

PT HANJAYA MANDALA SAMPOERNA TBK.

CHARTER OF THE BOARD OF COMMISSIONERS

MAY 18, 2025

The guidelines on the main duties and work functions of the Board of Commissioners in improving the quality and the effectiveness of the working relationship among the corporate organs within the organization in order to apply the Good Corporate Governance principles (GCG), which are transparency, accountability, responsibility, independency, and fairness.

Effective as of May 18, 2025 based on the resolution of the Board of Commissioners Number 063/CLD.CRO/HMS-BOC/V/2025 dated May 18, 2025



PT HM SAMPOERNA Tbk.

CHAPTER I INTRODUCTION

A. Background

PT HM Sampoerna Tbk. (hereinafter referred to as **“Sampoerna”** or the **“Company”**), is a company established under the laws and regulations applicable in the Republic of Indonesia, having its domicile in Surabaya, and listed on the Indonesian Stock Exchange (IDX). As a company listed on the IDX, in conducting its operations, it must comply with all the provisions of the laws and regulations applicable in the capital market area in which the shares of the Company are listed.

As the supervisor and the adviser of the Company, the Board of Commissioners must always comply with laws and regulations and the Articles of Association of the Company in carrying out its daily duties. The basics of good corporate governance are based on the principles of Good Corporate Governance (GCG) which is known as TARIF (Transparency, Accountability, Responsibility, Independency and Fairness). The Company will conduct its operations based on the principles of GCG through TARIF, to meet the interests of its shareholders and other stakeholders.

In carrying out its duties, the Board of Commissioners has a very important role in supervising the carrying out the Company's business. Hence the Board of Commissioners requires a charter as a working guideline to help it carry out its duties, responsibilities and authority to fulfill the expectation of its shareholders and other stakeholders.

By establishing this charter, the Board of Commissioners is expected to always put forward the principles of GCG, through TARIF consistently, in accordance with the standard of ethics and values applicable in the Company in its act and its conduct.

The Board of Commissioners will also comply with the prevailing laws and regulations and the Articles of Association of the Company at all times in order to give a good example on the implementation of the principles of GCG, ethics, and values which affect its shareholders and other stakeholders.

B. Purpose and Objective

This Charter is prepared as a guideline for the Board of Commissioners to help it in conducting its duties and responsibilities which should be efficient, transparent, competent, independent, and accountable in accordance with the applicable laws and regulations.

CHAPTER II ESTABLISHMENT, ORGANIZATION AND TERM OF OFFICE

A. Legal Basis

1. Limited Liability Company Law;
2. Capital Market Law;



PT HM SAMPOERNA Tbk.

3. Regulations of the Financial Services Authority (Otoritas Jasa Keuangan –OJK);
4. Regulations of Indonesia Stock Exchange (PT Bursa Efek Indonesia – BEI);
5. Articles of Association of the Company.

B. Appointment and Dismissal

A member of the Board of Commissioners is appointed by the General Meeting of Shareholders (GMS), commencing from the date of the GMS in which the member is appointed until the closing of the fifth annual GMS after the member is appointed, without prejudice to the rights of the GMS to dismiss such member at any time. A member of the Board of Commissioners whose term of office has ended may be reappointed in accordance with the decision of the GMS.

C. Objective and Position in the Organization

In accordance with the applicable laws and regulations, the Board of Commissioners is an organ of the Company having the duty to conduct the supervision of management policy, whether it is related to the Company or the Company's business, and giving advice to the Board of Directors, as well as monitoring and ensuring that GCG has been applied effectively and sustainably.

The position of the Board of Commissioners is equal to the Board of Directors and it reports to the GMS. In their daily activities, the Board of Commissioners can be assisted by the Supporting Committee appointed by them and has a supervision duty over the Board of Directors.

D. Organization of the Board of Commissioners

1. Structure of Membership

- a. The Board of Commissioners must consist of at least 2 (two) members, one of whom shall be appointed as the President Commissioner.
- b. Another member of BOC may be appointed as Vice President Commissioner, if necessary.
- c. In the case where the Board of Commissioners consists of 2 (two) members, 1 (one) Commissioner must be an Independent Commissioner.
- d. Former President Directors and/or members of the Board of Directors who are elected as members of the Board of Commissioners cannot be immediately appointed as President Commissioner and must have a 2 (two) year waiting period before being appointed to the position of President Commissioner. If the Board of Commissioners decides that a former President Director/member of the Board of Directors needs to become the President Commissioner before the lapse of the aforementioned 2 (two) year waiting period, the Board of Commissioners will provide reasons and explanations in the Annual Report.
- e. Former members of the Board of Directors may join the Board of Commissioners as Independent Commissioners only under extraordinary circumstances, with a minimum 6 (six) months gap between these positions.



PT HM SAMPOERNA Tbk.

- f. The GMS determines the composition and number of members of the Board of Commissioners. This decision is based on the Company's vision, mission, condition, and interests, ensuring that the board can adopt resolutions that are effective, accurate and prompt, and independent.
- g. If the Board of Commissioners consists of more than 2 (two) members, the number of Independent Commissioners should account for at least 30% (thirty percent) of the total number of members of Board of Commissioners.

2. Nomination of Membership

- a. The process of nomination for members of the Board of Commissioners is conducted by the Board of Commissioners through the Nomination and Remuneration Committee ("**NR Committee**").
- b. A member of the Board of Commissioners is selected and appointed by the GMS through a nomination process that follows the provisions of the Company's Articles of Association, as well as relevant laws and regulations, including those related to limited liability companies. The selection also considers the integrity and dedication of the proposed member, their understanding of the Company's management issues, their knowledge of the Company's business, and their availability to fulfill their duties.

3. Requirements of the Membership

A member of the Board of Commissioners should be a person who has good character, morals and integrity, is competent to carry out legal actions and within 5 (five) years prior to his or her appointment was never:

- a. Declared bankrupt;
- b. A member of a Board of Directors or a member of a Board of Commissioners who is declared guilty of causing a company to be declared bankrupt;
- c. Convicted of committing a criminal act which causes harm to the state's finance and/or related to the financial sector.
- d. A member of the Board of Directors and/or Board of Commissioners who, during their tenure:
 - (i) Failed to convene an annual GMS;
 - (ii) Their accountability as members of Board of Directors and/or Board of Commissioners was either rejected by the GMS or they failed to provide accountability to the GMS; and



PT HM SAMPOERNA Tbk.

- (iii) Caused a company which had a license and approval from or was registered with the Financial Services Authority, to fail in meeting its obligation to submit the annual report and/or financial reports to the Financial Services Authority.

In addition to the requirements as mentioned above, an Independent Commissioner must also fulfill the following requirements:

- a. Not be an individual who worked or had the authority and responsibility to plan, lead, control or supervise activities of the Company within the last 6 (six) month, unless in the context of re-appointment as an Independent Commissioner of the Company for the following period;
- b. Does not directly or indirectly own shares in the Company;
- c. Does not have an affiliation with the Company, members of Board of Commissioners, members of Board of Directors, or the main shareholders of the Company;
- d. Does not have a business relationship, which is directly or indirectly associated with the business activities of the Company;
- e. Complies with other requirements as stipulated in the prevailing laws and regulations.

The appointment of a member of the Board of Commissioners who does not meet the above requirements shall be legally void, as it is assumed that the member of the Board of Directors or the Board of Commissioners is aware of the non-fulfillment of these requirements.

4. Dual Position

- a. Members of Board of Commissioners can concurrently serve as:
 - (i) Members of Board of Directors of not more than 2 (two) other Issuers or Public Companies; and
 - (ii) Members of Board of Commissioners of not more than 2 (two) other Issuers or Public Companies.
- b. If a member of the Board of Commissioners does not have concurrent positions as a member of Board of Directors, the member of Board of Commissioner can concurrently serve as a member of Board of Commissioners of not more than 4 (four) other Issuers or Public Companies.
- c. Members of the Board of Commissioners can concurrently serve as members of not more than 5 (five) committees within the Issuers or Public Companies where they function as members of Board of Directors or Board of Commissioners. Concurrent position as members of committees is only allowed if it does not contradict other prevailing laws and regulations.



PT HM SAMPOERNA Tbk.

5. Term of Office

- a. The term of office of a member of the Board of Commissioners is for a period of 5 (five) years, commencing from the date of the GMS appointing him/her. This is without prejudice to the rights of the GMS to dismiss a member of the Board of Commissioners at any time prior to his/her term of office ending, in accordance with the provision of the of the Articles of Association of the Company.
- b. A member of the Board of Commissioners whose term of office has ended may be reappointed based on the resolution of the GMS.
- c. An Independent Commissioner who has served for 2 (two) periods of office may be reappointed for the next period, provided that the Independent Commissioner declares to the GMS that he/she remains independent and such declaration must be disclosed in the Annual Report.

In the event the Independent Commissioner holds a position in the Audit Committee, then the Independent Commissioner may be reappointed for 1 (one) additional term of office in the Audit Committee.

- d. The office of a member of the Board of Commissioner shall end if:
 - (i) His/her term of office ends;
 - (ii) He/she resigns in accordance with the provision of the Articles of Association of the Company;
 - (iii) He/she no longer meets the requirements of the prevailing laws and regulations;
 - (iv) He/she dies;
 - (v) He/she is dismissed based on the resolution of the GMS; or
 - (vi) He/she is proven to be involved in financial crimes.
- e. A member of the Board of Commissioners has the right to resign by giving written notice to the Company. The resignation must be decided by the GMS no later than 90 (ninety) days after receiving the notice. The resigning member may still be held accountable in the next GMS for actions taken as a Commissioner that were conducted from his/her appointment as member of the Board of Commissioners until the date of his/her resignation.
- f. With regard to the resignation of a member of the Board of Commissioners, the Company must convene a GMS to formalize such resignation within a period of no later than 90 (ninety) days after the resignation letter is received. The resignation shall be valid and effective once it is agreed upon by the GMS.
- g. If the GMS decides to appoint a new member to replace a vacant position on the Board of Commissioners, the term of office for the appointed person will be the remaining term of office of the member of the Board of Commissioner which he/she is replacing.



PT HM SAMPOERNA Tbk.

- h. If, for any reason, all positions of the Board of Commissioners are vacant, then within a period of 60 (sixty) days after the vacancy occurs, a GMS must be convened to fill the vacancies.

E. Induction Program of Member of the Board of Commissioners

Each new member of the Board of Commissioners who is appointed for the first time shall receive an induction program concerning the Company. The responsibility to conduct such induction program is on the Company Secretary or anyone who carries out the function as the Company Secretary.

The induction program should cover:

1. The implementation of GCG principles by the Company;
2. Description of the Company relating to its objective, nature, and scope of activities, financial and operational performance, strategies, short term and long term business plans, competitive position, risks and other strategic matters;
3. Explanation of the internal and external audit functions, internal control systems and policy, including the Audit Committee;
4. Explanation regarding duties and responsibilities of the Board of Commissioners.

The induction program may be in the form of presentations, meetings, visits to the Company's business units and projects and documents study or other programs deemed relevant to help the new member to learn about the Company and its subsidiaries.

CHAPTER III DUTIES, RESPONSIBILITIES, WORKING HOURS, AND AUTHORITIES

A. Duties and Responsibilities

The Board of Commissioners has the duty to supervise and provide advice to the Board of Directors, who manage the Company. The implementation of these duties, responsibilities, and authorities must be reported to the GMS.

In performing their duties and responsibilities, the scope of work of the Board of Commissioners based on the prevailing laws and regulations and the Articles of Association covers the following:

1. To perform supervision on management policies, and the management of the Company by the Board of Directors;
2. To carry out their duty, authority, and responsibility in accordance with the provision of the Articles of Association of the Company, resolutions of the GMS and the provision of the laws



PT HM SAMPOERNA Tbk.

and regulations and in doing so, be obligated to implement the principles of professionalism, efficiency, transparency, independency, accountability, responsibility and fairness;

3. To carry out the duty of supervision with good intention, caution, and responsibility, and to give totally impartial advice to the Board of Directors in the interest of the Company and in accordance with the purpose and objective of the Company;
4. To conduct, under certain conditions, the annual GMS and other GMS in accordance with its authority under the law and as stipulated in the Company's articles of association;
5. To review the annual report prepared by the Board of Directors and sign the report, and ensure that the Annual Report of the Company has all the information as stipulated by prevailing laws and regulations;
6. To form an Audit Committee and other committees to support the effective implementation of duties and responsibilities of the Board of Commissioners;
7. To conduct an evaluation on the performance of each committee which assisted in the implementation of the duties and responsibilities of the Board of Commissioners, at the end of every fiscal year;
8. To improve their competency and knowledge continuously to carry out their function professionally as the Board of Commissioners;
9. To oversee the effectiveness of corporate governance policies and their implementation, and propose changes as necessary;
10. To conduct periodic reviews of the remuneration system for the Board of Directors and Board of Commissioners;
11. To carry out other duties and responsibilities as determined by the prevailing laws and regulations as well as the Company's Articles of Association.

B. Working Hours

1. Each member of the Board of Commissioners is required to allocate sufficient time to effectively perform their duties and responsibilities.
2. The fulfillment of the obligation to allocate sufficient time by members of the Board of Commissioners is reflected by the following:
 - a. Attendance at Board of Commissioners Meetings: Members of the Board of Commissioners must actively attend the number of Board of Commissioners meetings required by the Articles of Association and/or applicable regulations.



PT HM SAMPOERNA Tbk.

- b. Attendance at GMS: Members of the Board of Commissioners must attend the Annual GMS and any Extraordinary GMS to perform their oversight role and be accountable to shareholders.
- c. Execution of Oversight Duties and Functions: Members of the Board of Commissioners must carry out their oversight duties, provide guidance and advice to the Board of Directors, and manage risks within their scope of responsibility.

C. Authorities

- 1. The Board of Commissioners shall supervise the management policies and the management of the Company, giving guidance and advice to the Board of Directors.
- 2. Members of the Board of Commissioners whether jointly or individually at all times within the office hours of the Company have the right to enter the building and premises or other places used or controlled by the Company and have the right to examine all book keepings, letters and other evidences, examine and compare the cash condition and has the right to know all actions which have been carried out by the Board of Directors.
- 3. In accordance with the Articles of Association of the Company and prevailing laws and regulations, the Board of Commissioners is authorized to grant approval to the Board of Directors in carrying out certain legal actions.
- 4. The Board of Commissioners must grant written approval to the Board of Directors for the actions of the Board of Directors in the following matters:
 - a. To borrow or lend money on behalf of the Company (excluding withdrawing money of the Company in a bank) for every transaction in the amount exceeding the limit determined by the Board of Commissioners from time to time;
 - b. To establish a new business or participate in other companies whether domestic or abroad.
- 5. The Board of Commissioners at all times has the right to temporarily dismiss one or more member of the Board of Directors if the member of the Board of Directors is acting contrary to the Articles of Association and/or the prevailing laws and regulations.
- 6. The Board of Commissioners has the may carry out the management of the Company if due to any reason whatsoever all position of the members of the Board of Directors are vacant.
- 7. The Board of Commissioners may represent the Company in the event the Company has a conflict of interest with the interest of all members of the Board of Directors.
- 8. The Board of Commissioners may request all information related to the Company from the Board of Directors if required.
- 9. The Board of Commissioners may provide recommendations regarding the appointment and dismissal of members of the Board of Directors and/or members of the Board of



PT HM SAMPOERNA Tbk.

Commissioners, taking into account recommendations from the NR Committee, for approval by GMS.

10. The Board of Commissioners may conduct other acts as provided for by the prevailing laws and regulations as well as the Company's Articles of Association.

D. Supporting Committee of the Board of Commissioners

In conducting its duties and responsibilities and to comply with the provisions of the prevailing laws and regulations, at the cost of the Company, the Board of Commissioners is obligated to establish an Audit Committee and may establish other supporting committees. Other supporting committees established by the Board of Commissioners are the Nomination and Remuneration Committee (NR Committee) and the Risk Management Monitoring Committee (RMM Committee).

Each supporting committee is responsible to the Board of Commissioners. The duty, term of office, requirement, income, and performance evaluation of every committee is regulated in a separate charter stipulated by the Board of Commissioners.

1. Audit Committee

- a. The Audit Committee shall consist of at least 3 (three) members, who are derived from Independent Commissioners and external parties of the Company;
- b. Each member of the Audit Committee is appointed and dismissed by the Board of Commissioners;
- c. The period of duty of the members of the Audit Committee will not exceed the term of office of the Board of Commissioners and a member may be reappointed only for 1 (one) additional term of office.

2. NR Committee

- a. The NR Committee is chaired by an Independent Commissioner and its members may be appointed from the members of the Board of Commissioners or from outside the Company or a party having the managerial position under the Board of Directors in the field of human resources;
- b. Each member of the NR Committee is appointed and dismissed by the Board of Commissioners;
- c. The period of duty of the members of the NR Committee will not exceed the term of office of the Board of Commissioners. Members can be reappointed without any limit on the number of terms.

3. RMM Committee

- a. The RMM Committee is chaired by an Independent Commissioner and its members may be appointed from the members of the Board of Commissioners or from outside the Company or a party having the managerial position under the Board of Directors in the field of risk, audit, and/or compliance.



PT HM SAMPOERNA Tbk.

- b. Each member of the RMM Committee is appointed and dismissed by the Board of Commissioners;
- c. The period of duty of the members of the RMM Committee will not exceed the term of office of the Board of Commissioners. Members can be reappointed without any limit on the number of terms.

E. Continuous Education

- 1. In order for the Board of Commissioners to be able to carry out its duties, the members of the Board of Commissioners must continuously improve and update their knowledge;
- 2. To facilitate knowledge update, each member of the Board of Commissioners needs to obtain continuous education which is combined with self-study and participation in trainings, workshops, seminars, conference, which will be beneficial to improve the effectiveness of the Board of Commissioners' function.

F. Meetings and Reporting

1. Meetings

- a. A meeting of the Board of Commissioners must be convened periodically at least once every 2 (two) months and may also be convened at any time if deemed necessary by one or more members of the Board of Commissioners or upon the written request of one or more members of the Board of Directors or upon the written request of one or more shareholders who jointly represent 1/10 (one tenth) of the total number of shares with lawful voting rights;
- b. The Board of Commissioners must convene a meeting with the Board of Directors periodically at least once every 4 (four) months;
- c. The attendance of the members of the Board of Commissioners in the meetings referred to in point a and b above must be disclosed in the annual report of the Company;
- d. The Board of Commissioners must schedule the meetings as mentioned in point a and b for the following year prior to the ending of the financial year. For such scheduled meetings, the material of the meeting shall be provided to participants of the meeting no later than 5 (five) days prior to the date of the meeting;
- e. A member of the Board of Commissioners is required to attend at least 75% (seventy-five percent) of all board meetings held during the year;
- f. The meeting invitation of the Board of Commissioners shall be sent by the President Commissioner or the Vice President Commissioner or 2 (two) Commissioners;
- g. The meeting invitation of the Board of Commissioners shall be sent to each member of the Board of Commissioners directly by receiving a proper receipt or sent by registered



PT HM SAMPOERNA Tbk.

mail, courier, facsimile, e-mail, or other electronic communication at least 3 (three) days prior to the meeting of the Board of Commissioners, excluding the date of the meeting invitation and the date of the meeting;

- h. The meeting invitation of the Board of Commissioners must contain the agenda, date, time and venue of the meeting of the Board of Commissioners;
- i. The meeting of the Board of Commissioners shall be at the place of domicile of the Company or the place of the business activity of the Company. If all members of the Board of Commissioners are present or represented, prior invitation shall not be required and the meeting of the Board of Commissioners shall be entitled to adopt a legal and binding resolution;
- j. The meeting of the Board of Commissioners is chaired by the President Commissioner, in the event the President Commissioner is absent or prevented from attending for whatever reason, then the meeting of the Board of Commissioners will be chaired by the Vice President Commissioner; and in the event the Vice President Commissioner is absent or prevented from attending for whatever reason, of which impediment no evidence to third parties is required, then the meeting of the Board of Commissioners is chaired by someone chosen among the members of the Board of Commissioners present in the meeting of the Board of Commissioners;
- k. A member of the Board of Commissioners may be represented in the meeting of the Board of Commissioners only by another Commissioner based on a power of attorney;
- l. The meeting of the Board of Commissioners is valid and entitled to adopt a valid and binding resolution if $\frac{2}{3}$ (two-thirds) of the total members of the Board of Commissioners are present or represented in the meeting of the Board of Commissioners;
- m. A resolution of the meeting of the Board of Commissioners must be taken through deliberation to reach a consensus. Failing such mutual consensus, the resolution is taken by voting based on affirmative votes of more than 50% (fifty per cent) of the number of lawful votes cast in the meeting of the Board of Commissioners;
- n. If there is a tied vote, then the Chairman of the meeting of the Board of Commissioners shall have a casting vote;
- o. (i) Each member of the Board of Commissioners who is present has the right to cast 1 (one) vote and an additional 1 (one) vote for every other member of the Board of Commissioners he/she represents;
- (ii) Voting by the Board of Commissioners concerning a person shall be conducted with a closed vote without signature, whereas voting concerning other matters shall be made verbally, unless determined otherwise by the chairman of the meeting without any objection from those present;



PT HM SAMPOERNA Tbk.

- (iii) Blank votes and illegal votes of the Board of Commissioners shall be deemed not legally cast and deemed to not exist and shall not be counted in determining the calculation of the number of votes cast.
- p. For all matters discussed and resolved in meeting of the Board of Commissioners, a Minutes of meeting shall be drawn up by a person present at the Meeting appointed by the Chairman of the Meeting and subsequently the Minutes shall be signed by the Chairman of the meeting and all attending members of the Board of Commissioners to ensure the completeness and accuracy of the minutes of the meeting and be provided to all members of the Board of Commissioners. The Minutes of Meeting shall constitute valid evidence to all members of the Board of Commissioners and third parties with respect to the resolutions and all matters occurring at the meeting of the Board of Commissioners. If the minutes are drawn up by a Notary, then such signatures shall not be required.
- q. Minutes of the joint meeting of the Board of Commissioners, and the Board of Directors shall be signed by the Chairman of the meeting, all attending members of the Board of Commissioners and the Board of Directors, and be provided to all members of the Board of Directors and the Board of Commissioners. The Minutes of meeting shall constitute valid evidence to all members of the Board of Commissioners, Board of Directors and third parties with respect to the resolutions and all matters occurring at the meeting. If the minutes are drawn up by a Notary, then such signatures shall not be required;
- r. If there is a member of the Board of Commissioners and/or Board of Directors who was present but did not sign the minutes of meeting referred to in points p and q, such member shall set out the reasons in writing in a separate letter to be attached to the minutes of meeting;
- s. The Board of Commissioners may also adopt valid resolutions without convening a meeting of the Board of Commissioners, provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners grant their approval concerning the proposal by signing such resolutions;
- t. A meeting of the Board of Commissioners may also be convened through remote means, such as teleconference, video conference or other electronic media which enable all Commissioners participating in the meeting of the Board of Commissioners to see and listen to each other directly and partake in the meeting of the Board of Commissioners. Such participation shall be deemed as attendance in the meeting of the Board of Commissioners. The convening of such meeting of the Board of Commissioners shall be made in a minutes of the meeting which is approved and signed by all Commissioners participating in the meeting of the Board of Commissioners.

2. Reporting

The Board of Commissioners together with the Board of Directors must convey the annual report to the GMS within a period of the latest 5 (five) months after the fiscal year of the Company has ended which must contain at least:



PT HM SAMPOERNA Tbk.

- a. The financial report which consists of at least the latest balance sheet of the recent fiscal year in comparison to the previous fiscal year, the profit and loss statement from the fiscal year concerned, the cash flow report, and the change of equity report, and the record of the financial report;
- b. The report concerning the activity of the Company;
- c. The report on the implementation of social and environmental responsibility;
- d. Detail of problems which arise during the fiscal year which affects the business activity of the Company;
- e. The report concerning the duty of supervision which has been carried out by the Board of Commissioners during the relevant fiscal year;
- f. Other matters as required by the prevailing capital market laws and regulations.

G. Code of Ethics (Confidentiality, Insider Trading, Conflict of Interest)

1. The members of the Board of Commissioners are responsible to the Company to maintain the confidentiality of the information of the Company.
2. Confidential Information obtained at the time of service as a member of the Board of Commissioners must remain confidential in accordance with the prevailing laws and regulations.
3. A member of the Board of Commissioners who has shares in the Company (if any) is prohibited to misuse the important information related to the Company for personal interest, especially but not limited to those related to insider trading.
4. Members of the Board of Commissioners are required to promptly disclose to the Company any transactions involving the purchase or sale of the Company's shares. This disclosure must be made within 3 (three) business days from the date of the transaction.
5. A member of the Board of Commissioners is prohibited to take actions which are a conflict of interest or involves personal gain, whether directly or indirectly from the decision making and business activity of the Company. For avoidance of doubt, a member of the Board of Commissioners who has a conflict of interest in a particular agenda item must abstain from participating in the discussion or decision-making process related to that item.
6. A member of the Board of Commissioners must disclose to all members of the Board of Commissioners and the Board of Directors a conflict of interest which exists currently or will potentially be a conflict of interest which may obstruct a member of the Board of Commissioners to act independently.



PT HM SAMPOERNA Tbk.

7. Each member of the Board of Commissioners in carrying out its duties and responsibilities is obligated to comply with the standard of ethics of the Company and is prohibited from gaining personal benefit whether directly or indirectly from the business activity of the Company.

H. Accountability

1. In carrying out its duty, the Board of Commissioners is responsible to the GMS.
2. In performing their duties, members of the Board of Commissioners must:
 - a. Act in the best interests of the Company;
 - b. Monitor potential conflicts of interest between the Company and members of the Board of Directors, Board of Commissioners, or controlling shareholders;
 - c. Independently consider the perspectives of minority shareholders and other stakeholders; and
 - d. Facilitate dialogue between management, shareholders, and other stakeholders.
3. The Board of Commissioners in its function as a supervisor, must convey the accountability report of supervision, the report of which constitutes a part of the annual report submitted to the GMS for approval.
4. The GMS approving the annual report and the ratification of the financial report, means the GMS has granted the release and settlement of the responsibility to each member of the Board of Commissioners to the extent such matters are reflected in the annual report, without diminishing the responsibility of each member of the Board of Commissioners in the event a criminal act or mistake and/or gross negligence occurs which results in the loss of a third party which cannot be settled with the asset of the Company.
5. The accountability of the Board of Commissioners to the GMS constitutes the manifestation of the accountability of supervision for purpose of implementing the GCG principle.

CHAPTER IV

THE RELATIONSHIP BETWEEN THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS

Unless regulated otherwise by the the prevailing laws and regulations, the relationship between the Board of Commissioners and the Board of Directors as regulated above may cover but not be limited to the following matters:

1. The Board of Directors is responsible to ensure:
 - a. The Board of Commissioners receives information concerning the Company in due time and in a complete form;



PT HM SAMPOERNA Tbk.

- b. The Board of Commissioners or the supporting committees of the Board of Commissioners receives an explanation for all matters questioned;
2. Approving the proposal of the Board of Directors concerning matters requiring written approval from the Board of Commissioners as set out in the Company's Articles of Association;
3. Members of the Board of Commissioners whether jointly or individually at all times in the office hours of the Company have the right to enter the building and yard or other places used or controlled by the Company and have the right to examine all book keeping, letters and other evidences, examine and compare the cash condition and others and have the right to know all actions which have been carried out by the Board of Directors. Therefore, the Board of Directors is obligated to give explanations regarding all matters questioned by the member of the Board of Commissioners or the experts who are assisting it.

CHAPTER V REMUNERATION

The members of the Board of Commissioners may be given compensation, honoraria or benefits, the amount of which shall be determined by a GMS.

CHAPTER VI PERFORMANCE EVALUATION

1. The Board of Commissioners shall evaluate their performance, both individually or collectively, at least once a year. This evaluation can be conducted internally or by using a third party.
2. In evaluating their performance, the Board of Commissioners shall use the following evaluation criteria:
 - a. Score 3: Exceeds expectation (actual performance significantly exceeded the target)
 - b. Score 2: Meets expectation (actual performance achieved the target)
 - c. Score 1: Needs improvement (actual performance did not achieve the target)
3. The result of the performance evaluation of the Board of Commissioners will be included in the annual report.

CHAPTER VII CLOSING

1. This Charter of the Board of Commissioners is effective as of May 18, 2025, and shall supersede any previous charters governing the same, if any.
2. This Charter of the Board of Commissioners will periodically be evaluated for improvement.
3. The original copy of the Committee Charter is conveyed to the Board of Directors to be documented.



PT HM SAMPOERNA Tbk.

Legalized : in Jakarta

Date : May 18, 2025

PT HANJAYA MANDALA SAMPOERNA TBK.

Board of Commissioners

John Gledhill

President Commissioner

Paul Janelle

Vice President Commissioner

Justin Mayall

Independent Commissioner

Luthfi Mardiansyah

Independent Commissioner