

**WORK GUIDELINES AND REGULATIONS OF THE BOARD OF COMMISSIONERS
PT MULTIPOLAR TECHNOLOGY Tbk
("Company")**

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1. Legal Basis

The legal basis of the **Work Guidelines and Regulations of the Board of Commissioners** are:

1. Law No. 40 Year 2007 concerning Limited Company;
2. Regulation of Financial Services Authority (*Peraturan Otoritas Jasa Keuangan – POJK*) Number 33/POJK.04/2014 concerning the Board of Directors (BOD) and Board of Commissioners (BOC) for Issuer or Public Company;
3. POJK No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee for Issuer or Public Company;
4. POJK No. 35/POJK.05/2014 concerning Corporate Secretary for Issuer or Public Company;
5. Decision Letter of Board of Directors of PT Bursa Efek Indonesia No. Kep-00001/BEI/01-2014 dated 20 January 2014 concerning the Amendment to Regulation Number I-A on Shares Listing and Equity -Type Securities Other Than Stock Issued by Listed Companies; and
6. Article of Associations of PT Multipolar Technology Tbk. and its amendments that have been validated by the Ministry of Law and Human Rights of the Republic of Indonesia ("**AoA Company**").

2. Board of Commissioners Functions

The BOC are part of the Company's Organ which oversee the supervision on the Company's managerial policy carried out by the BOD and providing advice to the BOD in running the management of the Company.

3. Duties, Obligations, and Authorities

Further elaboration of the duties, obligations, and authorities are written on the+ Company's Article of Association.

Duties and responsibilities of the BOC consists of:

1. Supervising on tasks implementation and responsibilities of the BOD, the general conduct of business which concerns the Company and the Company's business and provide advice to the BOD either through forum or Joint Meeting with the BOD.
2. Perform their duties and responsibilities in supervising the Company in good faith, full responsibility, and utmost prudence.
3. Must form the **Audit Committee**.
4. Must carry out the **Nomination and Remuneration function**. In carrying out the functions referred to, BOC may form a Nomination and Remuneration Committee.
5. Must evaluate the performance of the committees that assist in carrying out their duties and responsibilities at the end of the financial year.
6. Every BOC member is responsible jointly and severally for any loss of the Company arising from any error or negligence of any member of the BOC in performing their duties. However, BOC members cannot be held liable for any loss of the Company if they are able to substantiate that:
 - a. the loss was not caused by their error or negligence;
 - b. they have performed supervision in good faith, full responsibility and utmost prudence for the interest of and in accordance with the intent and objective of the Company;
 - c. no direct or indirect conflict of interest in any supervisory action which caused the loss; and
 - d. necessary measures have been taken to prevent the loss from arising or continuing.
7. Along with the BOD proposing to the GMS regarding the appointment of a Public Accountant who will audit the books of the Company.
8. Researching, studying, and providing feedback on periodic reports and the annual report prepared by the BOD, as well as signing the annual report.
9. Obligated to take responsibility for the implementation of their duties to shareholders through GMS.
10. The BOC and BOD must prepare the code of ethics that applies to all member of the BOC and BOD, employees, and supporting organs owned by the Company.
11. Documenting all minutes of BOC meetings, joint meetings between BOC and BOD, and Committee meetings under BOC. Check and approve business and corporate plans.
12. Ensure the implementation of Good Corporate Governance (GCG) on all organizational levels or hierarchy, as well as supervising, evaluating, and perfecting the practical effectiveness of GCG in the Company.

Authority of the BOC consists of:

1. Has the authority to temporarily suspend any BOD member by stating the rationale and informing the related BOD member in written form, as well as to exercise action of the Company's management in a specific condition for a specific term as stated in the Company Law, Article of Association, and/or the decision of the GMS.
2. Under certain condition, the BOC must conduct annual GMS and other GMS meetings in accordance with its authority, as governed in the laws and Article of Association.

4. Reporting and Accountability

The BOC must report the performance of its duties and responsibilities to the shareholders through the GMS.

5. Membership and Composition

The total number and composition of the BOC:

1. The BOC shall comprise Commissioners and Independent Commissioners. Total number of BOC members is no less than 3 (three) people.
2. No less than 30% of total members of BOC are Independent Commissioner.
3. One of the BOC member shall be appointed as the President Commissioner and if needed, one of the members shall be appointed as the Vice President Commissioner.
4. No less than 1 (one) member of the BOC must be domiciled in Indonesia.

6. Requirements to be Member of the Board of Commissioners

1. Eligible candidate of BOC members must be individuals meeting the following requirements at the time of their appointment and during their term of office:
 - 1) Has good character, moral, and integrity;
 - 2) Has the capacity to take legal actions;
 - 3) Within 5 (five) years prior to the appointment and during term of office:
 1. Has never been declared bankrupt;
 2. Has never been member of any BOD and/or member of any BOC declared guilty of causing any company to go bankrupt;
 3. Has never been convicted of a criminal act causing loss to the state finances and/or related to the financial sector; and
 4. Has never been a member of any BOD and/or any BOC who during his/her term of office:
 - i. Has ever failed to conduct annual General Meeting of the Shareholders (“GMS”);
 - ii. His accountability as member of the BOD and/or BOC has ever been unaccepted by the GMS or the person concerned has ever failed to present his/her accountability report as member of the BOD and/or BOC to the GMS; and
 - iii. Has ever cause failure of the company obtaining permit, approval or registration confirmation from the Financial Services Authority (*Otoritas Jasa Keuangan – OJK*) (“OJK”) in fulfilling the mandatory submission of annual report and/or financial statements to the OJK.
 - 4) Has the commitment to abide by the laws and regulations;
 - 5) Has the knowledge and/or expertise in fields required by the Company; and
 - 6) Does not violate the provisions of the concurrent position as regulated in the legislation in force.
2. Fulfillment of requirements as referred above must be included in a letter of statement and submitted to the Company and must be examined and documented by the Company.

7. Requirements to be an Independent Commissioner

Independent Commissioner is a member of the BOC from outside the Company and who fulfills the additional requirements to be appointed as Independent Commissioner.

1. In addition to the requirements to be a member of the BOC as referred above, an Independent Commissioner must also meet the following requirements:
 - a. Not an individual working or having the authority and responsibility to plan, lead, control or supervise the Company’s activities for the past 6 (six) months, except for reappointment as the Company’s Independent Commissioner for the subsequent period;
 - b. Has no direct or indirect shares in the Company;
 - c. Has no affiliation with the Company, BOC members, BOD members or ultimate shareholders of the Company; and

- d. Having no direct or indirect business relationship with the core business of the Company.
2. The Independent Commissioner who has served for 2 (two) periods of his/her term of office may be reappointed in the following period as the Independent Commissioner declares him/herself to remain independent to the GMS.

8. Concurrent Positions of the Board of Commissioners

Members of the Company's BOC can concurrently serve in accordance to the laws in Capital Market:

1. Members of the BOC can concurrently serve as :
 - a. Members of BOD of not more than 2 (two) other Issuers or Public Companies;
 - b. Members of BOC of not more than 2 (two) other Issuers or Public Companies; and
 - c. Members of Committee of not more than 5 (five) committee in the Company and Issuers or Public Companies.
2. If a member of the BOC does not have concurrent positions as a member of BOD, then they can concurrently serve as a member of BOC of not more than 4 (four) other Issuers or Public Companies.

9. Appointment, Termination, and/or Replacement of Member of the Board of Commissioners

The appointment, termination, and/or replacement procedures of member of the BOC:

1. BOC members shall be appointed and terminated by the GMS with the consideration of the provisions regarding the expiration of the term of office of BOC members themselves, as well as the provisions concerning the quorum, voting rights and decisions of the GMS contained in the Company's Article of Association and its amendments.
2. The member of the BOC shall be appointed by the GMS of the candidates proposed by the Company's major shareholders.
3. Any proposal related to appointment, termination, and/or replacement of member of the Company's BOC must consider the recommendation from the BOC or Committee that executes the Company's Nomination and Remuneration functions.
4. The Company shall hold the GMS to replace members of the BOC who in their tenure no longer fulfill the requirements as stated in section 6 regarding the Requirements to be Member of the Board of Commissioners.
5. BOC members whose term of office has expired can be reappointed according to applicable regulations.
6. The GMS may at any time dismiss BOC members before their term of office ends. Such termination is effective from the closing of the GMS, unless specified otherwise in the GMS.

10. Term of Office

1. BOC members appointed for a period starting from the date determined by the GMS that appoints them until the closing of the 3rd (third) Annual GMS.
2. The term of office of Independent Commissioners are no more than 2 (two) periods in a row. Independent Commissioner who has served for 2 (two) periods of his/her term of office may be reappointed in the following period as the Independent Commissioner declares himself to remain independent to the GMS.
3. If by any reason whatsoever, there is one or more vacant position(s) of member of the BOC so the amount is smaller than the minimum requirements stipulated in the Company's Article of Association, then within the period of 45 (forty five) days after the vacancy, the BOD must announce that a GMS will be held to fill the vacancy.

4. In the event of Independent Commissioner holding a position in the Audit Committee, the relevant Independent Commissioner can only be reappointed by the Audit Committee for 1 period of the next Audit Committee.
5. If an Independent Commissioner position is vacant, the Company must fill the vacant position no later than the next GMS or within 6 (six) months of the vacancy.
6. The position of a member of BOC shall expire in case of the following reasons occur:
 - a. Passes away.
 - b. His/her term of office is over.
 - c. Declared bankrupt or placed under a court of law based on a court decision.
 - d. Resignation in accordance to the Company's Article of Association.
 - e. No longer comply with requirements as provided for law provisions.
 - f. Dismissed based on a GMS resolution with clear and acceptable reasons.
7. The term of office of a person appointed to replace a BOC member who resigns or to fill a vacancy is for the remaining term of office of a BOC member who is dismissed or replaced.
8. If there are additional members of the BOC, the term of office of the member will end with the end of the term of office of other BOC members as determined by the GMS.

11. Resignation

1. A member of the BOC may resign from his/her position by submitting a written request to the Company.
2. If a resignation of a BOC member results in the number of BOC members being less than the minimum requirements stipulated in the Company's Article of Association, then the request for resignation is valid if determined by the GMS and a new BOC member has been appointed, so that the minimum number of members of the BOC has been fulfilled.
3. The Company is required to hold a GMS to decide on the application for resignation of the BOC members no later than 90 (ninety) days after accepting the resignation request.
4. The resignation of a BOC member is valid if it has been determined by the GMS.
5. BOC members who resign can still be held responsible as a BOC member from the appointment until the effective date of resignation in the next GMS.

12. Working Hours

1. The BOC shall provide enough time to perform duties and responsibilities optimally.
2. The BOC must be present at least at BOC Meetings, Joint Meetings between BOC and BOD, and Committee Meetings where BOC members are members of the Committee.

13. General Policy of the Board of Commissioners' Meeting

Frequency

1. The BOC can hold a meeting at any time, but not less than 1 (one) time in 2 (two) months, provided that the meeting can be held if attended by a majority of all the BOC members.
2. The BOC must schedule a joint meeting with BOD on a periodical basis, at least 1 (one) time in 4 (four) months.

Place

1. The BOC Meetings can be attended in-person or held remotely through telecommunication media such as teleconference or video conference.
2. If the meeting is held in-person, then the meeting is convened in the office of the Company or within the territory of the Republic of Indonesia.
3. If the BOC Meeting is held remotely, then the methods implemented must enable all participants to communicate directly to one another and participating in the meeting.

Schedule

1. The BOC must schedule Joint Meetings with BOD for the subsequent year before the financial year ends.
2. The meeting materials must be distributed to meeting attendees no later than 5 days prior to the meeting.
3. In the event of BOC Meetings which are not scheduled according to the schedule, then the material must be distributed to meeting attendees at least immediately before the meeting is held.

Attendance

1. Attendance of BOC members in joint meetings with BOD must be disclosed in the Company's annual report.
2. Decisions of BOC Meeting should be based on mutual consensus deliberation to reach agreement. If decisions could not be reached through deliberation, decision will be made through voting.

Minute of Meeting

1. The results of the Meeting of the BOC shall be set forth in the Minute of Meeting, signed by every members of the BOC present.
2. In the event of members of the BOC that do not wish to sign the Minute of Meeting, the relevant person shall specify the reasons in writing a separate letter attached to the Minute of Meeting.
3. The Minute of Meeting of Meeting of the BOC and the Joint Meeting with the BOD shall be documented by the Company.
4. The details regarding salary and facilities for members of the BOC shall be determined by the decree of the BOC.

14. Work Values

1. Each member of the BOC shall comply with the code of ethics prevailed in the Company, carry out their duties in good faith, full of responsibilities and prudence to always enforce the laws and regulations established and the Company's Article of Association, shall uphold the highest standards of integrity and independence, and avoid clashing interests between the Company and the BOC as well as related parties.
2. Each member of the BOC is prohibited from taking any decision that could place or potentially place the BOC at the first opportunity against a potential conflict of interest.
3. In the event of a conflict of interest, BOC members are prohibited from taking actions that can harm the Company or reduce the Company's profit and must disclose the conflict of interest referred to in every decision.
4. Each member of the BOC, BOD, and Committee members shall maintain confidentiality of the information obtained in meetings, unless stated otherwise by the President Commissioner or if the information have been published by the Company to the public.
5. Each member of the BOC must:
 - 1) Disclose his/her 5% or more share of ownership, either in the Company or other companies both located domestic and overseas, as well as any financial and family affiliation with other members of the BOC, BOD, and/or Controlling Shareholders that may influence the Company.

- 2) Not taking any advantage of the Company for personal, family, and/or other parties' interest which may bring loss or reduce the Company's profit.
 - 3) Not taking and/or receiving personal benefit from the Company except remuneration and other facilities determined in the GMS in accordance with the regulations in force.
6. Each member of the BOC are prohibited from directly or indirectly making incorrect statement about material fact or do not disclose material facts to ensure the statements issued shall not be misleading regarding the Company's condition that occurred at the same time the statement was made.

Jakarta, 1 December 2015

Board of Commissioners
PT MULTIPOLAR TECHNOLOGY Tbk

Prof. DR. Muladi, S.H.

President Commissioner (Independent)

Ali Chendra

Vice President Commissioner

Dr. Isnandar Rachmat Ali, S.E., M.M.

Independent Commissioner

Jeffrey K. Wonsono

Commissioner

Harijono Suwarno

Commissioner

Wellianto Halim

Commissioner