

GUIDELINE AND RULES OF WORK FOR BOARD OF DIRECTORS

1. BACKGROUND

The Board of Directors of PT. Sat Nusapersada Tbk (the "Company") appointed by the Shareholders to perform all actions relating to the management of the Company for the benefit of the Company and in accordance with the purposes and objectives of the Company and represent the Company both in and out of court on all matters and all events with restrictions as specified in the Articles of Association of the Company.

2. LEGAL BASIS

Regulations that became the basis of preparation of the Guidelines and Rules of Work of Directors are:

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

3. STRUCTURE AND MEMBERSHIP CRITERIA

- 3.1 The Board of Directors consists of at least two (2) members, consisting of the chief executive or president director and a member of the board of directors or more, in line with the applicable regulations in the capital market.
- 3.2 At least 1 (one) member of the Board of Directors must be domiciled in Indonesia.
- 3.3 Have at least 1 (one) person from the members of the Board of Directors to act as an Independent Director.
- 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 Directors shall meet the following requirements:

- a. is not affiliated with controlling party of the Company at least six (6) months prior to the appointment as Independent Director;
- b. is not affiliated with the Commissioner or the Board of Directors of the Company;
- c. is not working as the executive director in another company;
- d. is not an insider person in the Supporting Professional institution or the Capital Market whose service is widely used by the Company during the six (6) months prior to the appointment as a Director.

4. DUTIES, RESPONSIBILITIES AND POWERS

TASK

- 4.1 Board of Directors are in charge of the running and are responsible for managing the company for the benefit of the company in accordance with the intent and purpose of the company set forth in the articles of association.
- 4.2 In performing its duties and responsibilities for the management referred to in article (4.1), the Board of Directors shall hold annual GMS and other GMS as stipulated in the prevailing regulations and article of association.
- 4.3 Each member of the Board of Directors shall carry out the duties and responsibilities referred to in article (4.1) 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 article (4.1) The Board of Directors may form committees.
- 4.5 In the case of the establishment of the committee referred to in article (4.4), the Board of Directors shall evaluate the performance of the committee in each financial year end.

RESPONSIBLE

- 4.6 Each member of the Board of Directors jointly and severally liable for the loss of the Company caused by the fault or negligence of members of the Board of Directors in carrying out its duties.
- 4.7 The Directors shall not be accountable for any loss of the Company as referred to in paragraph 4.6 (four point six) if it can prove:
 - a. The loss was not due to his/her fault or negligence;

- b. has made arrangements in good faith, responsibly and in the interests of prudence 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 necessary action to prevent such loss from arising or continuing.

AUTHORITY

4.8 The Board of Directors authorized to represent the Company in and out of court.

4.9 Member of Board of Directors is not authorized to represent the Company if:

- a. there is a litigation between the Company with related members of the Board of Director; and
- b. member of the Board of Director has interests that conflict with the interests of the company.

4.10 In the event of a situation as described in paragraph 4.9 (four point nine), the right to represent the Company are:

- a. Member of Board of Director who does not have a conflict of interest with the Company;
- b. Board of Commissioners in cases where all the members of the Board of Directors have a conflict of interest with the Company; or
- c. Others as appointed by the AGM in cases where all the members of the Board of Directors or Board of Commissioners have conflict of interest with the Company.

5. PROCEDURES AND PROCEDURE

5.1 Each member of the Board of Directors must comply with 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 were related to the implementation of Good Corporate Governance and Articles of Association of the Company, as well as shall uphold the highest standards of integrity and to avoid conflict of interest conditions between the Company and the Board of Directors as well as the relevant parties.

5.2 In the event of any conflict of interest, Board of Directors are prohibited from taking actions that could harm the Company or reduce the profits of the Company and must disclose referred conflicts of interest in any of their decision.

5.3 Each member of the Board of Directors shall:

- a. disclose the ownership of the share of 5% (five percent) or more, in that related Company, as well as the financial relationship and family relationship with other members of the Board of Directors, members of the Board of Commissioners 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.

5.4 Each member of the Board of Directors are prohibited from directly or indirectly making incorrect statements about the material fact or not disclose material facts so that the

statements made is not misleading regarding the state of the Company that occurred at the time the statement was made.

6. TIME WORK

Directors must provide sufficient time to carry out their duties and responsibilities optimally.

7. MEETING

- 7.1 The Board of Directors must convene a Board of Directors meeting on a regular basis at least 1 (one) time in every month.
- 7.2 The Board of Directors meeting as referred to in point 7.1 (seven point one) could be held if attended by more than 1/2 (one half) of the total members of the Board of Directors.
- 7.3 The Board of Directors must convene a meeting between the Board of Directors and the Board of Commissioners on a regular basis at least 1 (one) time in 4 (four) months.
- 7.4 The presence of members of the Board of Directors in the meeting referred to in points 7.1 (seven point one) and 7.3 points (seven point three) should be disclosed in the annual report of the company.
- 7.5 Directors must schedule the meeting referred to points 7.1 (seven point one) and points 7.3 (seven point three) for the next year before the end of the fiscal year.
- 7.6 At that scheduled meeting as referred to in points 7.1 (seven point one) the agenda of the meeting must be delivered to participants of the meeting no later than five (5) days before the meeting is held.
- 7.7 In the event of a meeting held outside the schedule that has been prepared as described in points 7.1 (seven point one), meeting agenda must be submitted to the participants of the meeting latest before the meeting is held.
- 7.8 Decisions are made by consensus during the meeting of the Board of Directors referred to in points 7.1 (seven point one).
- 7.9 In the event that no consensus is reached during the meeting referred to in points 7.1 (seven point one), 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 Directors present.
- 7.10 The meeting referred to in points 7.1 (seven point one) must be stated in the minutes of the meeting, signed by all members of the Board of Directors present, and submitted to all members of the Board of Directors.
- 7.11 The meeting referred to in points 7.3 (seven point three) 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.
- 7.12 In the case of members of the Board of Directors and / or members of the Board of Commissioners who did not sign the meeting referred to in points 7.10 (seven point ten) and points 7.11 (seven point eleven), the member shall set out the reasons in writing in a separate letter attached to the minutes meeting.
- 7.13 minutes of the meeting referred to in points 7.10 (seven point ten) and 7.11 (seven point eleven) shall be documented by the Company.

8. REPORTING

- 8.1 The Board of Directors shall prepare a report for its management responsibilities of the Company in the form of an annual report that includes, among others, financial statements, activity reports and the Company's GCG implementation report;
- 8.2 The annual report must be approved by the General Meeting of Shareholders, while the financial statements must obtain ratification from the General Meeting of Shareholders;

9. LIABILITY

In carrying out the duties, the Board of Directors is responsible to the General Meeting of Shareholders (GMS).

10. EFFECTIVE DATE

Guidelines and Rules of Work of Directors is valid after the approval of the Board of Directors.

BOARD OF DIRECTORS
PT SAT NUSAPERSADA Tbk
02 November 2015



Abidin
President Director



Bidin Yusuf
Operational Director



Kustina
Finance Director (Non Affiliated)