b. Resolutions taken in this way have the same
power as resolutions taken legally at the
Directors' Meeting.

(21) In the event that a member of the Board of
Directors is unable to attend a meeting
physically, members of the Board of Directors
may attend the meeting through teleconferencing,
video conferencing, or other electronic media
facilities, in accordance with applicable
regulations.

(22) Each member of the Board of Directors who
personally in any way, directly or indirectly,
has an interest in a proposed transaction,
contract or contract in which the Company
becomes one of his parties shall be declared the
nature of interest in a Board of Directors
Meeting and therefore not has the right to
participate in voting on matters relating to the
transaction or contract.

Board of Commissioners

Article 14

(1) a. The Company's supervision is carried out by
the Board of Commissioners whose amount is
adjusted to the needs consisting of at least
3 (three) people, one of whom is appointed as
the President Commissioner, and if needed,
one of them can be appointed as Deputy President Commissioner.

b. The Board of Commissioners consists of Commissioners and Independent Commissioners. The number of Independent Commissioners is in accordance with the applicable laws and regulations.

(2) The Board of Commissioners is an assembly and each member of the Board of Commissioners cannot act independently, but based on the decision of the Board of Commissioners.

(3) Requirements for members of the Board of Commissioners shall follow the following provisions:

a. Law concerning Limited Liability Companies;

b. legislation in the Capital Market sector; and

c. Other laws and regulations that apply and are related to the Company's business activities.

(4) Those who can be appointed as members of the Board of Commissioners are individuals, who fulfill the requirements when appointed and during their tenure:

a. have good character, morals, and integrity;

b. capable of carrying out legal actions;

c. within 5 (five) years before the appointment and during his tenure;
1) never declared bankrupt;
2) has never been a member of the Board of Directors and/or a member of the Board of Commissioners found guilty of causing a company to be declared bankrupt;
3) has never been convicted of a criminal offense that is detrimental to the country's finances and/or related to the financial sector; and
4) has never been a member of the Board of Directors and/or members of the Board of Commissioners during his term of office;
   a) never held an annual GMS;
   b) its responsibility as a member of the Board of Directors and/or members of the Board of Commissioners has never been accepted by GMS or has never given responsibility as a member of the Board of Directors and/or members of the Board of Commissioners to the GMS; and
   c) once caused a company that obtained a permit, approval, or registration from OJK to not fulfill the obligation to submit an annual report and/or financial report to OJK.
d) have a commitment to comply with laws and regulations;

e) have knowledge and/or expertise in the fields needed by the Company; and

f) fulfill other requirements as specified in paragraph (3).

Fulfillment of the requirements as referred to in paragraph (4), evidenced by a statement signed by the prospective member of the Board of Commissioners and the letter is submitted to the Company.

The Company shall hold a GMS to replace members of the Board of Commissioners who do not meet the requirements. Appointment of members of the Board of Commissioners who do not meet the requirements as referred to in paragraph (3), is null and void because other members of the Board of Commissioners or the Board of Directors know the fulfillment of these requirements, based on valid evidence, and are notified in writing, with pay attention to the applicable laws and regulations.

Within a period of not later than 2 (two) business days as of the appointment of members of the Board of Commissioners that do not meet the requirements, other members of the Board of Commissioners shall announce the cancellation of
the appointment of members of the Board of Commissioners in the announcement media, and not later than 7 (seven) days the appointment of members of the Board of Commissioners does not meet the requirements of notifying the Minister in the Legal Sector to be recorded in accordance with the Laws and Regulations.

(9) Legal actions that have been carried out for and on behalf of the Company by members of the Board of Commissioners who do not fulfill the requirements before the cancellation of the appointment of members of the Board of Commissioners remain binding and are the responsibility of the Company.

(10) Legal actions carried out for and on behalf of the Company by members of the Board of Commissioners who do not fulfill the requirements after the cancellation of appointment of members of the Board of Commissioners are illegal and are the personal responsibility of the members of the Board of Commissioners concerned.

(11) In addition to fulfilling the criteria referred to in paragraph (3) and paragraph (4), the appointment of members of the Board of Commissioners is carried out by considering integrity, dedication, understanding of company
management issues relating to one management function, having adequate knowledge in the Company's business sector, and can provide sufficient time to carry out its duties and other requirements based on laws and regulations.

(12) The members of the Board of Commissioners are appointed and dismissed by GMS, wherein GMS is attended by holders of Dwiwarna Series A shares, and the Meeting's decision shall be approved by the holders of Series A Dwiwarna shares, taking into account the provisions in this Articles of Association.

This provision also applies to GMS held in order to revoke or strengthen the decision to suspend members of the Board of Directors by members of the Board of Commissioners.

Members of the Board of Commissioners are appointed by GMS of the candidates submitted by the series A Dwiwarna shareholders.

(13) GMS resolution regarding the appointment and dismissal of members of the Board of Commissioners also stipulates when the appointment and dismissal takes effect. In the event that the GMS does not stipulate, the appointment and dismissal of the members of the
Board of Commissioners shall come into force from the closing of the GMS.

(14)a. Members of the Board of Commissioners are appointed for the period from the date determined by the GMS that appoints them and ends at the closing of the 5th (fifth) Annual GMS after the date of appointment, provided that they do not exceed 5 (five) years, taking into account regulations legislation in the field of Capital Market, but by not reducing the rights of the GMS to at any time be able to dismiss members of the Board of Commissioners before their term of office ends.

b. After the term of office ends, members of the Board of Commissioners may be reappointed by GMS for one term of office.

(15) Members of the Board of Commissioners may at any time be dismissed based on the resolution of GMS stating the reasons.

(16) The reasons for dismissal of members of the Board of Commissioners as referred to in paragraph (15) are carried out if based on reality, members of the Board of Commissioners concerned include:

a. unable to carry out their duties properly;
b. violates the provisions of this Articles of Association and/or legislation;

c. involved in actions that harm the Company and/or the country;

d. take actions that violate ethics and/or propriety that should be respected as members of the Board of Commissioners;

e. found guilty of a court decision that has a permanent legal force;

f. resign.

(17) Besides the reasons for dismissal of members of the Board of Commissioners as referred to in paragraph (16) letters a to letter f, members of the Board of Commissioners may be dismissed by GMS based on other reasons which are considered appropriate by GMS for the interests and objectives of the Company.

(18) Decision on dismissal for the reasons referred to in paragraph (16) letter a, letter b, letter c, letter d and paragraph (17), is taken after the person concerned is given the opportunity to defend himself in GMS.

(19) Dismissal for reasons as referred to in paragraph (16) letter c and letter e is a disrespectful dismissal.

(20) Between members of the Board of Commissioners and between members of the Board of
Commissioners and members of the Board of Directors there shall be no blood relations up to the third degree, either in a straight line or side line, or a relationship of marriage/family relations arising from marital ties, including a daughter-in-law or brother-in-law.

(21) In the event of a situation as referred to in paragraph (20), GMS has the authority to dismiss one of them.

(22) The division of labor among the members of the Board of Commissioners is regulated by themselves, and for the smooth running of their duties the Board of Commissioners can be assisted by the Secretary of the Board of Commissioners appointed by the Board of Commissioners.

(23) If at any time for any reason there is one position or more members of the Commission are vacant:

a. GMS shall be held to fill the vacant position if it causes a member of the Commissioner to be less than 3 (three) one of them the President Commissioner or vacant position is the President Commissioner.
b. GMS as referred to in letter a shall be held no later than 90 (ninety) days after the vacancy occurs as referred to in letter a.

(24) If at any time for any reason all positions of members of the Board of Commissioners of the Company are vacant, the Series A Dwiwarna Shareholders may temporarily appoint the executor of the Board of Commissioners to carry out the work of the Board of Commissioners with the same authority, provided that no later than 90 (ninety) days after the vacancy occurs, a GMS shall be held to fill the vacancy in the Board of Commissioners position.

(25) a. A member of the Board of Commissioners has the right to resign from his position before his term of office ends by notifying in writing of the intention to the Company.

b. The Company shall hold a GMS to decide on the resignation request of a member of the board of commissioners not later than 90 (ninety) days after receipt of the resignation letter.

c. The Company shall disclose the information to the public and submit to OJK not later than 2 (two) working days after the receipt of the application for resignation of the members of the Board of Commissioners as referred to in
letter a and the results of GMS as referred to in letter b.

d. Before the resignation becomes effective, the member of the Board of Commissioners concerned is still obliged to complete his duties and responsibilities in accordance with this Articles of Association and the applicable laws and regulations.

e. The member of the Board of Commissioners who resigns as mentioned above can still be held accountable as a member of the Board of Commissioners since the appointment in question until the date of his approval of his resignation at GMS.

f. The release of the responsibilities of the resigning member of the Board of Commissioners is given after the Annual GMS releases him.

g. In the event that a member of the Board of Commissioners resigns so that the number of members of the Board of Commissioners becomes less than 3 (three), then the resignation is valid if it has been determined by GMS and has been appointed a new member of the Board of Commissioners, thus fulfilling the minimum requirements for the number of members of the Board of Commissioners.
(26) The position of a member of the Board of Commissioners ends if:

a. His resignation has been effective as referred to in paragraph (25) letter b;

b. Die;

c. His term of office ends;

d. Dismissed based on the GMS; or

e. Declared bankrupt by the Commercial Court which has permanent legal force or is placed under the custody based on a court decision;

f. No longer fulfilling the requirements as a member of the Board of Commissioners based on this Articles of Association and other laws and regulations.

(27) Provisions as referred to in paragraph (26) letter f include but are not limited to dual positions which are prohibited.

(28) For members of the Board of Commissioners who stop before or after their term of office expires unless they stop due to death, then the person concerned is still responsible for the actions that GMS has not yet accepted.

(29) Members of the Board of Commissioners are prohibited from holding the multiple positions as:
a. members of the Board of Directors in State-Owned Company, Regionally-Owned Company, privately-owned Company;
b. management of political parties and/or candidates/members of DPR, DPD, Level I DPRD, and Level II DPRD and/or regional head candidates/deputy regional heads;
c. other positions in accordance with the provisions in the legislation; and/or
d. other positions that can cause conflicts of interest.

(30) Members of the Board of Commissioners, are given honorarium and benefits/facilities including tantiem and post-retirement benefits whose types and amounts are determined by GMS with due regard to applicable rules and regulations.

**Duties, Authorities and Obligations of the Board of Commissioners**

**Article 15**

(1) The Board of Commissioners has the duty to supervise the management policy, the course of management in general regarding the Company and the Company's business carried out by the Board of Directors and provide advice to the Board of Directors including supervision of the implementation of the Company's Long Term Plan.