



CHARTER OF THE BOARD OF COMMISSIONERS

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 Commissioners 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 Commissioners

The Board of Directors is an organ of the Company which supervises the management policies of the Company carried out by the Board of Directors and advises the Board of Directors on the management of the Company.

3. Duties, Responsibilities and Authorities

Description of the duties, authorities and obligations of the Board of Commissioners are set forth in the Articles of Association of the Company.

The duties and responsibilities of the Board of Directors are as follows:

1. Supervise the execution of duties and responsibilities of the Board of Directors, the management and business operation of the Company, and give advice to the Board of Directors, inter alia, in Meetings with the Board of Directors.
2. Carry out supervisory duties and responsibilities of the Company in good faith, with full accountability and in a prudent manner.
3. Obligated to form an **Audit Committee**.

4. Obligated to carry out the **Nomination and Remuneration function**. In carrying out such function, the Board of Commissioners may form a Nomination and Remuneration Committee.
5. Obligated to evaluate the performance of committees which assist in carrying out its duties and responsibilities at the end of every fiscal year.
6. Each member of the Board of Commissioners is jointly responsible for any damages suffered by the Company due to the fault or negligence of members of the Board of Commissioners in carrying out their duties. However, members of the Board of Commissioners shall not be accountable for any damages if there is evidence that:
 - a. such damages was not due to their fault or negligence;
 - b. 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;
 - c. there is no direct or indirect conflict of interest in the management action that caused such damages; and
 - d. action has been taken to prevent the occurrence or continuance of such damages.
7. Together with the Board of Directors, the Board of Commissioners shall propose to the General Meeting of Shareholders the appointment of a Public Accountant that will audit the books of the Company.
8. Examine and review and give feedback on periodic reports and Annual Reports prepared by the Board of Directors, as well as approve and sign Annual Reports.
9. Obligated to account for the execution of its duties to the shareholders in the General Meeting of Shareholders.
10. The Board of Commissioners and Directors shall prepare the code of ethics which shall be applicable to all members of the Board of Commissioners and Directors, employees, and supporting organs of the Company.
11. Document all minutes of meetings of the Board of Commissioners, meetings of the Board of Commissioners where the Board of Directors is invited to

attend and meetings of Committees under the Board of Commissioners.
Review and approve the business plan and corporate plan.

12. Ensure the implementation of Good Corporate Governance (GCG) principles at all organizational levels or ranks and supervise, evaluate and enhance the effectiveness of GCG practices in the Company.

The Board of Commissioners shall have the following authorities:

1. Suspend any member of the Board of Directors and the reason(s) for such suspension must be notified in writing to the relevant member of the Board of Directors; and may undertake management of the Company in certain circumstances for a certain period of time, as stipulated in the Law on Limited Liability Companies, the Articles of Association and/or a resolution of the General Meeting of Shareholders.
2. In certain circumstances, the Board of Commissioners shall be obliged to convene the annual General Meeting of Shareholders and other General Meetings of Shareholders in accordance with its authority as stipulated in the statutory regulations and the articles of association.

4. Reporting and Accountability

The Board of Commissioners shall be accountable for the execution of its duties to the Shareholders in the General Meeting of Shareholders.

5. Number of Members and Composition

The number of members and composition of the Board of Commissioners shall be as follows:

1. The Board of Commissioners shall consist of Commissioners and Independent Commissioners. The total number of members of the Board of Commissioners shall be at least 3 (three) persons.

2. At least 30% of the total number of members of the Board of Commissioners shall be Independent Commissioners.
3. One Commissioner shall be appointed as President Commissioner and if necessary, one other member shall be appointed as Vice President Commissioner.

6. Requirements as Member of the Board of Commissioners

1. Members of the Board of Commissioners shall be individuals who fulfil the requirements at the time of their appointment and during their term of office:
 - (1) Shall be of good character, morally sound and possess integrity;
 - (2) Capable of carrying out lawful acts;
 - (3) 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 a Board of Directors or Board of Commissioners 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 a Board of Directors or Board of Commissioners which, during its term of office:
 - (i) Failed to convene an annual General Meeting of Shareholders (“GMoS”);
 - (ii) There was an occasion where its accountability as member of a Board of Directors and/or Board of Commissioners was rejected by the GMoS or it neglected to give its accountability as member of a Board of Directors and/or Board of Commissioners to the GMoS; and
 - (iii) There was an occasion where the company which obtained its license, approval or registration from the Financial Services Authority/*Otoritas Jasa Keuangan* (“OJK”) failed to fulfil its

obligation to submit its annual report and/or financial statements to OJK.

- (4) Are committed to complying with the statutory regulations; and
 - (5) Possess knowledge and/or expertise in the field(s) required by the Company.
 - (6) Are not in violation of the provisions on holding concurrent positions as stipulated in the prevailing statutory regulations.
2. Fulfilment of the requirements as aforesaid shall be set forth in a statement and delivered to the Company, and shall be examined and documented by the Company.

7. Requirements as Independent Commissioner

An Independent Commissioner shall be a member of the Board of Commissioners from outside the Company who fulfils additional requirements as Independent Commissioner.

1. In addition to meeting the aforesaid requirements to become a member of the Board of Commissioners, an Independent Commissioner must fulfil the following requirements:
 - a. He/She is not an employee nor has the authority and responsibility to plan, lead, control or supervise the activities of the Company in the last 6 (six) months, except for re-appointment as Independent Commissioner of the Company for the following period;
 - b. He/She does not hold any shares either directly or indirectly in the Company;
 - c. He/She has no affiliation with the Company, members of the Board of Commissioners, members of the Board of Directors, or principal shareholder(s) of the Company; and
 - d. He/She has no business relationship either directly or indirectly that is related with the business activities of the Company.

2. If he/she has held the position of Independent Commissioner for 2 (two) periods, then he/she may be re-appointed for the following period to the extent that he/she declares himself/herself as being independent to the GMoS.

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

Members of the Board of Commissioners may hold other positions concurrently in accordance with the statutory laws and regulations on the Capital Market:

1. A member of the Board of Commissioners Directors may hold concurrently the position of:
 - a. Director at the maximum in 2 (two) Issuers or other Public Companies;
 - b. Commissioner at the maximum in 2 (two) 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.
2. If a member of the Board of Commissioners does not concurrently hold the position of Director, then he/she may concurrently hold positions in a maximum of 4 Issuers or other Public Companies.

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

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

1. Members of the Board of Commissioners shall be appointed and dismissed by the GMoS with due observance to the provisions on the automatic expiration of the term of office of members of the Board of Commissioners, and the provisions on quorum, voting rights and GMoS resolutions as set forth in the Articles of Association of the Company and its amendments.

2. Members of the Board of Commissioners shall be appointed by the GMoS from candidates nominated by the principal shareholders of the Company.
3. Any proposal for the appointment, dismissal and/or replacement of a member of the Board of Commissioners shall take into consideration the recommendation of the Board of Commissioners or committee that undertakes the Nomination and Remuneration function of the Company.
4. The Company shall convene a GMoS to replace a member of the Board of Commissioners who, during his/her term of office, no longer meets the aforesaid requirements.
5. A member of the Board of Commissioners whose term of office expires may be re-appointed in accordance with the prevailing provisions.
6. The GMoS may dismiss any member of the Board of Commissioners prior to the expiration of his/her term of office. Such dismissal shall be effective as from the close of such GMoS, unless determined otherwise by the GMoS.

10. Term of Office

1. Members of the Board of Commissioners shall be appointed for a period as from the date determined by the GMoS which appointed them until the close of the 3rd (third) Annual GMoS after their appointment.
2. The term of office of an Independent Commissioner shall be a maximum of 2 consecutive periods. An Independent Commissioner who has served for 2 (two) consecutive periods may be re-appointed for the following period to the extent that he/she declares himself/herself as being independent to the General Meeting of Shareholders.
3. If for any reason whatsoever one or more vacancies occur in the Board of Commissioners so that the total number of members of the Board of Commissioners is less than the minimum requirement set forth in the Articles of Association of the Company, then within 30 (thirty) days at the latest following such vacancy, the Board of Directors shall announce the notice to convene a GMoS to fill such vacancy.

4. If an Independent Commissioner is also a member of the Audit Committee, such Independent Commissioner may be re-appointed as a member of the Audit Committee for the next 1 term only.
5. If the position of Independent Commissioner becomes vacant, the Company must fill such vacancy by the next GMoS at the latest or within 6 months from the occurrence of such vacancy.
6. The term of office of a member of the Board of Commissioners 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. His/Her resignation is effective pursuant to the Articles of Association of the Company.
 - e. He/She no longer meets the requirements as member of the Board of Commissioners pursuant to the prevailing statutory regulations.
 - f. He/She is dismissed by virtue of a GMoS resolution with clear and acceptable reasons.
7. The term of office of the person appointed to replace a dismissed member of the Board of Commissioners or to fill a vacancy shall be the remaining term of office of such dismissed member of the Board of Commissioners or the member of the Board of Commissioners whom he/she replaces.
8. In the event of any additional member to the Board of Commissioners, the term of office of such additional member shall expire at the same time as the expiration of the term of office of the other members of the Board of Commissioners as determined by the GMoS.

11. Resignation

1. A member of the Board of Commissioners may resign from his/her post by submitting a written notice to the Company.
2. If the resignation of a member of the Board of Commissioners causes the total number of members of the Board of Commissioners to be less than the minimum

requirement as 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 GMoS to adopt a resolution on the resignation of a member of the Board of Commissioners within 90 (ninety) days at the latest following receipt of the application for resignation.
4. The resignation of a member of the Board of Commissioners shall be valid upon resolution by the GMoS.
5. A member of the Board of Commissioners 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 GMoS.

12. Working Hours

1. The Board of Commissioners is obliged to provide adequate time for optimum execution of its duties and responsibilities.
2. Members of the Board of Commissioners must be present at least during meetings of the Board of Commissioners, 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 Commissioners is a member.

13. General Policy for Meetings of the Board of Commissioners

Frequency

1. The Board of Commissioners shall meet at any time, however not less than once in 2 (two) months, with the provision that meetings may be convened if attended by the majority members of the Board of Commissioners.
2. The Board of Commissioners is obliged to convene meetings with the Board of Directors periodically at least once in 4 (four) months.

Venue

1. Meetings of the Board of Commissioners may be convened physically or long distance using telecommunications media such as teleconference or video conference.
2. If a meeting of the Board of Commissioners is convened physically, the meeting 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.
3. If a long-distance meeting of the Board of Commissioners is convened, such manner of meeting must ensure that all participants are able to hear each other and participate directly in the meeting.

Schedule

4. The Board of Directors shall schedule Meetings of the Board of Commissioners and Joint Meetings with the Board of Directors for the following year before the end of the fiscal year.
5. The agenda of a meeting must be delivered to all participants of the meeting at the latest 5 days before the meeting is convened.
6. If a meeting is convened outside of the scheduled time, the agenda of such meeting must be delivered to all participants of the meeting at the latest before the meeting is convened.

Attendance

7. The attendance of members of the Board of Commissioners in Meetings of the Board of Commissioners and Joint Meetings with the Board of Directors must be disclosed in the Company's annual report.
8. Resolutions of Meetings of the Board of Commissioners 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.

Minutes of Meeting

9. The outcome of a Meeting of the Board of Commissioners shall be set forth in the Minutes of Meeting of the Board of Commissioners and shall be signed by all members of the Board of Commissioners present.
10. If a member of the Board of Commissioners fails to sign the Minutes of Meeting, the Commissioner concerned must state his/her reasons in writing in a separate letter which shall be attached to the Minutes of Meeting.
11. Minutes of Meetings of the Board of Commissioners and Minutes of Joint Meetings of the Board of Directors and Board of Commissioners must be documented by the Company.
12. Provisions regarding the amount of salaries and facilities of members of the Board of Commissioners shall be determined by a resolution of the Board of Commissioners.

14. Work Values

1. Every member of the Board of Commissioners 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 Commissioners and related parties.
2. No member of the Board of Commissioners is permitted to make any decision that places or potentially places the Board of Commissioners 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 Commissioners 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 Commissioners 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 Commissioners, members of the Board of Directors 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 GMoS in accordance with the prevailing provisions.
6. Every member of the Board of Commissioners 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