

PEDOMAN DAN TATA TERTIB KERJA DEWAN KOMISARIS
GUIDELINES AND WORKING RULES OF
THE BOARD OF COMMISSIONERS
PT LAUTAN LUAS Tbk
(“Perseroan”)
(the "Company")

(PIAGAM DEWAN KOMISARIS)
(The Board of Commissioners Charter)

Pendahuluan
PRELIMINARY

Dalam rangka meningkatkan penerapan prinsip tata kelola perusahaan yang baik di lingkungan Perseroan yang berkaitan dengan tugas dan tanggung jawab Dewan Komisaris, perlu dibuat peraturan mengenai kewenangan, tugas, kewajiban dan tanggung jawab Dewan Komisaris Perseroan dengan menetapkan Pedoman dan Tata Tertib Kerja Dewan Komisaris Perseroan.

In order to improve the application of principles of good corporate governance within the Company related to the duties and responsibilities of the Board of Commissioners, it need to be made regulatory authority, duties, obligations and responsibilities of the Board of Commissioners of the Company by establishing Guidelines and Working Rules of the Board of Commissioners.

LEGAL BASIS
Landasan Hukum

1. Undang-Undang No. 8 Tahun 1995 tentang Pasar Modal.
1. Law No. 8 of 1995 on the Capital Market.
2. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas.
2. Law No. 40 of 2007 regarding Limited Liability Company.
3. Undang-Undang No. 21 Tahun 2011 tentang Otoritas Jasa Keuangan.
3. Law No. 21 of 2011 on the Financial Services Authority.
4. Peraturan Bapepam No. IX.J.1, Lampiran Surat Keputusan Ketua Badan Pengawas Pasar Modal No. KEP-179/BL/2008 tanggal 14 Mei 2008 tentang Pokok-Pokok Anggaran Dasar Perseroan yang Melakukan Penawaran Umum Efek Bersifat Ekuitas dan Perusahaan Publik.
4. Regulation of Capital Market and Financial Institution Supervisory Board No. IX.J.1, Attachment Decree of the Chairman of Capital Market Supervisory Board No. KEP-179 / BL / 2008 dated May 14, 2008 on the Principles of Articles of Association of Public Offering of Equity Securities and Public Company.
5. Peraturan OJK No.8/POJK.04/2015, tanggal 26 Juni 2015 tentang Situs Web Emiten atau Perusahaan Publik.
5. Regulation of the Financial Services Authority No.8 / POJK.04 / 2015, dated June 26, 2015 on the Website of the Issuer or Public Company.

6. Peraturan OJK No.32/POJK.04/2014, tanggal 8 Desember 2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka.
6. Regulation of the Financial Services Authority No.32 / POJK.04 / 2014, dated December 8, 2014 on the Plan and Implementation of the General Meeting of Shareholders of Public Company.
7. Peraturan OJK No.33/POJK.04/2014, tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten dan Perusahaan Publik.
7. Regulation of the Financial Services Authority No.33 / POJK.04 / 2014, dated December 8, 2014 on the Board of Directors and Board of Commissioners of the Issuer and Public Company.
8. Peraturan OJK No.35/POJK.04/2014, tanggal 8 Desember 2014 tentang Sekretaris Perseroan Emiten atau Perusahaan Publik.
8. Regulation of the Financial Services Authority No.35 / POJK.04 / 2014, dated December 8, 2014 on Corporate Secretary of Public Company.
9. Surat Keputusan Direksi PT Bursa Efek Indonesia No. Kep-00001/BEI/01- 2014 tanggal 20 Januari 2014 tentang Perubahan Peraturan No I-A tentang Pencatatan Saham dan Efek Bersifat Ekuitas Selain Saham yang Diterbitkan oleh Perusahaan Tercatat.
9 Decree of the Board of Directors of the Indonesia Stock Exchange No. Kep-00001 / BEI / 01- 2014 dated January 20, 2014 on Amendments Rule to the Law No. I-A on the Registration of Shares and Equity Securities other than Shares Issued by the Listed Company.
10. Anggaran Dasar PT Lautan Luas Tbk., berikut perubahannya.
10. Article of Association of PT Lautan Luas Tbk including amendment thereto.

Bab I CHAPTER I

Kewajiban, Tugas, Tanggung Jawab, dan Wewenang Dewan Komisaris *Liabilities, Tasks, Responsibilities, and Authority of the Board of Commissioners*

Pasal 1 Article 1

Dewan Komisaris melakukan tugas pengawasan atas kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan dan memberi nasehat kepada Direksi.
The Board of Commissioners perform supervisory duties over the policy of management, operation of management in general, either regarding the Company or the Company's business and provide advise the Board of Directors.

Pasal 2 Article 2

Dewan Komisaris dalam melaksanakan kewajiban, tugas, tanggung jawab dan wewenangnya, wajib memperhatikan Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku.
The Board of Commissioners in performing the obligations, duties, responsibilities and authorities shall take into account the Articles of Association of the Company and the prevailing laws and regulations.

Pasal 3 Article 3

- (1) Setiap anggota Dewan Komisaris tidak dapat bertindak sendiri-sendiri melainkan berdasarkan keputusan Dewan Komisaris atau berdasarkan penunjukan dari Dewan Komisaris.
(1) Every member of the Board of Commissioners shall not act individually but pursuant to the decision of the Board of Commissioners or pursuant to appointment of the Board of Commissioners.

- (2) Anggota Dewan Komisaris yang telah mendapat persetujuan dari Rapat Dewan Komisaris berhak dan berwenang bertindak untuk dan atas nama Dewan Komisaris dalam hal memberikan persetujuan atas tindakan Direksi yang perlu mendapat persetujuan Dewan Komisaris.

(2) Member of the Board of Commissioners that has accepted approval from Meeting of the Board of Commissioners shall be entitled and authorized to act for and on behalf of the Board of Commissioners in approving the actions of the Board of Directors that need approval of the Board of Commissioners.

Pasal 4 Article 4

Anggota Dewan Komisaris, baik bersama-sama maupun sendiri-sendiri, setiap waktu pada jam kerja Perseroan berhak memasuki bangunan dan halaman atau tempat lain yang digunakan atau dikuasai oleh Perseroan dan berhak memeriksa semua pembukuan, surat dan alat bukti lainnya, memeriksa dan mencocokkan keadaan uang kas dan lain-lain serta berhak untuk mengetahui segala tindakan yang telah dijalankan oleh Direksi.

Member of the Board of Commissioners, either jointly or individually, at any time during working hours of the Company shall be entitled to enter the building and yard or other place used or controlled by the Company and shall be entitled to inspect all books, letters and other evidences, checking and matching cash situation and others as well as authorize to know all the actions taken by the Board of Directors.

Pasal 5 Article 5

- (1) Dewan Komisaris setiap waktu berhak memutuskan untuk memberhentikan untuk sementara waktu seorang atau lebih anggota Direksi jika anggota Direksi tersebut bertindak bertentangan dengan anggaran dasar Perseroan, merugikan Perseroan, melalaikan kewajiban dan/atau melanggar peraturan perundang-undangan yang berlaku.

(1) The Board of Commissioners reserves the right at any time to decide to lay off temporary one or more members of the Board of Directors if the members of the Board of Directors is acting contrary to the articles of association of the Company, to the detriment of the Company, malpractice and / or violate to the prevailing laws and regulations in force.

- (2) Apabila seluruh anggota Direksi diberhentikan sementara dan Perseroan tidak mempunyai seorangpun anggota Direksi maka untuk sementara Dewan Komisaris diwajibkan untuk mengurus Perseroan. Dalam hal demikian Dewan Komisaris berhak untuk memberikan kekuasaan sementara kepada seorang atau lebih diantara anggota Dewan Komisaris atas tanggungan Dewan Komisaris.

(2) If all members of the Board of Directors are suspended and the Company does not have one member of the Board of Directors then for a while the Board of Commissioners shall be obliged to manage the Company. In such case, the Board of Commissioners shall be entitled to confer temporary power to one or more of the members of the Board of Commissioners at the responsibility of the Board of Commissioners.

Pasal 6 Article 6

Dewan Komisaris berhak mengusulkan penggantian dan/atau pengangkatan anggota Direksi kepada RUPS dengan memperhatikan rekomendasi nominasi dan remunerasi.

The Board of Commissioners shall be entitled to propose replacement and / or appointment of members of the Board of Directors to the General Meeting of Shareholders with regard to the recommendation of nomination and remuneration.

Pasal 7 Article 7

Dewan Komisaris wajib memastikan terselenggaranya pelaksanaan tata kelola perusahaan yang baik *Good Corporate Governance* (GCG) dalam setiap kegiatan usaha Perseroan pada seluruh tingkatan atau jenjang organisasi.

The Board of Commissioners shall ensure the implementation performance of good corporate governance (GCG) in all businesses activities of the Company at all levels of the organization.

Pasal 8 Article 8

- (1) Dewan Komisaris wajib membentuk paling kurang Komite Audit.
(1) The Board of Commissioners shall establish at least the Audit Committee.
- (2) Dewan Komisaris dapat membentuk Komite Pemantau Risiko, Komite Nominasi dan Remunerasi atau komite lainnya.
(2) The Board of Commissioners may establish Risk Monitoring Committee, Nomination and Remuneration Committee or other committees.
- (3) Dewan Komisaris wajib memastikan bahwa komite-komite yang telah dibentuk oleh Dewan Komisaris menjalankan tugasnya secara efektif.
(3) The Board of Commissioners shall ensure that the committees that have been established by the Board of Commissioners perform their duties effectively.

Pasal 9 Article 9

Dewan Komisaris wajib memberikan laporan tentang tugas pengawasan yang telah dilakukan selama tahun buku yang lampau kepada RUPS.

The Board of Commissioners shall provide a report on the supervisory duties that have been conducted during the past financial year to the GMS.

Pasal 10 Article 10

- (1) Setiap anggota Dewan Komisaris bertanggung jawab kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian dalam menjalankan tugasnya.
(1) Each member of the Board of Commissioners responsible for losses of the Company caused by errors or omissions in performing their duties.
- (2) Anggota Komisaris tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan:
(2) Member of the Board of Commissioner shall not be responsible for loss of the Company provided that he/she can prove:
 - a. kerugian tersebut bukan karena kesalahan atau kelalaiannya;
a. the loss through no his/her fault or negligence;
 - b. telah melakukan pengawasan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan;
b. it has conducted supervisor in good faith, responsibly and in prudence for the interests of and in accordance with the purposes and objectives of the Company;
 - c. tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengawasan yang mengakibatkan kerugian; dan
c. does not have a conflict of interest, either directly or indirectly, for supercisory actions resulting in losses; and

- d. telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.
d. it have taken actions to prevent such loss arising or continuing.

Bab II CHAPTER II
Persetujuan Dewan Komisaris
Approval of the Board of Commissioners

Pasal 11 Article 11

Persetujuan Dewan Komisaris yang diberikan kepada Direksi untuk melakukan tindakan-tindakan tertentu ditetapkan dengan Surat Keputusan Dewan Komisaris atau atau dokumen yang bersangkutan ikut ditandatangani oleh anggota Dewan Komisaris.

Approval of the Board of Commissioners granted to the Board of Directors to perform certain actions stipulated by the Decree of the Board of Commissioners or the relevant documents shall be countersigned by members of the Board of Commissioners.

Bab III CHAPTER III
Nilai-Nilai dan Etika Kerja Dewan Komisaris
Values and Ethics Code of the Board of Commissioners

Pasal 12 Article 12

Setiap anggota Dewan Komisaris wajib dengan itikad baik dan penuh tanggung jawab menjalankan tugasnya untuk kepentingan dan usaha Perseroan dengan mengindahkan peraturan perundang-undangan yang berlaku.

Each member of the Board of Commissioners shall in good faith and responsibly carry out their duties for the benefit and business of the Company with regard to the prevailing laws and regulations.

Pasal 13 Article 13

Setiap anggota Dewan Komisaris wajib mematuhi kode etik yang berlaku di Perseroan, menjalankan tugasnya dengan itikad baik, penuh tanggung jawab dan kehati-hatian dengan selalu mengindahkan peraturan perundang-undangan yang berlaku, yang di antaranya terkait dengan pelaksanaan tata kelola perusahaan yang baik dan anggaran dasar Perseroan, serta wajib menegakkan standar integritas tertinggi dan menghindari kondisi benturan kepentingan antara Perseroan dengan Dewan Komisaris dan anggota Dewan Komisaris.

Each member of the Board of Commissioners shall comply with the code of ethics prevailed in the Company, carry out their duties in good faith, full of responsibility and prudence to always due observance laws and regulations in force, some of which related to the implementation of good corporate governance and articles of association of the Company, and shall uphold the highest standards of integrity and avoid conditions of conflict of interest between the Company and the Board of Commissioners and members of the Board of Commissioners.

Pasal 14 Article 14

Anggota Dewan Komisaris dapat merangkap jabatan sebagai anggota Dewan Komisaris, Direksi, komite-komite di emiten atau perusahaan publik lain dengan memperhatikan ketentuan peraturan perundang-undangan yang berlaku.

Member of the Board of Commissioners might be concurrently hold positions as member of the Board of Commissioners, Board of Directors, committees in other issuer or public companies with regard to the prevailing laws and regulations.

Pasal 15 Article 15

(1) Setiap anggota Dewan Komisaris dilarang untuk mengambil keputusan yang dapat menempatkan atau berpotensi menempatkan Dewan Komisaris pada kesempatan pertama terhadap potensi benturan kepentingan.

(1) Each member of the Board of Commissioners shall be prohibited to take decisions that can place or potentially put the Board of Commissioners on the first occasion against potential conflicts of interest.

(2) Dalam hal terjadi benturan kepentingan, anggota Dewan Komisaris dilarang mengambil tindakan yang dapat merugikan Perseroan atau mengurangi keuntungan Perseroan dan wajib mengungkapkan benturan kepentingan dimaksud dalam setiap keputusan.

(2) In the event of any conflict of interest, members of the Board of Commissioners are prohibited from taking actions that could harm the Company or reduce the profits of the Company and shall disclose conflict of interest referred to in any decision.

Pasal 16 Article 16

Setiap anggota Dewan Komisaris wajib untuk mengungkapkan kepemilikan sahamnya yang mencapai 5 % (lima persen) atau lebih, baik pada Perseroan yang bersangkutan maupun perseroan dan perusahaan lain yang berkedudukan di dalam dan di luar negeri, serta hubungan keuangan serta hubungan keluarga dengan anggota Dewan Komisaris lainnya, anggota Direksi dan/atau pemegang saham pengendali Perseroan.

Each member of the Board of Commissioners shall disclose his/her 5% (five percent) or more shareholding, both on the Company concerned as well as the company and other companies domiciled in and abroad, as well as the financial relationship and family relationship with other members of the Board of Commissioners, members of the Board of Directors and / or controlling shareholders of the Company.

Pasal 17 Article 17

Setiap anggota Dewan Komisaris dilarang:

Each member of the Board of Commissioners shall be prohibited from:

a. memanfaatkan Perseroan untuk kepentingan pribadinya, termasuk untuk kepentingan keluarga dan/atau pihak-pihak lain yang merugikan atau mengurangi keuntungan Perseroan.

a. utilizing the Company for personal interests, including the interests of the family and / or other parties who harm or reduce profits of the Company.

b. mengambil dan/atau menerima keuntungan pribadi dari Perseroan selain remunerasi dan fasilitas lainnya yang ditetapkan RUPS sesuai dengan ketentuan yang berlaku.

b. take and / or receive personal benefits from the Company other than remuneration and other facilities that resolved in GMS in accordance with applicable regulations.

Pasal 18 *Article 18*

Setiap anggota Dewan Komisaris dilarang baik langsung maupun tidak langsung membuat pernyataan tidak benar mengenai fakta yang material atau tidak mengungkapkan fakta yang material agar pernyataan yang dibuat tidak menyesatkan mengenai keadaan Perseroan yang terjadi pada saat pernyataan dibuat.

Each member of the Board of Commissioners 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 misleading regarding condition of the Company occurred at the time the statement was made.

Bab IV CHAPTER IV

Fungsi Nominasi dan Remunerasi

Function of Nomination and Remuneration

Pasal 19 *Article 19*

- (1) Dewan Komisaris menjalankan fungsi nominasi dan remunerasi.
(1) The Board of Commissioners shall perform the function of nomination and remuneration.
- (2) Dewan Komisaris dalam menjalankan fungsi nominasi dan remunerasi wajib bertindak independen.
(2) The Board of Commissioners in performing the function of nomination and remuneration shall act independently.

Bab V CHAPTER V

Tugas Serta Tanggung Jawab Fungsi Nominasi dan Remunerasi

Duties and Responsibilities of the Function of Nomination and Remuneration

Pasal 20 *Article 20*

Dalam menjalankan fungsi nominasi Dewan Komisaris mempunyai tugas dan tanggung jawab sebagai berikut:

In carrying out the function nomination the Board of Commissioners have duties and responsibilities as follows:

1. membuat ketentuan mengenai:
 - 1. to make provisions regarding:*
 - a. komposisi jabatan anggota Direksi dan/atau Dewan Komisaris;
a. the jobs composition of members of the Board of Directors and / or the Board of Commissioners;
 - b. kebijakan dan kriteria yang dibutuhkan dalam proses nominasi;
b. policies and criteria required in the nomination processes;
 - c. kebijakan evaluasi kinerja bagi anggota Direksi dan/atau Dewan Komisaris;
c. performance evaluation policies for members of the Board of Directors and / or Board of Commissioners;
2. melakukan penilaian kinerja anggota Direksi dan/atau Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;
2. assessing performance of members of the Board of Directors and / or Board of Commissioners based on benchmarks that had been developed as evaluation materials;
3. membuat program pengembangan kemampuan anggota Direksi dan/atau Dewan Komisaris;
3. create a development program on capabilities of members of the Board of Directors and / or Board of Commissioners;

4. memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau Dewan Komisaris untuk disampaikan kepada RUPS.
4. proposes candidates who qualify as members of the Board of Directors and / or the Board of Commissioners to be submitted to the GMS.

Pasal 21 Article 21

Dalam menjalankan fungsi nominasi Dewan Komisaris melakukan prosedur sebagai berikut:

In carrying out the function of nomination the Board of Commissioners shall perform the following procedures:

1. menyusun komposisi dan proses nominasi anggota Direksi dan/atau Dewan Komisaris;
1. to prepare composition and nomination processes of members of the Board of Directors and / or the Board of Commissioners;
2. menyusun kebijakan dan kriteria yang dibutuhkan dalam proses nominasi anggota Direksi dan/atau Dewan Komisaris;
2. develop policies and criteria required in the processes of nomination of members of the Board of Directors and / or the Board of Commissioners;
3. melaksanakan evaluasi kinerja Direksi dan/atau Dewan Komisaris;
3. carry out performance evaluation of the Board of Directors and / or the Board of Commissioners;
4. menyusun program pengembangan kemampuan anggota Direksi dan/atau Dewan Komisaris;
4. arrange development program of capacity of the Board of Directors and / or Board of Commissioners;
5. menelaah dan mengusulkan calon anggota Direksi dan/atau Dewan Komisaris yang memenuhi syarat untuk disampaikan kepada RUPS.
5. review and propose candidates for the Board of Directors and / or the Board of Commissioners ~~are~~ eligible to be submitted to the GMS.

Pasal 22 Article 22

Dalam menjalankan fungsi remunerasi Dewan Komisaris mempunyai tugas dan tanggung jawab sebagai berikut:

In carrying out function of the remuneration, the Board of Commissioners have duties and responsibilities as follows:

1. membuat ketentuan mengenai:
1. make provisions regarding:
 - 1) struktur remunerasi;
1) structure of remuneration;
 - 2) kebijakan atas remunerasi; dan
2). policy on remuneration; and
 - 3) besaran atas remunerasi;
3) amount of remuneration;
2. melakukan penilaian kinerja dengan kesesuaian remunerasi yang diterima masing-masing anggota Direksi dan/atau Dewan Komisaris.
2. conducting assessment on conformity of performance and remuneration received by each member of the Board of Directors and / or Board of Commissioners.

Pasal 23 Article 23

- (1) Dalam menjalankan fungsi remunerasi Dewan Komisaris melakukan prosedur sebagai berikut:

- (1) *In performing the function of remuneration, the Board of Commissioners shall perform the following procedures:*
- a. menyusun struktur remunerasi bagi anggota Direksi dan Dewan Komisaris;
a. arrange structure on remuneration for members of the Board of Directors and Board of Commissioners;
 - b. menyusun kebijakan atas remunerasi bagi anggota Direksi dan Dewan Komisaris; dan
b. arrange policies on remuneration for members of the Board of Directors and Board of Commissioners; and
 - c. menyusun besaran atas remunerasi bagi anggota Direksi dan/atau Dewan Komisaris.
c. preparing the remuneration scale for members of the Board of Directors and / or Board of Commissioners.
- (2) Struktur remunerasi sebagaimana dimaksud pada ayat (1) huruf a dapat berupa:
- (2) *The structure of remuneration referred to in paragraph (1) letter a can be:*
- a. gaji;
a. salary;
 - b. honorarium;
b. honorarium;
 - c. insentif; dan/atau
c. incentives; and / or
 - d. tunjangan yang bersifat tetap dan/atau variabel.
d. fixed and / or variable allowances.
- (3) Penyusunan struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud pada ayat (1) harus memperhatikan:
- (3) *arrangement structure, policies, and amount of remuneration referred to in paragraph (1) shall take into account:*
- a. remunerasi yang berlaku pada industri sesuai dengan kegiatan usaha sejenis dan skala usaha dari Perseroan dalam industrinya;
a. remuneration prevailing in industry in accordance with similar business activities and scale of business of the Company in the industry;
 - b. tugas, tanggung jawab, dan wewenang anggota Direksi dan/atau Dewan Komisaris dikaitkan dengan pencapaian tujuan dan kinerja Perseroan;
b. duties, responsibilities, and authority of members of the Board of Directors and / or Board of Commissioners shall be associated with the achievement of goals and performance of the Company;
 - c. target kinerja atau kinerja masing-masing anggota Direksi dan/atau Dewan Komisaris; dan
c. performance targets or the performance of individual member of the Board of Directors and / or Board of Commissioners; and
 - d. keseimbangan tunjangan antara yang bersifat tetap dan bersifat variabel.
d. allowance balance between the fixed and variable nature.
- (4) Struktur, kebijakan, dan besaran remunerasi sebagaimana dimaksud pada ayat (1) harus dievaluasi oleh Dewan Komisaris paling kurang 1 (satu) kali dalam 1 (satu) tahun.
- (4) *The structure, policies, and amount of remuneration referred to in paragraph (1) shall be evaluated by the Board of Commissioners at least 1 (one) time in 1 (one) year.*

Bab VI CHAPTER VI
Penyelenggaraan Rapat Fungsi Noninasi dan Remunerasi
Meetings implementation of Function Nomination and Remuneration

Pasal 24 Article 24

Rapat fungsi nominasi dan remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 1 (satu) tahun bersamaan dengan rapat Dewan Komisaris.

Meeting of nomination and remuneration functions shall be held regularly at least 1 (one) time in 1 (one) year in conjunction with the meeting of the Board of Commissioners.

Pasal 25 Article 25

Rapat dihadiri oleh sekurang-kurangnya lebih dari setengah jumlah anggota Dewan Komisaris salah satu di antaranya adalah Komisaris Independen.

Meeting shall be attended by at least more than a half number members of the Board of Commissioners one of whom shall be Independent Commissioner.

Pasal 26 Article 26

Hasil dari rapat fungsi nominasi dan remunerasi dibawa oleh Dewan Komisaris untuk diajukan dan direkomendasikan di dalam RUPS.

Results of the meeting of nomination and remuneration functions shall be brought up by the Board of Commissioners to be submitted and recommended at the GMS.

Bab VII CHAPTER VII
Waktu Kerja Dewan Komisaris
Working Time the Board of Commissioners

Pasal 27 Article 27

Dewan Komisaris wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal.

Board of Commissioners shall provide sufficient time to carry out their duties and responsibilities optimally.

Bab VIII CHAPTER VIII
Rapat Dewan Komisaris
Meetings of the Board of Commissioners

Pasal 28 Article 28

Rapat Dewan Komisaris wajib diselenggarakan secara berkala paling kurang 1 (satu) kali dalam setiap 2 (dua) bulan.

Meeting of the Board of Commissioners shall be held regularly at least 1 (one) time in every 2 (two) months.

Pasal 29 Article 29

Dewan Komisaris wajib mengadakan rapat bersama Direksi paling kurang 1 (satu) kali dalam 4 (empat) bulan.

The Board of Commissioners shall hold a joint meeting with the Board of Directors at least 1 (one) time in 4 (four) months.

Pasal 30 Article 30

Dewan Komisaris membuat risalah Rapat Dewan Komisaris dan menyimpan salinannya di Sekretaris Perusahaan.

The Board of Commissioners shall draw up minutes of Meeting of the Board of Commissioners and keeps the copies in the Corporate Secretary.

Pasal 31 Article 31

Setiap anggota Dewan Komisaris, Direksi dan anggota komite wajib menjaga kerahasiaan pembahasan dan keputusan Dewan Komisaris dan atas informasi yang diperolehnya dalam rapat.

Each member of the Board of Commissioners, the Board of Directors and committee members shall maintain confidentiality the discussions and decisions of the Board of Commissioners and on information obtained in meetings.

Bab IX CHAPTER IX

Mekanisme dan Pengambilan Keputusan Rapat

Mechanisms and Decision Making in the Meeting

Pasal 32 Article 32

Pengambilan keputusan dalam Rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat, dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.

Decision-making in the Meeting of the Board of Commissioners shall be conducted by consensus, in the event does not happen consensus, decisions made by a majority vote.

Pasal 33 Article 33

Dewan Komisaris dapat mengambil keputusan yang sah tanpa mengadakan Rapat Dewan Komisaris, asal saja semua anggota Dewan Komisaris telah diberitahukan secara tertulis, dan memberikan persetujuan, mengenai usul yang diajukan serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Dewan Komisaris.

The Board of Commissioners might adopt legitimate decisions without convening a meeting of the Board of Commissioners, provided that all members of the Board of Commissioners has been notified in writing, and give their approval concerning the submitted proposal and have signed the approval. The decisions adopted in this way have the same power as a legitimate decision adopted by meeting of the Board of Commissioners.

Pasal 34 *Article 34*

Segala keputusan yang diambil oleh Dewan Komisaris bersifat mengikat dan menjadi tanggung jawab bagi seluruh anggota Dewan Komisaris.

All decisions adopted by the Board of Commissioners shall be binding and the responsibility of all members of the Board of Commissioners.

Bab X CHAPTER X **Risalah Rapat *Minutes of Meetings***

Pasal 35 *Article 35*

(1) Hasil Rapat Dewan Komisaris wajib dituangkan dalam Risalah Rapat yang ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir dan didokumentasikan oleh Sekretaris Perusahaan.

(1) Resolution of meeting of the Board of Commissioners shall be taken in Minutes of Meeting which shall be signed by all members of the Board of Commissioners present and documented by the Corporate Secretary.

(2) Dalam hal terdapat anggota Dewan Komisaris yang tidak menandatangani hasil Rapat Dewan Komisaris, maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada Risalah Rapat.

(2) In case of members of the Board of Commissioners who do not sign the Minutes of Meeting of the Board of Commissioners, such members shall mention the reasons in writing in a separate letter attached to the Minutes of Meeting.

Pasal 36 *Article 36*

Salinan Risalah Rapat Dewan Komisaris yang telah ditandatangani oleh seluruh anggota Dewan Komisaris yang hadir, harus didistribusikan kepada seluruh anggota Dewan Komisaris.

A copy of the Minutes of Meeting of the Board of Commissioners that has been signed by all members of the Board of Commissioners present, shall be distributed to all members of the Board of Commissioners.

Bab XI CHAPTER XI **Rapat Gabungan Dewan Komisaris dan Direksi**

Joint Meeting of the Board of Commissioners and the Board of Directors

Pasal 37 *Article 37*

(1) Direksi dan Dewan Komisaris dapat melakukan Rapat Gabungan Dewan Komisaris dan Direksi (selanjutnya akan disebut "Rapat Gabungan") untuk membahas permasalahan strategis Perseroan, seperti kinerja Perseroan, permasalahan operasional, permasalahan terkait laporan keuangan dan isu-isu penting lainnya.

(1) The Board of Directors and Board of Commissioners may conduct Joint Meeting of the Board of Commissioners and Board of Directors (hereinafter called "Joint Meeting") to discuss the Company's strategic issues, such as the Company's performance, operational issues, problem related to the financial statements and other important issues.

(2) Direksi wajib mengadakan rapat bersama Dewan Komisaris paling kurang 1 (satu) kali dalam 4 (empat) bulan.

(2) The Board of Directors must convene a joint meeting of the Board of Commissioners at least 1 (one) time in 4 (four) months.

Pasal 38 Article 38

- (1) Inisiasi Rapat Gabungan dapat dilakukan oleh Dewan Komisaris.
(1) The initiation of the Joint Meeting can be done by the Board of Commissioners.
- (2) Kuorum Rapat Gabungan tercapai apabila dihadiri sekurang-kurangnya mayoritas dari yang mengundang.
(2) The quorum is reached when the Joint Meeting attended by at least a majority of the invite.
- (3) Rapat Gabungan dipimpin oleh Presiden Komisaris, dan dapat digantikan oleh seorang Komisaris yang ditunjuk oleh Rapat Gabungan.
(3) Joint Meeting shall be headed by the President Commissioner, and might be replaced by a commissioner appointed by the Joint Meeting.
- (4) Hasil Rapat Gabungan wajib dituangkan dalam risalah yang ditandatangani oleh seluruh anggota Direksi dan Dewan Komisaris yang hadir dan disampaikan kepada seluruh anggota Direksi dan Dewan Komisaris.
(4) Resolutions of the Joint Meeting shall set forth in the minutes signed by all members of the Board of Directors and the Board of Commissioners in attendance and delivered to all members of the Board of Directors and Board of Commissioners.
- (5) Risalah Rapat Gabungan didokumentasikan oleh Sekretaris Perusahaan.
(5) Minutes of the Joint Meeting shall be documented by the Corporate Secretary.

Bab XII CHAPTER XII **Pelaporan dan Pertanggungjawaban** *Reporting and Responsibility*

Pasal 39 Article 39

Dewan Komisaris wajib mempertanggungjawabkan pelaksanaan tugasnya kepada pemegang saham melalui RUPS.

The Board of Commissioners must account for the performance of its duties to the shareholders through the GMS.

Penutup Closing

Pedoman dan Tata Kerja Dewan Komisaris ini dapat dilakukan pemutakhirannya apabila dianggap perlu dengan tetap memperhatikan ketentuan hukum dan peraturan perundang-undangan yang berlaku di Indonesia.

Guidelines and Working Rules of the Board of Commissioners might be updated thereof as may be necessary with regard to the prevailing laws and regulations in Indonesia.

Pedoman dan Tata Kerja Dewan Komisaris ini mulai berlaku pada saat ditetapkan.
Guidelines and Work Procedures Board of Commissioners shall come into effect upon the enactment.

Ditetapkan di : Jakarta
Enacting in Jakarta
Tanggal : 01 Juni 2015
Date: 01 June 2015

Dewan Komisaris PT LAUTAN LUAS Tbk
The Board of Commissioners of PT LAUTAN LUAS Tbk

Ny. Joan Fudiana
Presiden Komisaris
President Commissioner

Pranata Hajadi
Wakil Presiden Komisaris
Vice President Commissioner

Isien Fudianto
Komisaris
Commissioner

Hari Slamet Widodo
Komisaris Independen
Independent Commissioner

Zaenal Arifin
Komisaris Independen
Independent Commissioner

Disalin dari naskah asli dan diterjemahkan oleh tim dari Bagian Hukum dan Sekretaris Perusahaan Perseroan.
Copied from original file and translated by team of Legal and Corporate Secretary Section of the Company.

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