

PEDOMAN KERJA DEWAN KOMISARIS & DIREKSI
GUIDELINES FOR BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Penerapan dan Penegakan Etika Perusahaan

Di dalam penerapan dan penegakan etika Perusahaan, PT Bakrie & Brothers Tbk telah membuat kebijakan-kebijakan berupa pedoman-pedoman antara lain:

**1. Panduan Tata Kelola Perusahaan
(Corporate Governance Manual)**

a. Latar Belakang Penyusunan

PT Bakrie & Brothers Tbk memiliki komitmen untuk mempertahankan standar tinggi dalam pelaksanaan tata kelola perusahaan yang baik *Good Corporate Governance (GCG)* sebagai salah satu prasyarat utama bagi keberhasilan dan keberlanjutan usaha. PT Bakrie & Brothers Tbk menjunjung etika dan standar profesionalisme pada seluruh jenjang organisasi. Pelaksanaan *GCG* pada sektor industri keuangan non-bank dan investasi serta beberapa sektor industri di mana Perseroan berada, secara umum berpedoman pada berbagai ketentuan dan peraturan perundang-undangan yang berlaku, terutama Peraturan Otoritas Jasa Keuangan (OJK), Undang-Undang Perseroan Terbatas dan Undang-Undang Pasar Modal. Pelaksanaan *GCG* ini juga berlandaskan pada 5 (lima) prinsip dasar *GCG*, yaitu Transparansi (*Transparency*), Akuntabilitas (*Accountability*), Pertanggungjawaban (*Responsibility*), Independensi (*Independency*), dan Kewajaran (*Fairness*). Beberapa hal tersebut melatarbelakangi disusunnya Panduan Tata Kelola Perusahaan (*Corporate Governance Manual*) yang berlandaskan prinsip-prinsip *GCG*.

Implementation and Enforcement of Corporate Ethics

In the application and enforcement of corporate ethics, PT Bakrie & Brothers Tbk have established policies in the form of guidelines such as;

1. Corporate Governance Manual

a. Background

professionalism standard in all level of the organization. In general, the *GCG* implementation in the non-bank financial industry and investments sectors, as well as in other industry sectors in which the Company is involved, is following the prevailing PT Bakrie & Brothers Tbk has the commitment to maintain high standard in the implementation of Good Corporate Governance (*GCG*), as a prerequisite requirement in the business success and sustainability. PT Bakrie & Brothers Tbk upholds the ethics and laws and legislations, in particular the Financial Services Authority (OJK) Regulations, Laws of Limited Liability Company, and Capital Market Laws. The *GCG* implementation is also based on 5 (five) *GCG* basic principles, namely Transparency, Accountability, Responsibility, Independency, and Fairness. This background stipulates the development of Corporate Governance Manual – based on the *GCG* principles.

b. Isi

Secara garis besar Panduan Tata Kelola Perusahaan berisi tujuan, prinsip-prinsip dan ruang lingkup penerapan GCG, manfaat GCG bagi Perseroan, struktur tata kelola Perseroan, proses-proses implementasi GCG di Perseroan termasuk pemantauan pelaksanaan GCG Perseroan dan proses sistem pelaporan pelanggaran dan proses penerapan GCG yang terkait pengelolaan anak usaha Perseroan dan perusahaan afiliasi, serta hubungan dengan para pemangku kepentingan.

Dalam Panduan Tata Kelola Perusahaan juga dilampirkan dokumen Kode Etik, Kebijakan Perilaku Bisnis dan Pakta Integritas Perseroan serta contoh laporan komite-komite di Perseroan dan pedoman pelaksanaan survei-survei dalam kaitannya dengan penegakan GCG di lingkungan Perseroan.

c. Evaluasi dan Pengembangan

Sebagai perusahaan yang terus meningkatkan kepatuhannya pada peraturan otoritas pasar modal, Perseroan menerapkan dan menjunjung tinggi penerapan GCG di Perseroan serta senantiasa mengevaluasi Panduan Tata Kelola Perusahaan yang mengacu pada Pedoman Pelaksanaan Tata Kelola Perusahaan Indonesia ("*Indonesian Code of GCG*") yang dikeluarkan oleh Komite Nasional Kebijakan *Governance* (KNKG) di Indonesia dan Roadmap Tata Kelola Perusahaan Indonesia yang dikeluarkan oleh OJK.

2. Panduan Dewan Komisaris dan Direksi (Board Manual)

a. Latar Belakang Penyusunan

Board Manual adalah petunjuk tata laksana kerja Dewan Komisaris, Direksi dan Manajemen yang menjelaskan tahapan kerja dan aktivitas Dewan Komisaris dan Direksi secara terstruktur, sistematis, mudah dipahami dan dapat dijalankan dengan

b. Content:

In general, the Corporate Governance Manual contains purposes, principals, and the scope of GCG implementation, the benefits of GCG for a company, the governance structure of the company, the processes of implementing GCG in the company as well as the execution of GCG and the process of whistleblowing and the process of implementing GCG relating to the management process of the company's subsidiaries and affiliated companies, as well as stakeholder relations. Attached in the Corporate Governance Manual includes; Code of Conducts, Business Conduct Policy, and Integrity Pact of the company, as well as examples of committee reports and corporate governance surveys in relations with the enforcement of GCG around the company environment.

c. Evaluation and Development

As a company that submits to the rules and regulations of the capital market authority, BNBR views the GCG implementation of high importance and constantly evaluates Corporate Governance Guidelines (Indonesian Code of GCG) established by the "Komite Nasional Kebijakan Governance" (KNKG) of Indonesia, and Corporate Governance Roadmaps established by the OJK (Financial Authorities).

2. Board Manual

a. Background

Board Manual is a working governance guideline of the Board of Commissioners, Board of Directors and the Management, which elaborated the activities and working stages of the Board of Commissioners and Directors, in a structured, systematics, clear and consistent

konsisten, sehingga dapat menjadi acuan bagi Komisaris dan Direksi serta Manajemen dalam menjalankan tugas masing-masing untuk mencapai Visi dan Misi Perseroan. *Board Manual* dimaksudkan untuk menjelaskan hubungan Komisaris dan Direksi serta anggota Manajemen lainnya dalam melaksanakan tugas agar tercipta pengelolaan Perseroan secara profesional, transparan, efisien dan efektif. Pelaksanaan *Board Manual* merupakan salah satu bentuk komitmen Komisaris dan Direksi dalam rangka implementasi prinsip-prinsip GCG.

b. Isi

Secara garis besar, Panduan Dewan Komisaris dan Direksi berisi maksud, tujuan, ruang lingkup, struktur organisasi Perseroan, pembahasan mengenai Dewan Komisaris Perseroan (persyaratan dan komposisi, tanggung jawab, hak dan kewajiban, tugas dan wewenang, etika jabatan, evaluasi kinerja dan organ pendukung Dewan Komisaris), pembahasan mengenai Direksi Perseroan (fungsi-fungsi, tugas dan wewenang, hak dan kewajiban, ketentuan dan masa jabatan, prosedur pengangkatan, komposisi dan pembagian tugas, etika jabatan, ketentuan rapat, penilaian kinerja dan organ pendukung Direksi).

Panduan Dewan Komisaris dan Direksi juga dilengkapi oleh dokumen Piagam Komite Audit, Piagam Komite Manajemen Risiko, Piagam Komite Tata Kelola Perusahaan, Piagam Komite Nominasi dan Remunerasi, Piagam Internal Audit serta Piagam Komite Investasi.

c. Evaluasi dan Pengembangan

Perbaikan dan pengembangan Panduan Dewan Komisaris dan Direksi ini dapat dilakukan seiring dengan perubahan dan perkembangan di masa datang baik di bidang hukum, peraturan yang dikeluarkan oleh pemerintah, kondisi sosial, norma-

manner. This manual functions as a reference for the Commissioners and Directors as well as the Management in implementing each duty to achieve the Company's Vision and Mission.

Board Manual is intended to elaborate the relationships of the Board of Commissioners and Directors as well as other members of the Management in duties implementation in order to create professional, transparent, efficient and effective management of the Company. Board Manual also represents the commitment of the Board of Commissioners and Directors in implementing GCG principles.

b. Content

In general, the Board Manual contains purposes, principals, scope of implementation, organizational structure, discussion of the Board Of Directors and Commissioners (regulations and compositions, responsibilities, rights and obligations, duties and authority, work ethics, performance evaluation, and supporting factors of the Board Of Directors and Commissioners).

The Board Manual is also equipped with Audit Committee Charter, Risk Management Committee Charter, Corporate Governance Committee Charter, Nomination and Remuneration Committee Charter, Internal Audit Committee Charter, and Investment Committee Charter.

c. Evaluation and Development

The refinement and development of Board Manual can be done in accordance to the changes of future laws, government regulations, social conditions, norms, and overall experience of the company.

In the evaluation and development process of

norma yang berlaku, dan pengalaman Perseroan. Dalam proses evaluasi dan pengembangan Panduan Dewan Komisaris dan Direksi, organ Perseroan dapat memberi saran dan masukan untuk memperbaiki penerapan Panduan Dewan Komisaris dan Direksi maupun sebagai bahan pengembangan Panduan Dewan Komisaris dan Direksi di masa mendatang. Saran dan masukan mengenai isi Panduan Dewan Komisaris dan Direksi dapat disampaikan secara tertulis kepada Direktur dan *Chief Risk Officer* sebagai pejabat yang ditunjuk Direksi untuk memantau penerapan Panduan Dewan Komisaris dan Direksi.

the Board Manual, the company's organs could provide advice and inputs to refine the implementations of Board Manual, whether its for the development of today's Board Manual, or the future's. These advice and inputs of the Board Manual's content can be suggested through write-ups towards the Directors and Chief Risk Officer as these are the positions that were appointed to monitor the Board Manual.
