

GUIDELINES AND RULE OF WORK FOR BOARD OF COMMISSIONERS

1. BACKGROUND

Board of Commissioners of PT. Sat Nusapersada Tbk (the "Company") was appointed by the shareholders to conduct surveillance and provide advice to the Board of Directors on the implementation of tasks and responsibilities. The main duties and responsibilities of the Board of Commissioners is to ensure the continuity of the Company's business and ensure that the Board of Directors performing their duties in good faith for the benefit of the company, as well as other stakeholders (Stakeholders).

2. LEGAL BASIS

Rules that form the basis of guidelines and rule of work of board BOC Work are:

- 2.1 Financial Services Authority (OJK) Regulation No.33/POJK.04/2014 of the Board of Directors and Board of Commissioners of Public Company.
- 2.2 Financial Services Authority (OJK) Regulation No.34/POJK.04/2014 of the Nomination and Remuneration Committee of Public Company.
- 2.3 Indonesia Stock Exchange Directors Decree No. Kep-00001/BEI/01- 2014 dated January 20, 2014 on Amendments to the Law No. IA on the Registration of Shares and Equity except Shares Issued by the Listed Company.
- 2.4 Act No. 40 of 2007 regarding Limited Liability Company
- 2.5 Articles of Association of PT Sat Nusapersada Tbk and the subsequent changes.

3. STRUCTURE, AND MEMBERSHIP CRITERIA

- 3.1 The Board of Commissioners consists of at least two (2) members, consisting of the President Commissioners and a member of the Board of Commissioners or more, with the applicable regulations in the capital market.
- 3.2 At least 1 (one) member of the Board of Commissioners must reside in Indonesia.
- 3.3 At least 30% (thirty percent) of the members of the Board of Commissioners are Independent Commissioners.
- 3.4 Member of the Board of Directors is an individual who meets the following requirements upon appointment and during his tenure:
 - a. have good character, morals, and good integrity;
 - b. legally competent;
 - c. within 5 (five) years prior to appointment and during his tenure:
 1. not been declared bankrupt;
 2. never become a member of the Board of Directors and / or members of the Board of Commissioners found at fault for causing a company to go bankrupt;
 3. never been convicted of a criminal offense that is detrimental to the country's financial and / or relating to the financial sector; and
 4. never become a member of the Board of Directors and / or members of the Board of Commissioners that during his tenure:
 - a. ever did not hold Annual General Meeting of Shareholder;

- b. Had the accountability report as members of the Board of Directors and / or members of the Board of Commissioners not been accepted by the GMS or had ever not submitted the accountability report as members of the Board of Directors and / or members of the Board of Commissioners to the GMS; and
- c. ever lead companies that obtain a permit, approval, or registration from the Financial Services Authority did not fulfill the obligation to submit annual reports and / or financial reports to the Financial Services Authority.
- d. Possess commitment to comply with laws and regulations; and
- e. Possess knowledge and / or expertise in the required field of Public Company.

3.5 Independent Commissioner shall meet the following requirements:

- 1. not a person who work or have the authority and responsibility for planning, directing, controlling or supervising activities of the company within 6 (six) months, except for reappointment as Independent Commissioner for the Company in the next period;
- 2. does not have shares either directly or indirectly in the company;
- 3. does not has any affiliation with the company, member of the Board of Commissioners, members of the Board of Directors or major shareholders of the company; and
- 4. does not have any business relationship, directly or indirectly related to the business activities of the company.

4. DUTIES, RESPONSIBILITIES AND POWERS

TASK

- 4.1 The Board of Commissioners in charge of supervising and responsible for over sighting the implementation of Company policy, enforcing the policy and business of the Company, and to advise the Board of Directors.
- 4.2 In certain circumstances, the Board of Commissioner shall hold Annual Meeting of Shareholder and other GMS in accordance with its authority as stipulated in the legislation and articles of association.
- 4.3 Members of the Board of Commissioners shall carry out the duties and responsibilities referred to in points 4.1 (four point one) in good faith, full of responsibility, and prudence.
- 4.4 In order to support the effectiveness of the implementation of the tasks and responsibilities referred to in points 4.1 (four point one) Board of Commissioners must form an Audit Committee and may establish other committees.
- 4.5 The Board of Commissioners shall evaluate the performance of the committees that assist the implementation of the tasks and responsibilities referred to in points 4.4 (four point four) each financial year end.
- 4.6 The company does not established Nomination and Remuneration Committee; the functions shall be executed by the Board of Commissioners with the following description:
 - 1. Nomination Function:
 - a. composing the member of the Board of Directors and / or members of the Board of Commissioners;
 - b. Setting up policies and criteria required in the process of Nomination;

- c. preparing a performance evaluation policy for members of the Board of Directors and / or members of the Board Commissioner;
 - d. assessing the performance of members of the Board of Directors and / or members of the Board of Commissioners based on benchmarks that had been developed as an evaluation;
 - e. determine the capacity building program of the Board of the Directors and / or members Board of Commissioners; and
 - f. propose candidates who qualify as members of the Board of Directors and / or member of the Board of Commissioners to the GMS.
2. Functions Remuneration:
- a. structuring the remuneration;
 - b. develop remuneration policy; and
 - c. establish the amount on remuneration;
 - d. assessing the performance of the conformity remuneration received by each each member of the Board of Directors and / or members of the Board of Commissioners.

RESPONSIBLE

- 4.7 Each member of the Board of Commissioners is responsible jointly and severally for any loss of the Company caused by the fault or negligence of members of the Board in carrying out its duties.
- 4.8 Members of the Board of Commissioners cannot be held responsible for the loss of the Company referred to in points 4.7 (four point seven) if it can prove:
- a. The loss through no fault or negligence;
 - b. has made arrangements in good faith, full of responsibility and carefulness attention to the interests and in accordance with the intent and purpose of the company;
 - c. does not have a conflict of interest, either directly or indirectly, for the management that resulting in losses; and
 - d. have taken action to prevent such loss from arising or continuing.
- 4.9 The Board of Commissioners is responsible to perform the functions of Nomination and Remuneration.

AUTHORITY

- 4.10 Board of Commissioners is authorized to suspend members of the Board of Directors by stating the reasons.
- 4.11 Board of Commissioners can take over the management of the Company in certain circumstances for a certain period of time.
- 4.12 Authority referred to points 4.11 in (four point eleven) determined under company article of association or decision of the AGM.

5. PROCEDURES AND PROCEDURE

In carrying out the functions of the Nomination and Remuneration Committee, the Board shall perform the following procedures:

- 5.1 Collate the composition and nomination process for members of the Board of Directors and/or members of the Board of Commissioners;
- 5.2 develop policies and criteria required in the process of Nomination of candidates for members of the Board of Directors and / or members of the Board of Commissioners;
- 5.3 evaluate the performance of members of the Board of Directors and / or members of the Board of Commissioners;
- 5.4 develop capacity building programs for Board of Directors and / or members of the Board of Commissioners;
- 5.5 examine and propose candidates who qualify as members of the Board of Directors and / or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS;
- 5.6 structuring the remuneration for the members of the Board of Directors and / or members of the Board of Commissioners;
- 5.7 develop a policy on remuneration to the members of the Board of Directors and / or members of the Board of Commissioners; and
- 5.8 preparing the amount of remuneration for members of the Board of Directors and / or members of the Board of Commissioners.

6. VALUES AND ETHICS OF WORK

- 6.1 Each member of the Board of Commissioners must abide by the code of ethics in the Company, carry out their duties in good faith, full of responsibility and prudence to always heed the legislation in force, which related to the implementation of Good Corporate Governance and Articles of Association of the Company, and shall uphold the highest standards of integrity and to avoid conflict of interest between the Company and the Board of Commissioners and the parties concerned.
- 6.2 In the event of any conflict of interest, members of the Board of Commissioners are prohibited from taking actions that could harm the Company or reduce the profits of the Company and must disclose the relevant conflicts of interest in any of the decision.
- 6.3 Each member of the Board of Commissioners must:
 - a. disclose the ownership of share of 5% (five percent) or more in the Company, as well as the financial relationships and family relationships with members of the Board of Commissioners, members of the Board of Directors and / or controlling shareholders of the Company.
 - b. does not utilize the Company for their own interests, including the interests of the family and / or other parties who harm or reduce profits of the Company.
- 6.4 Each member of the Board of Commissioners are prohibited from directly or indirectly making incorrect statements about the material information or not disclose material facts so that the statements are not misleading regarding the state of the Company that occurred at the time the statement was made.

7. TIME WORK

Board of Commissioners must provide sufficient time to carry out their duties and responsibilities optimally.

8. MEETING

- 8.1 The Board of Commissioners shall convene a Board of Commissioner meeting at least once in 2 (two) months.
- 8.2 The Board of Commissioners shall convene a meeting with Nomination and Remuneration agenda on a regular basis at least once in every 4 (four) months.
- 8.3 Meeting with Nomination and Remuneration agenda may be held in conjunction with other agendas.
- 8.4 Meetings of the Board of Commissioners as referred to in points 8.1 (Eight point one) and 8.2 (eight point two) may be held if attended by more than 1/2 (one half) of the total members of the Board of Commissioners.
- 8.5 The Board of Commissioners shall hold a joint meeting with the Board of Directors on a regular basis at least once in 4 (four) months.
- 8.6 The presence of members of the Board of Commissioners in the meeting referred to in points 8.1 (eight point one), 8.2 (eight point two) and paragraph 8.5 (eight point five) should be disclosed in the annual report of the Company.
- 8.7 Decisions are made by consensus during the meeting of the Board of Commissioners as referred to in points 8.1 (eight point one), 8.2 (eight point two) and paragraph 8.5 (eight point five).
- 8.8 In the event that no consensus is reached during the meeting referred to in points 8.7 (eight point seven), decisions will be made by voting and need to be approved by more than 1/2 (one half) of the members of the Board of Commissioners present.
- 8.9 The meeting referred to in points 8.1 (eight point one) and 8.2 (eight point two) must be stated in the minutes of the meeting, signed by all members of the Board of Commissioners present, and submitted to all members of the Board of Commissioners.
- 8.10 The meeting referred to in points 8.5 (eight point five) must be stated in the minutes of the meeting, signed by members of the Board of Directors and members of the Board of Commissioners present, and submitted to all members of the Board of Directors and the Board of Commissioners.
- 8.11 In the event the members of the Board of Directors and / or members of the Board of Commissioners who did not sign the meeting referred to in points 8.1 (eight point one), 8.2 (eight point two) and points 8.5 (eight point five), the respective party shall set out the reasons in writing in a separate letter attached to the minutes of meetings.

9. REPORTING

- 9.1 Reporting the implementation of the duties, responsibilities, and procedures for the Nomination and Remuneration function carried out by the Board of Commissioners as part of Board of Commissioners report and submitted to the General Meeting of Shareholders.

9.2 The Board of Commissioners shall submit a supervisory report to General Meeting of Shareholders once a year.

10. LIABILITY

In carrying out the duties, the Board of Commissioners are responsible to the General Meeting of Shareholders (AGM).

11. EFFECTIVE DATE

Guidelines and Rules of Work for Board Of Commissioner is valid after obtaining approval from the Board of Commissioners.

BOARD OF COMMISSIONERS

PT SAT NUSAPERSADA Tbk

02 November 2015



Megawati
President Commissioner



Usman Fan
Commissioner



Anas, S.E
Independent Commissioner