

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

Contents

1. Legal Basis
2. Board of Directors Functions
3. Duties, Obligations, and Authorities
4. Reporting and Accountability
5. Membership and Composition
6. Requirements to be Member of the Board of Directors
7. Requirements to be an Independent Director
8. Concurrent Positions of the Board of Directors
9. Appointment, Termination, and/or Replacement of Member of the Board of Directors
10. Term of Office
11. Resignation
12. Working Hours
13. General Policy of the Board of Directors' Meeting
14. Salary and Facilities
15. Work Values

1. Legal Basis

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

- a. Law No. 40 Year 2007 concerning Limited Company;
- b. 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;
- c. POJK No. 34/POJK.04/2014 concerning Nomination and Remuneration Committee for Issuer or Public Company;
- d. POJK No. 35/POJK.05/2014 concerning Corporate Secretary for Issuer or Public Company;
- e. 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
- f. 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 Directors Functions

The BOD are part of the Company's Organ which conducts its duties and responsibilities based on POJK No. 33/POJK.04/2014 on the BOD and BOC Stock Issuer or Public Companies and the Company's Article of Association.

3. Duties, Obligations, and Authorities

The division of tasks, responsibilities, and management authority among the members of the BOD is determined based on the decision of the BOD.

Duties and responsibilities of the BOD:

1. Perform their duties and responsibilities in supervising the Company in good faith, full responsibility, and utmost prudence in accordance to the purpose and objective of the Company as stated in the Article of Association.
2. Conducts the Annual GMS and other GMS as stipulated in the laws and regulations and the Articles of Association.
3. Maintain and keep a register of shareholders and a special register, minute of meeting of GMS and BOD meetings.
4. Make, keep, and maintain the Company's annual and financial report.
5. In order to support the effectiveness of the implementation of the duties and responsibilities, the BOD may establish a committee and must evaluate the performance of the committee (if established) at every end of financial year.

Authorities of the BOD:

1. Carrying out their duties and responsibilities in accordance with appropriate policies, and the objectives and goals set forth in the Company's Article of Association.
2. Authorized to represent the Company either inside or outside the court, except:
 - a. there is a case in the court between the Company and a relevant member of the BOD; and
 - b. a relevant member of the BOD has a conflict of interest with the Company.
3. Not authorized to submit bankruptcy requests of the Company to the District Court before obtaining approval from the GMS.

4. Reporting and Accountability

Every BOD member is responsible jointly and severally for any loss of the Company arising from any error or negligence of any member of the BOD in performing their duties. However, BOD members cannot be held liable for any loss of the Company if they are able to substantiate that:

1. the loss was not caused by their error or negligence;
2. 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;
3. no direct or indirect conflict of interest in any supervisory action which caused the loss; and
4. necessary measures have been taken to prevent the loss from arising or continuing.

5. Membership and Composition

1. The Company is managed and led by the BOD with a total number of no less than 3 (three) people. One of the BOD members shall be appointed as the President Director and if needed, one of the members shall be appointed as the Vice President Director.
2. The Company must have at least 1 (one) Independent Director on the BOD.

6. Requirements to be Member of the Board of Directors

1. Eligible candidate of BOD 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 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 who during his/her term of office:
 - i. Has ever failed to conduct annual General Meeting of the Shareholders (“GMS”);
 - ii. His/her accountability as member of the BOD 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 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) Does not violate the provisions of the concurrent position as regulated in the legislation in force;
 - 5) Has the commitment to abide by the laws and regulations; and
 - 6) Has the knowledge and/or expertise in fields required by the Company.
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.
 3. The appointment of member of the BOD which does not meet the requirements as set forth in the statement letter above, then the appointment shall be nullified from the date when other members of the BOD or BOC know about the failure to fulfill the requirements.
 4. Legal action which has been taken, for and on behalf of the Company, by an ineligible member of the BOD whose appointment is canceled, remains contracted and is the responsibility of the Company. Legal actions carried out after the cancellation of the appointment are invalid and become the personal responsibility of the member of the BOD concerned.

7. Requirements to be an Independent Commissioner

Eligible candidate of Independent Director must be individuals meeting the following requirements at the time of their appointment and during their term of office:

1. Not affiliated with the Company’s Controlling Management at least 6 (six) months prior to the appointment as an Independent Director;
2. Not affiliated with the BOC’s members and other BOD’s members;
3. Not holding multiple Director positions in other companies; and
4. Not an integral part of the Capital Market Supporting Institution and Profession whose services are used by the Company within 6 (six) months prior to the appointment as a Director.

8. Concurrent Positions of the Board of Directors

1. Members of the BOD can concurrently serve as :
 - a. Members of BOD of not more than 1 (one) other Issuer or Public Company;
 - b. Members of BOC of not more than 3 (three) other Issuers or Public Companies; and/or
 - c. Members of Committee of not more than 5 (five) committee in the Company and/or Issuers or Public Companies where the person also serves as a member of the BOD or BOC.
2. Concurrent position can only be done if it does not conflict with other laws and regulations.

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

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

1. BOD members shall be appointed and terminated by the GMS with the consideration of the provisions regarding the expiration of the term of office of BOD 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 Article of Association govern the procedures for the appointment, replacement, dismissal, as well as the procedures for nomination of members of the BOD.
3. The member of the BOD shall be appointed by the GMS of the candidates proposed by the Company's major shareholders.
4. Any proposal related to appointment, termination, and/or replacement of member of the Company's BOD must consider the recommendation from the BOC or Committee that executes the Company's Nomination and Remuneration functions.
5. The resolution of the GMS or other resolutions outside of the GMS may at any time dismiss BOD members before their term of office ends by stating the reason(s).
6. The dismissed BOD member is given an opportunity to defend him/herself before the decision to terminate the member was made.
7. Members of the BOD may be temporarily dismissed by the BOC by stating the reasons in written notice to the member of the BOD concerned
8. Within a period of no later than 90 days after the date of the temporary dismissal, a GMS must be held to revoke or affirm the decision on the temporary dismissal.

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. However, by not reducing the right of the GMS to dismiss members of the BOD at any time before their term of office ends. Such dismissal is effective from the closing of the GMS, unless determined otherwise by the GMS.
2. 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. No longer comply with requirements as provided for law provisions.
 - e. Resigned and agreed by the GMS.
 - f. Dismissed based on a GMS resolution.
3. The term of office of a person appointed to replace a BOD member who resigns or to fill a vacancy is for the remaining term of office of a BOD member who is dismissed or replaced.
4. The term of office of Independent Directors are no more than 2 (two) periods in a row.
5. If an Independent Directors position is vacant resulting in the Company's not having an Independent Director, then the Company must fill the vacant position no later than the next GMS or within 6 (six) months of the vacancy.

11. Resignation

1. A member of the BOD may resign from his/her position by submitting a written request to the Company.

2. If a resignation of a BOD 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 BOD member has been appointed, so that the minimum number of members of the BOD has been fulfilled.
3. The Company is required to hold a GMS to decide on the application for resignation of the BOD members no later than 90 (ninety) days after accepting the resignation request.
4. 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.
5. The Company shall make disclosure of information to the public and communicate to OJK no later than 2 (two) working days after (i) acceptance of the resignation and (ii) the result of the implementation of the GMS.

12. Working Hours

1. Each member of the BOD shall provide enough time to perform duties and responsibilities optimally.
2. Each member of the BOD must be present in the workplace of the Company for 5(five) working days within 1 (one) week in accordance with the Company's working hours. Members of the BOD can be outside of the workplace for official services. But these did not rule out the possibility for the BOD to present outside of the Company's working hour because of important and urgent matters.
3. Members of the BOD must be present at the Company's workplace at least during the BOD Meetings, Joint Meetings with the BOC, and at Committee Meetings where member of the BOD are member of the Committee's concerned.

13. General Policy of the Board of Commissioners' Meeting

1. The BOD Meetings is convened in the office of the Company or within the territory of the Republic of Indonesia.
2. The BOD shall hold a meeting continuously at least 1 (one) time in 1 (one) month.
3. The meeting can be held if attended by a majority of all the BOD members.
4. The BOD must schedule a joint meeting with BOC continuously at least 1 (one) time in 1 (one) month.
5. Attendance of BOD members in BOD Meetings and Joint Meetings with BOC must be disclosed in the Company's annual report.
6. The materials for BOD Meeting and Joint Meeting with BOC must be distributed to meeting attendees no later than 5 (five) days prior to the meeting
7. Decisions of BOD 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.
8. The results of the Meeting of the BOD shall be set forth in the Minute of Meeting, signed by every member of the BOD present.
9. The results of the Joint Meeting between the BOD and BOC shall be set forth in the Minute of Meeting of the BOD and BOC, signed by every member of the BOD and BOC present.
10. The Minute of Meeting of Meeting of the BOD and the Joint Meeting with the BOC shall be documented by the Company.

14. Salary and Facilities

1. Provisions regarding the amount of salary and benefits of members of the BOD are determined based on the resolution of the GMS.

2. The authority of the GMS to design, determine, and implement the remuneration system including honorarium, allowances, salaries, bonuses, and/or other remuneration for members of the BOD can be delegated to the BOC.
3. In the event that the BOC's designs, determines, and enforces a remuneration system including honorarium, benefits, salaries, bonuses, and/or other remuneration for members of the BOD, it is determined based on the decision of the BOC's meeting.

15. Work Values

1. Each member of the BOD 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 BOD is prohibited from taking any decision that could place or potentially place the BOD at the first opportunity against a potential conflict of interest.
3. In the event of a conflict of interest, BOD 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 BOD 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 BOD 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 Directors
PT MULTIPOLAR TECHNOLOGY Tbk

Wahyudi Chandra
President Director

Halim D. Mangunjudo
Independent Director

Hanny Untar
Director

Jip Ivan Sutanto

Director

Suyanto Halim

Director

Soegondo

Director