

INDONESIAN CODE FOR GOOD CORPORATE GOVERNANCE, April 2001

FOREWORD

This Code of Good Corporate Governance (“Code”) is composed by the National Committee on Corporate Governance (“NCCG”). The objective of the Code is to provide a guide to excellence in corporate governance for the business world which has drawn on international best practice in corporate governance appropriately adjusted to suit the Indonesian legal and regulatory environment. The good corporate governance principles as set out in the Code are intended to be implemented as soon as possible.

The Indonesian business world needs various instruments to increase its competitiveness. One key instrument from a shareholder’s viewpoint is good corporate governance. Companies who implement good corporate governance in a proper and continuous manner have an advantage over other companies who do not implement or have not implemented good corporate governance.

Challenges faced by the business world will continue to become more complex. The challenges for business will be increasingly not limited by borders as information technology development continues to penetrate our daily lives. The challenges vary from the very simple to the very complex. The Code and its application by business will benefit businesses in responding to these many challenges. The Code is intended to be dynamic and evolutionary in nature. It will need to reflect the changes in the business environment in this era of globalization, the business world is faced with a new paradigm, the stakeholders’ value added maximization paradigm. Without providing a value increase, it is difficult for the business to maintain its competitiveness. The higher competitiveness will start as companies gain enough experience and the benefit from good corporate governance implementation.

By the issuance of the Code, which is an improvement from the previous version of the Code (Rev 3.2), it is expected that the current business world will have a complete code in drawing the pattern of good corporate governance implementation. Self-regulatory Organization’s (SROs) in alliance with other institutions who were involved in the development of the Code will continually explore

various initiatives to develop the Code from time to time so that the business world can be provided with a Code that is suitable and relevant.

Lastly, on behalf of the NCCG, we give our highest gratitude to all persons/institutions who have been involved in the formulation, completion, and the issuance of the Code. Hopefully, this Code can be useful for the development of good corporate governance in Indonesia.

Yours sincerely,

Chairman

Secretary

I Nyoman Tjager

Mas Achmad Daniri

CODE FOR GOOD CORPORATE GOVERNANCE

PREAMBLE

This Code for Good Corporate Governance ("Code") has been drafted by the National Committee for Corporate Governance Policies with the objective that it shall become the reference point as a Model of Good Corporate Governance for the Indonesian Business Community.

Consistent with such objective, the principles of Good Corporate Governance herein set forth are intended to apply to all Indonesian companies. In the initial stage, however, public companies, state-owned enterprises and companies utilizing public funds or engaged in the business of managing public funds shall be the first to commence proper adherence to the principles of the Code. It is hoped that all other legal entities established under the regulations having the force of law of the Republic of Indonesia will subsequently realize and implement these principles as soon as practicable.

Considering the diversity of companies, however, the pace of implementation hereof should take into account the different characteristics of each company, for instance, the size of share capital, the impact of its activities on the public, and the degree of internationalization. Recognizing that a company or a group of companies belonging to a specific industrial sector may share specific characteristics, it is also intended to eventually formulate sectoral codes containing more specific principles of Good Corporate Governance, for which this Code should serve as a model.

The formulation of principles of Good Corporate Governance contained in this Code is intended to allow for more constructive and flexible methods of raising standards of corporate governance in Indonesian companies, as opposed to adopting the more prescriptive approach of imposing mandatory regulations having the force of law.

The National Committee for Corporate Governance Policies recognizes that there are aspects of Good Corporate Governance where regulations having the force of law would be necessary, but that there are also other aspects where self-regulation in accordance with market developments is more appropriate. Therefore, it should be borne in mind that the principles contained in this Code are intended to be dynamic, which should evolve in correspondence with dynamic markets and structures. As the external context changes, the requirements of relevant sound corporate governance follow. Hence the Code is evolutionary in nature and should be seen and reviewed in light of anticipated changes in circumstances nationally and internationally.

PURPOSE OF THE PRINCIPLES

The purpose of the principles set forth in this Code are:

1. to maximize corporate and shareholder value by enhancing transparency, accountability, reliability, responsibility, and fairness in order to strengthen the company's competitive position both domestically and internationally, and to create a sound environment to support investment;
2. to encourage the management of the company to behave in a professional, transparent, and efficient manner, as well as optimizing the use of and enhancing the independence of the Dewan Komisaris, the Direksi, and the GMOS;
3. to encourage shareholders, members of the Dewan Komisaris and the Direksi to make decisions and to act with a strict sense of morality, in compliance with the prevailing regulations having the force of law, and in accordance with their social responsibility towards the various stakeholders and the environmental protection.

I. SHAREHOLDERS

1.1. Shareholders Rights

Principle:

The rights of the shareholders shall be protected and, accordingly, shareholders shall be able to exercise their rights through reliance upon appropriate procedures that

have been adopted by the Company concerned, which procedures shall be required under applicable regulations having the force of law.

The rights of shareholders are basically:

- (a) the right to attend and vote at any GMOS on a one share/one vote basis;
- (b) the right to obtain relevant corporate information, in a timely and regular manner, to enable a shareholder to make informed investment decisions concerning their shares in the Company; and
- (c) the right to receive part of the Company's distributable profit in proportion to their respective shareholding in the Company, through dividends or other distributions.

1.2. General Meetings of Shareholders ("GMOS")

Principle:

All shareholders shall be entitled to obtain a full explanation and accurate information concerning the procedures to be followed prior to and at the GMOS concerned in order to enable the shareholders to participate in the decision making regarding matters which may affect the existence of the company and the rights of the shareholders.

This may include:

- (a) notices for a GMOS including information about each item of the agenda of the GMOS, including any proposals which the Direksi may contemplate to submit at the GMOS, to enable a shareholder to participate in the discussions at the GMOS and to vote responsibly. If such information and/or proposals are not available at the time the notices were sent, such information and/or proposals shall be made available for the shareholders at the offices of the Company prior to the GMOS;

- (b) explanations of other relevant matters which are provided, prior to and/or at the GMOS;
- (c) resolutions of a GMOS be adopted through transparent and fair proceedings. It is desirable that the shareholders are allowed to join in the making of decisions on issues which may affect the Company's existence and the rights of shareholders;
- (d) minutes of a GMOS provided to each shareholder upon request and should include opinions as well as dissenting comments and be properly maintained;
- (e) the system for determining the remuneration and facilities of each member of the Dewan Komisaris and Direksi, and the specific remuneration and facilities received by the incumbent members of the Dewan Komisaris and Direksi, shall be disclosed to the shareholders; and
- (f) in order to monitor compliance with this Code, the Direksi disclosing financial as well as non-financial matters in the Annual Reports of the Direksi to the shareholders, and identify therein any discrepancies from and/or non-compliance with the principles of Good Corporate Governance contained in this Code, and provide the reasons for such discrepancies and non-compliance.

1.3. Equitable Treatment of Shareholders

Principle:

Shareholders of the same kind of shares shall be treated equitably based on the principle that shareholders of the same kind of shares have equitable position in the company.

- 1.3.1 Shareholders shall hold voting rights according to the type and number of shares they are holding.
- 1.3.2. Each and every shareholder shall be provided with full and accurate information about the Company, unless there is a justifiable reason not to do so. The Company shall not show partiality to certain shareholders by providing information not disclosed to the other shareholders. Such

information shall be provided to each and every shareholder, irrespective of the class of shares held by such shareholders.

- 1.3.3. No shareholder, member of the Dewan Komisaris, or member of the Direksi may engage in insider trading or self-dealing with the intent of personal gain. The Company, therefore, must have an effective internal control mechanism to monitor and address these types of practices. If discovered, such insider transactions shall be disclosed to the shareholders through fair means.

1.4. Shareholder Responsibilities

Principle:

Shareholders owning a controlling interest in a Company shall be mindful of their responsibilities as shareholders when they exercise any influence over corporate management, whether by the exercise of their voting rights or otherwise. Any unlawful intervention in the management of the Company should be addressed through greater transparency, accountability of management and, ultimately, resolved by prevailing law. Minority shareholders also have corresponding responsibilities to the effect that they do not misuse their rights under the prevailing regulations having the force of law.

1.5. Appointment of the members of the Dewan Komisaris and the Direksi and their Remuneration Systems

Principle:

At a GMOS, the shareholders shall adopt a system for

- (a) the appointment of members of the Dewan Komisaris and the Direksi of the Company;
- (b) the determination of the remuneration of the members of the Dewan Komisaris and the Direksi of the Company; and
- (c) the evaluation of their performance.

Procedures regarding such nomination and remuneration can be formulated by the Dewan Komisaris or by retaining independent professional advisors appointed by the Dewan Komisaris subject to approval of the GMOS.

The Dewan Komisaris should recommend to the GMOS the establishment of a Nomination and Remuneration Committee as dealt with in section 2.9, to implement such system, including proposing the candidates for the Dewan Komisaris and the Direksi and their remuneration. Such Committee shall consist of at least 1 (one) member of the Dewan Komisaris and 1 (one) member of the Direksi who both fall under the category of “outside members” as stated in section 2.2 and 3.2.

Such Committee shall endeavour to attract members of the Dewan Komisaris and the Direksi of high quality, and should keep in mind that the amount of their remuneration should be appreciable and reflect their responsibility and commitment.

The remuneration of the members of the Dewan Komisaris and the Direksi as determined by any GMOS shall not be dependent upon the results of the Company, without prejudice to the right of the GMOS to decide payment of bonuses to members of the Dewan Komisaris and the Direksi dependent upon the results of the Company. A member of the Dewan Komisaris or the Direksi shall not be remunerated separately for his/her advice to any organ of the Company.

II. THE BOARD OF COMMISSIONERS (DEWAN KOMISARIS)

2.1. Function of the Dewan Komisaris

Principle:

The Dewan Komisaris shall be responsible and shall have the authority to supervise the actions of the Direksi, and shall give advice to the Direksi when required. To assist it in doing so, the Dewan Komisaris may, pursuant to the procedures it has adopted, retain independent professional advisors and/or establish special committees. Each member of the Dewan Komisaris shall be a person of good character and shall have relevant experience.

Each member of the Dewan Komisaris and the Dewan Komisaris as an organ shall perform their duties honorably in the best interests of the Company, and shall also ensure that the Company perform its social responsibilities and consider the interests of the various stakeholders in the Company.

The Dewan Komisaris should monitor the effectiveness of the Good Corporate Governance practices under which it operates and make changes as needed.

The Dewan Komisaris may delegate part of its authority to a special committee or to two or more members of the Dewan Komisaris by virtue of a special power of attorney. In such special power of attorney the authority so delegated must be clearly specified, and the period of delegation may not exceed 6 (six) months. The members of the Dewan Komisaris or such special committee shall report to the Dewan Komisaris all actions and transactions effected by them by virtue of such special power of attorney no later than 30 (thirty) days after the expiration thereof.

2.2. Composition of the Dewan Komisaris

Principle:

The composition of the Dewan Komisaris shall be such as to allow effective, appropriate and swift decision making. The Dewan Komisaris should be composed in such a way that its members act independently and that they shall hold no interests that might impair their ability to perform their duties independently and critically in relation to each other and the Direksi, in order to increase the effectiveness and transparency of its deliberations. Depending on the specific characteristics of a Company, at least 20% of the members of the Dewan Komisaris should fall under the category of outside members as stated in Section 3.2.

Such members of the Dewan Komisaris shall be independent from the Direksi and controlling shareholders.

It shall be afforded that during the process of nomination and appointment of the “outside members” of the Dewan Komisaris, the opinion of the minority

shareholders considered in order to provide real protection for the interest of the minority shareholders and stakeholders.

The Annual Reports of the Company shall include not only the names of the members of the Dewan Komisaris, but also their occupation, and their principal external jobs, to the extent that such jobs are relevant to the performance of their tasks as members of the Dewan Komisaris.

2.3. Compliance with Articles of Association and prevailing regulations having the force of law

Principle:

The Dewan Komisaris shall observe the Articles of Association of the Company and all applicable regulations having the force of law when performing its duties, and shall ensure that the Direksi also complies with the Articles of Association of the Company and all applicable regulations having the force of law.

For this purpose, it is equally important that the members of the Dewan Komisaris familiarize themselves with the Articles of Association and all regulations having the force of law in effect from time to time that are relevant to their duties and authorities.

2.4. Meetings of the Dewan Komisaris

Principle:

The Meetings of the Dewan Komisaris shall be held regularly, i.e., at least once every month in principle, depending on the specific characteristics of the Company.

The Dewan Komisaris shall adopt procedures for Meetings of the Dewan Komisaris and shall clearly set out such procedures in the Minutes of the Meetings of the Dewan Komisaris and when such procedures were determined and decided. A member of the Dewan Komisaris can only be represented by another member of the Dewan Komisaris at a meeting of the Dewan Komisaris.

Minutes of the Meeting of the Dewan Komisaris shall be drawn-up for each Meeting of the Dewan Komisaris. Any dissent from decisions taken in the Meeting of the Dewan Komisaris shall be noted in the Minutes of any Meeting of the Dewan Komisaris. Each member of the Dewan Komisaris shall be entitled to receive a copy of the Minutes of the Meeting of the Dewan Komisaris, irrespective whether such member has been present or not at a Meeting of the Dewan Komisaris.

Within 14 (fourteen) days from the date of the delivery thereof, each member of the Dewan Komisaris shall advise the Chairman of the Meeting of the Dewan Komisaris concerned of his/her objections and/or corrections to any matter referred to therein.

If no such objections and/or corrections are received, the other members of the Dewan Komisaris shall be entitled to assume that there are no objections and/or corrections to the Minutes of the Meeting of the Dewan Komisaris concerned. Any dissent from decisions taken in the Meeting of the Dewan Komisaris shall be noted in the Minutes of any Meeting of the Dewan Komisaris.

The originals of the Minutes of each Meeting of the Dewan Komisaris shall be bound annually and kept at the Company's offices; and each member of the Dewan Komisaris, and each member of the Direksi shall be entitled to read each Minutes of the Meeting of the Dewan Komisaris.

2.5. Information for the Dewan Komisaris

Principle:

The Dewan Komisaris shall be entitled to have access to information of the Company in a timely and comprehensive manner.

Since the Dewan Komisaris have no executive authority within the Company, the Direksi responsible for ensuring that the information regarding the Company is furnished to the Dewan Komisaris timely and comprehensively.

2.6. Other Business Relations between a member of the Dewan Komisaris and/or the Direksi and the Company

Principle:

In the Annual Reports, the Direksi shall clearly specify if there exists any other business relationship between any member of the Dewan Komisaris and/or the Direksi and the Company, and what kind of business relationship that is.

2.7. No Personal Gain

Principle:

Members of the Dewan Komisaris should derive no form of personal gain from the Company's activities other than through their remuneration as members of the Dewan Komisaris.

2.8. A system for the appointment of Executives who are not members of the Direksi, determination of their remuneration and the evaluation of their performance

Principle:

The Dewan Komisaris shall establish a transparent system for (a) the appointment of the executives who are not members of the Direksi; (b) the determination of their remuneration; and (c) the evaluation of their performance.

2.9. Committees which may be established by the Dewan Komisaris

Principle:

The Dewan Komisaris shall consider to establish from among their members certain committees to support the implementation of the tasks of the Dewan Komisaris.

Such committees shall report their findings and make recommendations with respect to their relevant mandates to the Dewan Komisaris.

The establishment of such Committees shall be reported in the Annual Reports.

The following are a number of the Dewan Komisaris duties in respect of which decision-making can be prepared by the various Committees.

1. **Nomination Committee**

Preparation of the selection criteria and nomination procedures for the executives who are not members of the Direksi and for other executive positions in the Company, and to formulate a system of assessments and provide recommendations in respect of the number of members of the Dewan Komisaris and Direksi in the Company.

2. **Remuneration Committee**

To prepare a remuneration system and provide recommendations in respect of (i) the assessment of such system, (ii) the granting of options, such as a stock option, (iii) pension rights, and (iv) redundancy and other compensation schemes.

3. **Insurance Committee**

To conduct periodical assessments and provide recommendations in respect of the type and coverage of the insurance of the Company.

4. **Audit Committee**

(will be dealt with in Article IV paragraph 4.2 of this Code)

III. THE BOARD OF MANAGING DIRECTORS (DIREKSI)

3.1. Function of the Direksi

Principle:

The Direksi are charged with the overall management of the Company. The Direksi shall be responsible for the implementation of their duties to the shareholders at the

GMOS. To assist it in doing so, the Direksi may, pursuant to procedures it has adopted, retain independent professional advisors and/or establish special committees.

Each member of the Direksi shall be a person of good character and relevant experience.

The Direksi shall perform their duties faithfully in the best interests of the Company and the Direksi shall also cause the Company to perform its social responsibilities and consider the interests of various stakeholders.

The Direksi should consistently promote compliance with the principles of Good Corporate Governance contained in this Code.

3.2. Composition of the Direksi

Principle:

The composition of the Direksi shall be such as to allow effective, appropriate and swift decision making. The Direksi should be composed in such a way that its members act independently by means that they shall hold no interests that might impair their ability to perform their duties independently and critically.

Depending on the specific character of the Company, at least 20% of the members of the Direksi should be "outside directors" as mentioned in section 2.2 in order to increase the effectiveness of its management role, and the transparency of its deliberations.

Such members of the Direksi shall be independent from the Dewan Komisaris and controlling shareholders.

It shall be afforded that during the process of nomination and appointment of the "outside directors", the opinion of the minority shareholders shall be considered in order to provide actual protection for the interest of the minority shareholders and stakeholders.

3.3. Compliance with Articles of Association and prevailing regulations having the force of law

Principle:

The Direksi shall observe the Articles of Association of the Company and all applicable regulations having the force of law when performing its duties. It is equally important that each member of the Direksi familiarize themselves with the Articles of Association and prevailing regulations having the force of law prevailing from time to time, that are relevant to their duties and authorities.

3.4. No Personal Gain

Principle:

Members of the Direksi should derive no forms of personal gain from the Company's activities other than through their remuneration as members of the Direksi.

3.5. Meetings of the Direksi

Principle:

The Meetings of the Direksi shall be held periodically, namely in principle at least once every month, depending on the specific characteristics of the Company.

The Direksi shall adopt procedures for Meetings of the Direksi and shall clearly set out such procedures in the Minutes of the Meetings of the Direksi during which such procedures were determined and decided.

Minutes of the Meeting of the Direksi shall be drawn-up for each Meeting of the Direksi. Any dissent from decisions taken in the Meeting of the Direksi shall be noted in the Minutes of any Meeting of the Direksi. Each member of the Direksi shall be entitled to receive a copy of the Minutes of the Meeting of the Direksi

irrespective whether such member has been present or not at a Meeting of the Direksi.

Within 14 (fourteen) days since the date of the delivery thereof, each member of the Direksi shall advise the Chairman of the Meeting of the Direksi concerned of his/her objections and/or corrections to any matter referred to therein.

If no such objections and/or corrections are received, the other members of the Direksi shall be entitled to assume that there are no objections and/or corrections to the Minutes of the Meeting of the Direksi concerned

The originals of the Minutes of each Meeting of the Direksi shall be bound annually and kept at the Company's offices; and each member of the Dewan Komisaris, and each member of the Direksi shall be entitled to read each Minutes of the Meeting of the Direksi.

3.6. Internal Controls

Principle:

The Direksi should establish an effective system of internal controls in order to safeguard the investment and assets of the Company.

The Direksi should also establish an appropriate internal information control system, in order (a) to safeguard important information of the Company, and (b) that such information can be quickly transmitted to the corporate secretary (if any). Internal controls are the process aimed at achieving reasonable certainty about the realization of objectives in regard to (a) the reliability of the financial information, (b) the effectiveness and efficiency of the corporate processes, and (c) compliance with all relevant regulations having the force of law.

3.7. Role of Direksi in Accounting Matters

Principle:

The Direksi should advise the Audit Committee when it seeks a second opinion on a significant accounting issue.

3.8. Maintenance of Registers by the Direksi

Principle:

The Direksi shall organize and maintain a Register of Shareholders and a Special Register in accordance with the provisions of prevailing regulations having the force of law. Such Register of Shareholders and Special Register shall be held in the office of the Company, and the shareholders, the members of the Dewan Komisaris and the Direksi of the Company shall be entitled to read such Registers. Each of these Registers shall be signed in accordance with the Articles of Association.

IV. AUDIT SYSTEMS

4.1. External Auditors

Principle:

The external auditors shall be appointed by the GMOS from candidates nominated by the Audit Committee. The Audit Committee through the Dewan Komisaris will provide to the GMOS the reasons for such nominations and the proposed remuneration for such external auditors.

Such external auditors shall be independent from the Company's Dewan Komisaris, Direksi and stakeholders of the Company.

The Company must make available to the external auditors all accounting records and supporting data necessary to enable such auditors to render their opinion as to the fairness, consistency and conformity of the Company's financial statements with Indonesian accounting standards. The external auditors shall notify the Company through its Audit Committee, (if any), of any event related to the Company that is contrary to prevailing regulations having the force of law (if any).

4.2. Audit Committee

Principle:

The Dewan Komisaris shall establish an Audit Committee comprised of certain members of the Dewan Komisaris. The Dewan Komisaris may invite outsiders as member(s) of the Audit Committee with the requisite mixture of relevant skills, experience and other qualities to achieve all of the Audit Committee's objectives. The Audit Committee shall be independent of the Direksi and external auditors and thus should report solely to the Dewan Komisaris. The removal of a member of the

Audit Committee should require the approval of more than 50% of the number of the members of the Dewan Komisaris. The duties and responsibilities of the Audit Committee shall be specified in a Charter. Such duties and responsibilities should inter alia include:

- (a) promoting an adequate structure of internal control;
- (b) improving the quality of financial disclosure and reporting;
- (c) reviewing the scope, accuracy and cost effectiveness of the external audit and the independence and objectivity of the external auditors;
- (d) preparing a letter (signed by the Chairman of the Audit Committee) describing the Audit Committee's duties and responsibilities during the year under review, which letter shall be included in the Annual Reports to be submitted to shareholders.

The Audit Committee should have adequate resources and authority to discharge their duties and responsibilities.

4.3. Information

Principle:

The Dewan Komisaris and Direksi shall ensure that both external and internal auditors and the Audit Committee shall have full access to information necessary to perform their audits.

4.4. Confidentiality

Principle:

Both external and internal auditors, and the Audit Committee shall not reveal, unless required by regulations having the force of law, any confidential information obtained while performing such audits.

4.5. Audit regulations

Principle:

The GMOS shall approve/adopt mandatory internal regulations to govern all aspects of audits including the qualifications, rights, duties, responsibilities and operations of external and internal auditors.

V. CORPORATE SECRETARY

5.1. Function

Principle:

Depending on the specific characteristics of the Company, it is recommended that the Direksi recommend a person as corporate secretary who should act as a liason officer and can be assigned to administer and maintain of corporate documents, including but not limited to the Register of Shareholders, the Special Register and the Minutes of all meeting of the Direksi and GMOS.

5.2. Qualifications

Principle:

The corporate secretary shall have such academic qualifications adequate to perform his/her duties and responsibilities. The function of the corporate secretary can be carried out by a member of the Direksi.

5.3. Accountability

Principle:

The Corporate Secretary is accountable to the Direksi.

5.4. Role of Corporate Secretary in Disclosure Matters

Principle:

The corporate secretary shall ensure that the Company complies with prevailing regulations having the force of law in respect of disclosure requirements. The corporate secretary shall periodically provide to the Direksi any information relevant to their duties. Such information shall also be provided to the Dewan Komisaris when required.

VI. STAKEHOLDERS

6.1. Rights of Stakeholders

Principle:

The rights of stakeholders under prevailing regulations having the force of law and/or pursuant to any contracts entered into with the Company, customers, suppliers, creditors and surrounding community, shall be respected. Furthermore, stakeholders shall be afforded appropriate means of redress if there is an evidence of infringements of their rights.

6.2. Stakeholder Participation in Monitoring the Compliance with prevailing regulations having the force of law by the Direksi

Principle:

Stakeholders shall be provided with an opportunity to monitor and offer input to the Company's Direksi. Whereas, the Company shall provide stakeholders with relevant information necessary for protecting their rights. The Company will cooperate with stakeholders for their mutual benefit.

VII. DISCLOSURE

7.1. Timely and Accurate Disclosure

Principle:

The Company shall disclose material information through its Annual Reports and financial statements to shareholders, and the relevant government authorities in accordance with the prevailing regulations having the force of law in a timely, accurate, understandable and objective manner.

7.2. Matters of material importance to Decision-Making

Principle:

In addition to the contents of the Annual Reports required by prevailing regulations having the force of law, companies shall take the initiative to disclose not only matters required under the regulations having the force of law, but also those of material importance to the decision-making of institutional investors, shareholders, creditors and other stakeholders with respect to such matters, such as, but not limited to:

- (a) the Company's objectives, business goals and strategies;
- (b) the status of major shareholders and all other shareholders and pertinent information on the exercise of shareholders' rights;
- (c) cross-shareholdings and cross-debt guarantees, if any;
- (d) evaluations of the Company by external auditors, credit rating agencies and others;
- (e) curriculum vitae on members of the Dewan Komisaris, the Direksi, key executives, and their remuneration;
- (f) honorarium system for external auditors
- (g) remuneration systems for internal auditors, members of the Dewan Komisaris, Direksi and key executives;

- (h) material foreseeable risk factors, including management assessment of the business climate and risk factors;
- (i) material issues regarding the Company's employees and other stakeholders;
- (j) material claims submitted by and/or against the Company and court cases involving the Company;
- (k) potential and ongoing conflict of interests; and
- (l) Good Corporate Governance implementations.

7.3. Disclosure of Adherence to this Code

Principle:

The Company shall actively disclose how they have applied the principles of Good Corporate Governance set out in this Code and any discrepancies from and/or non-compliance with such principles, including reasons therefore.

This should include a statement of the corporate governance issues specific to the Company so that investors understand how a particular company deals with those issues.

7.4. Disclosure of Price Sensitive Information

Principle:

The Company shall ensure that all price sensitive information is kept confidential until a public announcement is made. However, if there is a concern that confidentiality cannot be maintained until the particular transaction or matter has been concluded, a warning announcement may be necessary to avoid the creation of a misleading information, according to the prevailing regulations having the force of law.

VIII. CONFIDENTIALITY

Principle:

The Dewan Komisaris and the Direksi are under an obligation of confidentiality to the Company.

Confidential information, which their members have obtained while acting as a member of the Dewan Komisaris or as a member of the Direksi, or key executives, must remain confidential according to the prevailing regulations having the force of law.

IX. INSIDER INFORMATION

Principle:

Members of the Dewan Komisaris and the Direksi holding shares in the Company and, for public companies, any other "insiders" as meant in prevailing regulations having the force of law, shall not misuse such material information in relation to the Company.

Information concerning take-overs, mergers, and share repurchase programs is in general considered as insider information and the Dewan Komisaris and the Direksi and key executives of the Companies concerned with the planning and implementations of these programs should afford fair treatment to all affected shareholders.

X. BUSINESS ETHICS AND CORRUPTION

Principle:

Members of the Dewan Komisaris, the Direksi, and all employees of the Company shall never make or offer, directly or indirectly, anything of value to a customer or government official to influence or reward an action, in accordance with the prevailing regulations having the force of law.

A business courtesy, such as gift, contribution or entertainment, should never be offered under circumstances that might create the appearance of an impropriety.

The Company should adopt a codification of ethical conduct, which essentially is a statement of values, such Code should be expressed briefly and clearly but sufficiently detailed to give a clear direction to the behavior of those to whom it is directed.

XI. DONATIONS

Principle:

It is inappropriate that any of the corporate funds or assets or profits that rightfully accrue to the shareholders be diverted to political donations.

Political contributions by the Company, or the use of any Company's assets, to any political party or any legislative candidate, shall be carried out under the prevailing public election regulations having the force of law.

Donations to charities are acceptable within reason.

XII. COMPLIANCE WITH HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION REGULATIONS HAVING THE FORCE OF LAW

Principle:

The Direksi shall ensure that the Company, its production and manufacturing facilities, plans, shops, and other Company facilities, comply with applicable environmental and health regulations having the force of law. The Direksi shall take appropriate measures to prevent workplace injuries and illness. Employees shall be provided with a safe and healthy working environment. In carrying out this task, the Direksi shall consider evolving industry practices, regulatory requirements and societal standards of care.

XIII. EQUAL EMPLOYMENT OPPORTUNITY

Principle:

The Direksi shall use merit, qualifications and other job-related criteria as the sole basis for all employment-related decisions.

The Direksi shall recruit, hire, train, compensate, promote and provide other conditions of employment without regard to a person's race, religion, sex, age, disability, or other characteristic protected by regulations having the force of law.

The Direksi shall provide a work environment free of harassment of any kind based on diverse human characteristics and cultural backgrounds.