

**PT SAT NUSAPERSADA Tbk**

**COMPANY'S**

**CODE OF CONDUCT**

OS-SN-GEN-005(ENG) REV.01

DATED 05-NOV-2015

## **Code of Conduct**

The Company's Code of Conduct is an integral part of the Company's Regulations and applies across the enterprise environment, including the Company's subsidiaries. Code of Conduct is structured as a reference for all parties including the Company's Board of Commissioners, Board of Directors, committees owned by the Company, employees and outside parties relating to the business of the Company in performing its duties and decision-making.

The company has a code of conduct which provides guidance in everyday behaviour for every individual in the Company. The Code governs the relationship between the Board of Commissioners, Board of Directors, Employees, Companies, Customers, Suppliers, Sellers, shareholders, competitors, government and other stakeholders.

The Policy is divided into the following sections:

1. General principles
2. Professional conduct
3. Use of company property, information and resources
4. Personal conduct
5. Compliance with laws and regulations
6. Equal employment opportunity
7. Human trafficking and Slavery
8. Obligation to report breaches
9. Political activities

### **1. General principles**

As a rule of thumb, all employees must conduct themselves in accordance with the following common sense principles:

- All the duties and responsibilities must be performed in good faith, full of responsibility, and prudence,
- All parties must act honestly and fairly in all business transactions and dealings with others.

- All parties must treat other employees, contractors, customers, competitors, and all other persons with whom they deal with at work with the utmost courtesy and respect.
- All parties must act within the best interests of the Company.
- All parties must comply with all laws and regulations applicable to the business of Company.

## **2. Professional Conduct**

### **Conflicts of Interest**

All parties have an obligation to avoid financial, business or other relationships, which might conflict with the legitimate business interests of the Company. All parties should avoid even the appearance of such conflict. Such conflict will exist where an individual compromises his or her ability to act with total objectivity with regard to the Company's business interests. Examples of conflicts of interest include, but are not limited to the following:

- If the individual is employed by a customer, supplier or competitor of the Company whilst employed by the Company.
- If the individual provides work or business on behalf of the Company to a business in which the individual, the individual's family or individual's close friend has a financial interest.
- If the individual, the individual's family or individual's close friend has a financial interest in a business which is a competitor, contractor or supplier to the Company.
- Using the Company owned assets for matters not related the Company's business.
- Performing duty not related to the Company's business during working hours.
- Making use of one's position in the Company for personal business affair.

All activities that have potential or actual conflicts of interests must be disclosed in writing to Top management of the Company prior to engaging in such activities. The Company reserves its right to either approve the conflict conditions, or to exclude the employee from the conflict situation.

### **Receiving Gifts, Gratuities or Bribes**

Employees are expected at all times to act in the best interests of the Company and this means obtaining the best deal for the Company in any business transaction. The Company's selection of contractors or suppliers must be based solely on the quality, price and service offered.

## **COMPANY CODE OF CONDUCT**

OS-SN-GEN-005(ENG) REV.01

Any Individual must not accept free or discounted goods or services (beyond a reasonable commercial discount or promotional items) from persons doing or seeking business with the Company, which may influence, or appear to influence a business decision unless they receive the prior written approval from Top Management.

If any such goods are received without solicitation, the individual must obtain approval as set out above. If approval is not given, such gifts must be returned immediately to the person who provided them.

The individual may accept meals or refreshments provided in the ordinary and proper course of business (for example, at a business lunch), and on an infrequent basis in connection with business discussions. Every individual is personally responsible for ensuring that acceptance of such meals and refreshments are proper and could not reasonably be construed as an attempt by the offering party to secure favourable treatment.

All parties must treat all customers, suppliers, contractors, or other persons with whom they deal in the course of their employment in a non-discriminatory manner.

### **Offering Gifts, Gratuities or Bribes**

The Company expects its employees to compete fairly and ethically for all business opportunities. Employees may provide meals, refreshments or entertainment to customers, contractors or suppliers, provided that this is done in the ordinary and proper course of business and could not reasonably be seen as bribes or improper encouragement. All such expenditures must be properly recorded within the books and records of the Company.

Employees may also provide small tokens of appreciation or gifts (such as, for example, Christmas cards) to prospective and existing customers. However, beyond this, employees must not offer or give gifts, commissions, gratuities, or other payments, either openly or secretly, to prospective or existing customers, contractors, or suppliers without the prior written approval of Top Management.

No gifts or business entertainment of any kind may be given to any Government Official without the prior approval of Top Management. For such approval to be given, the gift must be in compliance with this Code and not in violation of the Company's policies or Indonesia anti-corruption act.

Any employee who offers, pays, solicits or receives any form of bribe, payoff or unlawful gratuity, directly or indirectly through third parties, will be subject to appropriate disciplinary action consistent with relevant laws and regulations and, if warranted, will be reported to the appropriate authorities. A bribe includes any item intended to improperly obtain favourable treatment. In addition to being a violation of the Code of Conduct, such conduct may subject the Company and the involved individuals to criminal penalties.

### **Loans**

Individual or their immediate family must not accept from a person doing or seeking business with Company any loan, guarantee of loan, or payment. The only exception to this is if the loan is from a bank or financial institution, which conducts a business of providing such loans, and is at a commercial rate on commercial terms.

Individual must not borrow money from or lend money to other employees of the Company. Individual who are in financial difficulties should discuss these difficulties with their superior or Human Resources. These discussions will be dealt confidentially.

### **Secret Commissions**

Individual may not, in the course of their employment, receive or attempt to obtain from any customer, contractor, supplier, government official or any other person with whom they deal any secret commission or profit. Any such offers must be immediately reported to Top Management.

Individual must also not offer or give secret commissions, hidden gratuities, or confidential payments to third parties that might influence prospective customers, contractors, suppliers, government officials or any other person with whom they deal.

### **Fair Dealings with Third Parties**

Individual involved in the negotiation of agreements and contracts on behalf of the Company must ensure that all statements, communications and representations are accurate and truthful. Individual must act honestly and fairly in all such business transactions.

## **3. Use of Company Property, Information and Resources**

### **General Misuse**

Generally, the use of the property, information, and resources of the Company for any purposes other than the business of the Company is prohibited. Some examples of the application of this general obligation are set out below.

- Approving or making of a payment on behalf of the Company for something other than the stated purpose.
- Intentional alteration of customer or the Company data for other than legitimate business purposes.
- Using Company's photocopier or facsimile machines for personal reasons without authorisation from the employee's manager.
- Using company vehicles for private purposes without express authorisation from the employee's manager.
- Claiming expenses from the Company for travel unrelated to Company' business or for something other than the stated purpose.
- Appropriating Company' stationery for personal use.

### **Media Comment**

Employees may not make statements or comments to the media or other external bodies regarding the Company, its business dealings, financial status, customers, suppliers, competitors or shareholders unless directed or authorised by Top Management. Such authorisation must come from the CEO, Board of Director, or HQ Corporate Secretary. Employees must direct all media inquiries to the Head quarter Corporate Secretary Department.

### **Use of Telephones**

Employees may occasionally make personal phone calls provided that such calls are short and do not affect the proper performance of their duties.

### **Removal of Property from Premises**

No property or monies of the Company is to be taken from the premises without written permission of the Top Management.

### **Use of Company Name and Letterhead**

All parties are not authorised to use Company's name or letterhead except in the ordinary course of business and for the legitimate business of the Company.

### **Electronic Communication**

All parties should generally only use the e-mail and computer systems of the Company for legitimate business of the Company. While incidental personal use is permissible, this usage should be minimal and should not interfere with the Company's business. The principle use of the Internet, electronic mail and other communication services must be for Company's business purposes only. Under no circumstances should employees use

Company's email or computer systems to transmit, retrieve or store any communications which are discriminatory, are derogatory to any individual or group, for any purpose which is illegal or against the Company policy. Examples of objectionable material would include sexually explicit images and related material, material that advocates illegal activity and material that advocates intolerance for others or prejudice towards others.

### **Authority to Sign Documents**

Employees cannot sign any documents on behalf of the Company or in any way commit the Company to any agreement unless they have been properly authorised in writing by Top Management to do so. If you have any queries on your ability to enter into agreements, contact top management.

### **Confidentiality**

Over the course of employment with the Company, each individual may be exposed to confidential information regarding the Company, its customers, suppliers, contractors or employees. Each individual is required to keep any such information confidential.

All Parties and former employees of the Company may not make improper use of confidential information which they may have acquired as a result of their employment with the Company to gain directly or indirectly an advantage for themselves, or any other person, or to cause detriment to the Company or its customers, suppliers, contractors or employees.

Confidential information includes, but is not limited to, all trade secrets, intellectual property, marketing, sales and business plans, customer, supplier lists, personal customer information, including account history/activity, any information relating to any conditional access system or related software or hardware, any information relating to the technical or other means or arrangements for mounting, stamping, moulding or assembling and any unauthorised access to other information concerning the organisation, business, finances, transactions or affairs of the Company and its subsidiary.

Confidential information excludes any information which:

- as required by law to disclose and the individual have consulted with and have the Company's consent in writing prior to its disclosure.
- is already lawfully in the public domain other than as a result of any disclosure by the individual.

## **COMPANY CODE OF CONDUCT**

OS-SN-GEN-005(ENG) REV.01

All parties must safeguard confidential information of the Company by not transferring, publishing, using or disclosing it to third parties other than as necessary in the proper course of the employees duties or as directed or authorised by Top Management of the Company in writing.

All files of a confidential nature must at all times not be left unattended and under no circumstances whatsoever left either on or in unlocked desks (unless the offices are locked). The disposal of all confidential papers must be done by means of Company's security disposal arrangements.

Unless express permission by management is granted, Individual must not remove from the offices of the Company any documents or software connected with the business of the Company or takes any copies of them for private use. All documents and software which have been removed from the Company's offices must be returned as soon as the authorised purpose for their removal has been fulfilled and upon termination of employment.

Unless specified otherwise by contract, all confidential information that has been entrusted to the Company by a third party (such as a customer, supplier or contractor) must be treated as though it is the Company confidential information.

It is important for all the parties to note that the obligations relating to confidentiality will remain in force for the duration of their employment and after the termination of their employment.

### **Intellectual Property**

If at any time during the scope of their employment, an employee makes, discovers or participates in the making or discovery of any intellectual property capable of being used in the business of the Company or any related company, such intellectual property is and will remain the property of the Company. Employees must immediately disclose full details of any such intellectual property to the Company and do all things, which may be necessary for vesting all rights in the intellectual property to the Company or its nominee.

Intellectual property includes patents, trademarks, designs, copyright, inventions, drawings, computer programs, confidential information, know-how and all rights of a similar nature whether registered or not and including applications for such rights, existing anywhere in the world.

### **Insider Trading**



## **COMPANY CODE OF CONDUCT**

OS-SN-GEN-005(ENG) REV.01

All parties are not allowed to trade in, get somebody else to trade in or communicate information to anyone else who is likely to trade in the securities of the Company, while such individual possess or have access to price sensitive and relevant inside information.

All parties shall maintain the confidentiality of all Price Sensitive Information. All parties shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sales of securities.

Price Sensitive information is to be handled on a “need to know” basis. Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty

Keep secure all files/papers containing confidential unpublished Price Sensitive Information. Computer files must have adequate security of login and password.

### **Use of Documentation**

It is against the Company’s policy to reproduce copyright plans, software, documentation or other materials without permission. All parties must respect the intellectual property of others.

### **Proper Maintenance of Records**

The Company’s financial books, records and statements must properly document all assets and liabilities, accurately reflect all transactions of the Company, and retain in accordance with all applicable laws and regulations. These documents must not be inappropriately altered. All parties must not make false entries in the books or records of the Company for any reason.

The Company is subject to extensive and complex accounting requirements. All of the Company’s books, records, accounts and financial statements are to be maintained in reasonable detail, accurately reflecting Company’s transactions and are to conform both to applicable legal requirements and to Company’s system of internal controls.

### **Fraudulent Activities**

All parties must not enter into fraudulent activities. Fraudulent activities encompass an array of irregularities and illegal acts characterised by intentional deception. Fraud can be perpetrated by persons outside as well as inside the Company. No one has the authority to commit illegal acts related to the Company. Fraudulent activities include acts that are not only a detriment to the Company, but also a detriment to third parties. Engaging in any act

that involves fraud, theft, embezzlement or misappropriation of any property, including that of the Company, or any of its employees, suppliers or customers is strictly prohibited.

It is the Company's policy to ensure that incidents of fraud are promptly investigated, reported and, where appropriate and authorised by applicable law, prosecuted. Some examples of fraudulent conduct are:

- Falsification of financial records such as valuation of transactions, amount of income/loss, manipulating inventory, or failure to disclose financial information;
- Acceptance or payment of bribes or kickbacks;
- Diversion of potentially profitable transactions outside the Company (to other parties);
- Claims submitted for goods or services not actually provided to Company or a third party;
- Embezzlement; and
- Intentional concealment or misrepresentation of data, records, events or information, including but not limited to, expense reimbursement and achievement against Key Performance Indicators, resulting in reward and recognition benefits.

#### **4. Personal Conduct**

##### **Smoking**

Smoking is not allowed on the premises of the Company, except in areas that have been clearly designated as employee smoking areas. The employees should only smoke when they are physically located in the designated smoking area and are expected to dispose of their cigarette butts in the receptacles provided.

The Company is concerned about its employees' health and discourages smoking. Tobacco smoking has been directly linked with cancer, respiratory problems and other disorders.

##### **Drugs and Alcohol**

The consumption, distribution and/or sales of alcohol on the Company's premises or in the course of employment will not be tolerated. The only exception to this is on company sponsored occasions that have the prior approval of the Director at Interest and when entertaining customers, supplier on behalf of the Company. On these exceptional occasions employees must ensure that they drink in moderation, behave in a professional manner, and do not engage in conduct which may risk their safety or the safety of others (including driving or operating any vehicle).

## **COMPANY CODE OF CONDUCT**

OS-SN-GEN-005(ENG) REV.01

At the Company's premises, consumption, distribution and/or sales of alcohol is completely banned. The use of any non-prescription drugs is strictly prohibited in any premises of the Company or in the course of employment. Any individual on prescribed drugs, which may impact on their ability to safely perform their duties, must provide their manager with a medical certificate certifying that they are fit to perform their duties.

### **Tidiness**

Desk and working areas must be left as tidy as possible. Under no circumstances must any items of value such as cheques be left overnight either in or on desks. All confidential material must be locked in desks or filing cabinets. Personal belongings in desks should be limited and not allowed to accumulate.

### **Dress and Grooming Standards**

It is in the Company's best interests to present a professional image to its customers, suppliers and the public. Accordingly, it is expected that all parties will dress in a manner consistent with good hygiene, safety and good taste.

Employees required to wear uniforms provided by the Company and must take care of their uniforms and report any wear or damage to their supervisors. Employees must be suitably groomed at all times and their appearance must be clean and neat.

### **Obscene Language**

All parties are expected not to use objectionable or obscene language at any time whilst in or on the Company's premises. Employees are expected to at all times act and behave in a business-like manner and be courteous to their fellow employees and colleagues.

### **Inappropriate Conduct**

All parties are expected not to conduct themselves in a manner that has an adverse impact on the work environment, including at company sponsored functions. This inappropriate conduct includes threats, over consumption of alcohol, violent behaviour, the possession of weapons of any type, the use of recording devices, including web cameras, for other than management approved purposes.

### **Sexual Misconduct, Abuse, Harassment and Assault**

The Companies does not tolerate sexual misconduct or abuse, such as sexual assault, and rape. Sexual activities include undesired sexual advances in the form of requests for sexual favours or other verbal, non-verbal or physical behaviour.

## **5. Compliance with Laws and Regulations**

All parties must comply with all laws which apply to the Company's business. It is the responsibility of each party to meet this obligation. All parties have responsibility to know what the law requires and that they understand the importance of complying with the law.

## **6. Equal Employment Opportunities**

The Company strictly prohibits discrimination against any employee or applicant for employment because of the individual's race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability, or any other characteristic. Affirmative action will be taken to ensure that all employment decisions, including but not limited to those involving recruitment, hiring, promotion, training, compensation, benefits, transfer, discipline, and discharge, are free from unlawful discrimination.

## **7. Human trafficking and Slavery**

The Company strictly prohibits the use of forced labour and human trafficking in all company operations and in our supply chain including slavery and abduction, forced recruitment, debt bondage and domestic workers under forced labour situations, and internal or international trafficking.

## **8. Obligation to report breaches**

The individual, who become aware of a suspected violation of the Code of Conduct, whether before or after it has occurred, must promptly report it to their manager and/or human resources department. In addition, for matters concerning accounting, auditing or internal controls matter employees may contact finance internal auditor or finance director.

Violations or any concerns or questions about potential violations by any executive officer or director of the Company should be promptly reported to the Board of Commissioner.

## **9. Politic Activities**

All parties to be neutral towards all political parties by:

- Not doing any form of political activity, both inside and outside the Company's environment except running political rights as citizens.
- Not using company facilities for the benefit of a certain group/political party.
- Not carry, demonstrate, deploy, and distribute symbols, images and ornaments of political parties within the Company.

Approved by

**Directors of the Company**



**Abidin**  
President Director



**Bidin Yusuf**  
Operational Director



**Kustina**  
Finance Director (Non Affiliated)