Board of Directors or to fill a vacancy shall be the remaining term of office of such dismissed member of the Board of Directors or the member of the Board of Director whom he/she replaces.
4. The term of office of an Independent Director shall be a maximum of 2 consecutive periods.
5. If the position of Independent Director is vacant and the Company shall have no Independent Director, then the Company must fill such vacancy by the next General Meeting of Shareholders at the latest or within 6 months from the occurrence of such vacancy.

11. Resignation

1. A member of the Board of Directors may resign from his/her post by submitting a written application to the Company.
2. If the resignation of a member of the Board of Directors causes the number of members of the Board of Directors to be less than the minimum requirement set forth in the Articles of Association of the Company, such resignation shall be deemed to be invalid.
3. The Company is obliged to convene a General Meeting of Shareholders to adopt a resolution on the resignation of a member of the Board of Directors within 90 (ninety) days at the latest following receipt of the application for resignation.

4. The resignation of a member of the Board of Directors shall be valid upon resolution by the General Meeting of Shareholders.
5. A member of the Board of Directors who resigns may still be held accountable as a member of the Board of Commissioners from the time of his/her appointment until the effective date of his/her resignation in the following General Meeting of Shareholders.
6. The Company is obliged to disclose such information to the public and to deliver to the Financial Services Authority no later than 2 working days after (i) the application for resignation is received, and (ii) the resolution of the General Meeting of Shareholders.

12. Working Hours

1. Every member of the Board of Directors is obliged to provide adequate time for optimum execution of its duties and responsibilities.
2. Members of the Board of Directors must be present in the premises of the Company for 5 (five) working days in 1 (one) week or in accordance with the working hours of the Company. Members of the Board of Directors may appear outside the premises of the Company for Company purposes. However, it is also possible for members of the Board of Directors to be at the premises of the Company outside of working hours due to important and urgent matters.
3. Members of the Board of Directors must be present at the premises of the Company at least during meetings of the Board of Directors, joint meetings of the Board of Directors and Board of Commissioners and during meetings of Committees in which the relevant member of the Board of Directors is a member.

13. General Policy for Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be held at the domicile of the Company or at the premises of the business operations of the Company or in any other place within the Republic of Indonesia.

2. The Board of Directors is obliged to convene Meetings of the Board of Directors periodically at least once a month.
3. Meetings of the Board of Directors may be convened if attended by the majority members of the Board of Directors.
4. The Board of Directors is obliged to convene periodically joint meetings of the Board of Directors and Board of Commissioners at least once in 4 (four) months.
5. The attendance of members of the Board of Directors in Meetings of the Board of Directors and joint meetings of the Board of Directors and Board of Commissioners must be disclosed in the Company's annual report.
6. With respect to scheduled Meetings of the Board of Directors and joint meetings of the Board of Directors and Board of Commissioners, the agenda of such meetings shall be delivered to participants of the said meeting at the latest 5 (five) before the meeting is convened.
7. Resolutions of Meetings of the Board of Directors shall be by deliberation to reach a consensus. If deliberation to reach a consensus is not reached, the resolution shall be adopted by majority votes.
8. Minutes shall be drawn up for Meetings of the Board of Directors and such Minutes of Meeting of the Board of Directors shall be signed by all members of the Board of Directors present.
9. Minutes shall be drawn up for joint meetings of the Board of Directors and Board of Commissioners and such Minutes of Joint Meeting of the Board of Directors and Board of Commissioners shall be signed by members of the Board of Directors and Board of Commissioners present.
10. Minutes of Meetings of the Board of Directors and Minutes of Joint Meetings of the Board of Directors and Board of Commissioners must be documented by the Company.

14. Salaries and Facilities

1. Provisions regarding the amount of salaries and benefits of members of the Board of Directors shall be determined by a resolution of the General Meeting of Shareholders.

2. The authority of the General Meeting of Shareholders to prepare, prescribe and implement a remuneration system including honorarium, benefits, salaries, bonuses and or other remuneration for members of the Board of Directors may be delegated to the Board of Commissioners.
3. In the event the Board of Commissioners prepares, prescribes and implements a remuneration system including honorarium, benefits, salaries, bonuses and or other remuneration for members of the Board of Directors, such remuneration system shall be adopted by virtue of a resolution of a meeting of the Board of Commissioners.

15. Work Values

1. Every member of the Board of Directors shall comply with the code of ethics prevailing in the Company, and shall carry out its duties in good faith, with full accountability and in a prudent manner and shall always observe the prevailing statutory regulations and Articles of Association of the Company, and shall uphold the highest standard of integrity and avoid any conflict of interest between the Company and the Board of Directors and related parties.
2. No member of the Board of Directors is permitted to make any decision that places or potentially places the Board of Directors at the first opportunity in a position of conflict of interest.
3. In the event of any conflict of interest, all members of the Board of Directors are not permitted to take any action that may be detrimental to the Company or reduces the profits of the Company and must disclose such conflict of interest in every decision made.
4. Commissioners, Directors and members of Committees are obliged to keep confidential all discussions and resolutions of the Board of Commissioners and all information obtained in meetings, unless determined otherwise by the President Commissioner or if such information has already been disclosed by the Company to the public.
5. Every member of the Board of Directors is obliged to:

- (1) Disclose any of its shareholding that reaches 5% or more, in the Company as well as in other companies domiciled within the country or abroad, as well as any financial relationship and familial relationship with other members of the Board of Directors, members of the Board of Commissioners and/or Controlling Shareholders of the Company.
 - (2) Refrain from taking advantage of the Company for its own personal interest, including for the interest of its family and/or other parties which is detrimental to or reduces the profits of the Company.
 - (3) Refrain from procuring and/or receiving personal gain from the Company other than remuneration and other facilities as determined by the General Meeting of Shareholders in accordance with the prevailing provisions.
6. Every member of the Board of Directors is prohibited from making false statements directly or indirectly on material facts or omitting to disclose material facts, hence statements which are made shall not be misleading as to the condition of the Company at the time such statement(s) is/are made.

Lippo Karawaci, 1 December 2015