

Work Guidelines for PT CLSA Sekuritas Indonesia Board of Commissioners

1. The total number of members of the Board of Commissioners shall not exceed the number of Board of Directors.
2. Company shall have independent commissioner.
3. In case the Board of Commissioners consists of more than 2 (two) members, the percentage of number of Independent Commissioner shall be at least 30% (thirty percent) of total number of Board of Commissioners.
4. Every member of Board of Commissioners shall fulfil requirement integrity, financial reputation, as well as competency and expertise in capital market sector. The fulfilment of requirements shall be made through the fit and proper test by Financial Services Authority (OJK).
5. Board of Commissioners shall have tasks and responsibility to supervise the management the management policy, management of company in general and provision of advice to the Board of Directors.
6. Board of Commissioners shall ensure implementation of Good Corporate Governance in every business activity of the Company at all levels or organization level.
7. Board of Commissioners shall carry out the duties, responsibility and authorities independently.
8. In implementing its tasks and responsibility, Board of Commissioners shall implement audit function through Independent Commissioner.
9. Independent Commissioner perform Audit function by carrying out an audit on the:
 - a. information on finance that will be issued by Company to the public and/or authorized party;
 - b. independency, scope of assignment, and cost as the basis in the appointment of Public Accountant;
 - c. plan and implementation of audit by the Public Accountant; and
 - d. implementation of risk management function and compliance and internal audit function of Company.

10. The Board of Commissioners shall ensure that the Board of Directors follows up the audit finding and recommendation from the risk management function, compliance and internal audit function, result of supervision of Board of Commissioners, and result of supervision of Financial Services Authority.
11. Board of Commissioners shall report to the Financial Services Authority (OJK) if acknowledging the indication of breach of provisions in the legislation in the financial service sector that is able to endanger the continuity of the business activity of Securities Company, conducted by the member of Board of Commissioners, member of Board of Directors, and/or personnel of Securities Company within/not later than 3 (three) business days as of the acknowledgment of such indication of breach.
12. The Board of Commissioners shall hold the meeting of Board of Commissioners by inviting the Board of Directors to discuss the indication of breach of provisions in the legislation in the financial service sector.
13. Board of Commissioners shall hold the meeting at least 4 (four) times in a year and every member of board of commissioners shall attend at least 75% of total meetings of Board of Commissioners during 1 (one) year.
14. The resolution of meeting of Board of Commissioners shall be adopted:
 - a. Amicably; or
 - b. Based on majority votes, in case of failure to attain amicable resolution
15. The result of meeting, including the existence of different opinion as well as reason thereof shall be contained on the minutes of meeting and signed by the chairman of meeting and documented well.
16. To increase the knowledge and understanding to assist the implementation of its tasks, the member of Board of Commissioners of the Securities Company shall attend the continued education program as set forth in the Regulation of Financial Services Authority regarding permit of Securities Company conducting business activity as Underwriter and Securities Company Broker and other education and/or training
17. The member of Board of Directors and/or member of Board of Commissioners shall be prohibited to:
 - a. abuse his authority for personal, family, and/or other party's interest; and
 - b. take and/or receive the personal profit from the activities of Securities Company directly or indirectly other than the valid income.