

## **PEDOMAN KERJA KOMITE** **COMMITTEE GUIDELINES**

### **Tata Kelola Perusahaan dan Pelaksanaan Fungsi Pengawasan Dewan Komisaris**

Dewan Komisaris senantiasa melakukan fungsi pengawasan dan memberikan nasihat dan saran atas berbagai kebijakan dan langkah-langkah yang diambil oleh Direksi dalam mengelola Perseroan. Rapat konsultasi antara Dewan Komisaris dan Direksi diadakan secara rutin sehingga Dewan Komisaris dapat selalu memantau sejauh mana kebijakan dan langkah-langkah yang telah diambil oleh Direksi. Pada akhir tahun 2014, telah diadakan perubahan susunan Komite Audit dalam rangka memenuhi ketentuan sebagaimana diatur dalam Board Manual.

Selain melalui rapat-rapat internal Dewan Komisaris, fungsi pengawasan juga dilakukan melalui komite-komite Komisaris yaitu Komite Audit, Komite Manajemen Risiko dan Komite GCG. Organ-organ Dewan Komisaris tersebut telah berfungsi dengan baik sesuai lingkup tanggung jawab dan bidangnya masing-masing. Komite Audit yang merupakan organ pendukung Dewan Komisaris adalah mitra kerja Internal Auditor yang menjadi sumber informasi dalam hal pelaksanaan fungsi pengawasan di seluruh jajaran perusahaan tidak saja yang menyangkut operasional semata, tetapi juga yang menyangkut kinerja anak perusahaan. Komunikasi dan kerja sama yang baik antara Dewan Komisaris dan Direksi tercermin pada forum rapat gabungan Komisaris dan Direksi yang teratur diadakan sedikitnya satu kali sebulan.

Dewan Komisaris mendukung penuh kebijakan Direksi yang mengarahkan seluruh anak

### **Corporate Governance and Implementation of the Board of Commissioners Supervisory Functions**

The Board of Commissioners continuously conducts its supervisory functions, provides advices and recommendations on policies and measures enacted by the Board of Directors. Consultative meetings are regularly held between the Boards of Commissioners and Directors to ascertain the progress of measures taken by the Board of Directors.

In the end of 2014, the Audit Committee was changed in order to comply with the Board Manual.

In addition to the internal Board of Commissioners meetings, supervisory functions are also carried out by committees under the Board of Commissioners, namely the Audit Committee, Risk Management Committee and GCG Committee. These Board of Commissioners committees operate well according to their area of responsibility. The Audit Committee, which supports the Board of Commissioners, is a partner of the Internal Auditor, a source of information in the supervision of all company levels, not only of operations but also of performance of subsidiaries. The proper communication and cooperation between the Board of Commissioners and Board of Directors was reflected in the joint meeting held between the two bodies at least once a month.

The Board of Commissioners fully supports the policy of the Board of Directors to drive all subsidiaries to strengthen synergy, increase process effectiveness and efficiency as well as to

perusahaan untuk memperkuat sinergi, meningkatkan efektivitas dan efisiensi proses serta mengoptimalkan pembiayaan dan produktivitas. Kami meyakini, semua langkah tersebut akan menjadikan Perseroan memiliki fundamental yang lebih kokoh untuk menyongsong pertumbuhan. Kami terus mendukung setiap upaya pengembangan usaha Perseroan secara selektif di masa mendatang.

Dewan Komisaris terus mendorong implementasi tata kelola perusahaan (*good corporate governance- GCG*) yang kuat dan berkelanjutan di seluruh lingkungan PT Bakrie & Brothers Tbk dan unit-unit usahanya oleh seluruh jajaran manajemen dan karyawan. Fungsi komite-komite di lingkungan Komisaris ditingkatkan seiring dengan semakin ketatnya tuntutan akan kepatuhan terhadap peraturan dan perundang-undangan. Komite Audit telah melaksanakan tugasnya memberikan masukan bagi Dewan Komisaris atas laporan-laporan manajemen, khususnya laporan keuangan, menelaah independensi dan obyektivitas auditor eksternal, melakukan analisa efektivitas pengendalian internal bekerja sama dengan auditor internal serta menelaah kepatuhan Perseroan terhadap peraturan yang berlaku di pasar modal dan peraturan perundangan lainnya. Komite Audit secara intensif mengadakan pertemuan dengan Internal Audit.

#### **Struktur Tata Kelola (yang terkait dengan Komite)**

- a. Komite Pendukung Direksi
  - Komite Investasi (*Investment Committee*)
- b. Komite Pendukung Dewan Komisaris
  - Komite Tata Kelola Perusahaan (*Corporate Governance Committee*)
  - Komite Audit (*Audit Committee*)
  - Komite Manajemen Risiko (*Risk Management Committee*)
  - Komite Nominasi & Remunerasi (*Nomination & Remuneration Committee*)

optimize cost and productivity. We believe that these efforts will provide a solid foundation for the Company's growth. We also fully support the Company's selective business development in the years to come.

The Board of Commissioners ensures strong and sustainable Good Corporate Governance in all areas of PT Bakrie & Brothers Tbk and its subsidiaries, by all employees and management. The committees under the Board of Commissioners are continually improved to ensure stringent compliance with laws and regulations. The Audit Committee carries out its role by providing an insight to the Board of Commissioners on management reports, specifically financial reports, the Audit Committee also reviews the objectivity and independence of external auditors, the effectiveness of internal control and the Company's compliance with capital market regulations and other legal requirement. The Audit Committee holds intensive meetings regularly with Internal Audit.

#### **Governance Structure**

- a. Supporting Committee of The Board Of Directors
  - Investment Committee
- b. Supporting Committee of The Board of Commissioners
  - Corporate Governance Committee
  - Audit Committee
  - Risk Management Committee
  - Nomination & Remuneration Committee

**Pedoman Tata Kelola (yang terkait dengan Komite)**

- a. Komite Pendukung Direksi
  - Piagam Komite Investasi (*Investment Committee Charter*)
- b. Komite Pendukung Dewan Komisaris
  - Piagam Komite Tata Kelola Perusahaan (*Corporate Governance Committee Charter*)
  - Piagam Komite Audit (*Audit Committee Charter*)
  - Piagam Komite Manajemen Risiko (*Risk Management Committee Charter*)
  - Piagam Komite Nominasi & Remunerasi (*Nomination & Remuneration Committee Charter*)

**Corporate Governance Guideline**

- a. Supporting Committee of The Board Of Directors
  - Investment Committee Charter
- b. Supporting Committee of The Board of Commissioners
  - Corporate Governance Committee Charter
  - Audit Committee Charter
  - Risk Management Committee Charter
  - Nomination & Remuneration Charter

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