



PT LAUTAN LUAS Tbk

PEDOMAN DAN TATA TERTIB KERJA DIREKSI
WORKING GUIDELINES AND RULES OF THE BOARD OF DIRECTORS
PT LAUTAN LUAS Tbk ("Perseroan")
PT LAUTAN LUAS Tbk (the "Company")
(PIAGAM DIREKSI)
(The Board of Directors Charter)

Pendahuluan
PRELIMINARY

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

In order to improve the application of the principles of good corporate governance within the Company related to the duties and responsibilities of the Board of Directors, there is necessary to be arrange rules regarding authority, duties, obligations and responsibilities of the Board of Directors of the Company by means of establishment the Working Guidelines and Rules of the Board of Directors.

Landasan Hukum
LEGAL BASIS

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 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 Perusahaan 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 to the Rule No. I-A on the Registration of Shares and Equity Securities other than Shares Issued by 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 Direksi

Obligations, Duties, Responsibilities and Powers of the Board of Directors

Pasal 1 Article 1

- (1) Direksi bertanggung jawab penuh dalam melaksanakan tugasnya untuk kepentingan Perseroan dalam mencapai maksud dan tujuannya.
(1) The Board of Directors shall be fully responsible in performing their duties for the benefit of the Company in achieving its objectives and purposes.
- (2) Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya Direksi dapat membentuk komite.
(2) In order to support the effectiveness implementation of the duties and responsibilities of the Board Directors may establish committee(s).

Pasal 2 Article 2

- (1) Direksi mewakili Perseroan secara sah dan secara langsung baik di dalam maupun di luar pengadilan tentang segala hal dalam segala hal kejadian, mengikat Perseroan dengan pihak lain dan pihak lain dengan Perseroan, serta menjalankan segala tindakan, baik yang mengenai kepengurusan maupun kepemilikan, akan tetapi dengan pembatasan bahwa untuk tindakan-tindakan berikut di bawah ini, Direksi wajib mendapat persetujuan tertulis terlebih dahulu dari Dewan Komisaris:
(2) The Board of Directors represent the Company legally and directly both inside and outside the court on all matters in everything incident, binding the Company with other party and other party to the Company, as well as carry out all actions, either concerning the management and ownership, but with the restriction that for the following actions below, the Board of Directors must obtain prior written approval of the Board of Commissioners:
 - a. mengagunkan atau melepaskan dengan cara apapun juga atas harta kekayaan Perseroan baik yang berupa barang bergerak maupun barang tidak bergerak, termasuk hak atas tanah atau perusahaan-perusahaan bernilai lebih dari jumlah yang sewaktu-waktu yang ditetapkan oleh Presiden Komisaris atau Wakil Presiden Komisaris atau Rapat Dewan Komisaris sampai dengan 50% (lima puluh persen) dari nilai bersih aset (*net asset value*) Perseroan yang ternyata dari neraca Perseroan yang terakhir;
a. to pledge or to dispose in any way over assets of the Company either in the form of moving goods or immovable goods, including land rights or companies with worth more than the amount at any time determined by the President Commissioner or Vice-President Commissioner or meetings of the Board of

Commissioners up to 50% (fifty percent) of net asset value of the Company which turns from the last balance sheet of the Company;

- b. menerima atau memberikan pinjaman uang dari siapapun, tidak termasuk menerima atau memberi pinjaman yang timbul dari kegiatan usaha Perseroan sehari-hari;
b. to borrow or to lend money from anyone, not including borrowing or lending loans arising from the Company's daily business activities;
- c. memberikan jaminan (*guarantee*) atau tanggungan (*indemnity*) untuk kepentingan pihak lain;
d. to provide a guarantee or indemnity for the benefit of another party;
- d. membuat atau menandatangani perjanjian bantuan teknik, perjanjian lisensi, perjanjian manajemen, serta perjanjian-perjanjian lainnya;
d. to create or to sign a technical assistance agreement, license agreement, management agreement and other agreements;
- e. perbuatan hukum untuk mengalihkan hak atas atau mengagunkan untuk menjamin kekayaan Perseroan yang bernilai lebih dari 50% (lima puluh persen) dari jumlah kekayaan bersih Perseroan yang tercantum dalam neraca Perseroan, baik dalam 1 (satu) transaksi maupun dalam beberapa transaksi yang berdiri sendiri ataupun yang berkaitan satu sama lain dalam 1 (satu) tahun buku.
e. legal actions to transfer rights or encumber or to guarantee the Company's assets which are worth more than 50% (fifty percent) of the total net assets of the Company listed on the balance sheet of the Company, either in one (1) single transaction or in multiple transactions that stand alone or are related to one another within one (1) year book.

- (2) Untuk menjalankan perbuatan hukum berupa transaksi yang memuat benturan kepentingan antara kepentingan ekonomis pribadi anggota Direksi, anggota Dewan Komisaris atau pemegang saham dengan kepentingan ekonomis Perseroan, Direksi wajib mendapat persetujuan terlebih dahulu dari RUPS.

(2) In order to run a legal action in the form of a transaction that contains a conflict of interest between personal economic interest of member of the Board of Directors, member of Board of Commissioners or shareholders with the economic interests of the Company, the Board of Directors must obtain the prior approval of the GMS.

Pasal 3 *Article 3*

Dengan tidak mengurangi ketentuan lain dalam anggaran dasar Perseroan,
Without prejudice to other provisions in the articles of association of the Company:

- a. Presiden Direktur berhak dan berwenang bertindak untuk dan atas nama Direksi serta mewakili Perseroan.
a. The President Director shall be entitled and authorized to act for and on behalf of the Board of Directors and represent the Company.
- b. Jika Presiden Direktur tidak ada atau berhalangan karena sebab apapun juga, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka Wakil Presiden Direktur bersama-sama dengan seorang Direktur lainnya berhak dan berwenang mewakili dan bertindak untuk dan atas nama Direksi dan Perseroan.
b. If the President Director does not exist or is unavailable due to any cause, which does not need to prove to a third party, then the Vice President together with another Director shall be entitled and authorized to represent and act for and on behalf of the Board of Directors and the Company.
- c. Jika Presiden Direktur dan Wakil Presiden Direktur tidak ada atau berhalangan karena sebab apapun juga, hal mana tidak perlu dibuktikan kepada pihak ketiga, maka seorang anggota Direktur yang ditunjuk oleh Presiden Direktur, bersama-sama dengan seorang Direktur lainnya berhak dan berwenang mewakili dan bertindak untuk dan atas nama Direksi dan Perseroan.
c. If the President Director and the Vice-President Director does not exist or is unavailable due to any cause, which does not need to prove to a third party, then a member of the Director who is appointed by the President Director, together with an other Director shall be entitled and authorized to represent and act for and on behalf of the Board of Directors and the Company.

Pasal 4 *Article 4*

- (1) Tanpa mengurangi tanggung jawab Direksi berhak mengangkat seorang kuasa atau lebih untuk bertindak atas nama Direksi dan untuk maksud itu harus memberikan surat kuasa khusus, dalam surat kuasa khusus tersebut diberi wewenang kepada pemegang-pemegang kuasa itu untuk melakukan tindakan-tindakan tertentu.

(1) Without prejudice to the responsibility, of the Board of Directors shall be entitled to appoint one or more attorney to act on behalf of the Board of Directors and for such purpose it must confer a special power of attorney, in the special power of attorney is given the authority to the holder of the power-holder to perform certain actions.

- (2) Anggota Direksi dilarang memberikan kuasa umum kepada pihak lain yang mengakibatkan pengalihan fungsi Direksi.

(2) Members of the Board of Directors shall be obliged to confer general attorney to other party that resulted in the transfer function of the Board of Directors.

Pasal 5 *Article 5*

Pembagian tugas dan wewenang anggota Direksi ditetapkan oleh RUPS, dalam hal RUPS tidak menetapkan maka pembagian tugas dan wewenang setiap anggota Direksi ditetapkan berdasarkan keputusan Rapat Direksi.

Distribution of tasks and authority among members of the Board of Directors shall be determined by the GMS, uncase the GMS did not determine, distribution of duties and responsibilities of each member of the Board of Directors determined by the meeting of the Board of Directors.

Pasal 6 *Article 6*

- (1) Direksi wajib mengadakan dan menyimpan daftar pemegang saham di tempat kedudukan Perseroan.

(1) The Board of Directors shall provide and keep the register of shareholders at the Company's domicile.

- (2) Dalam hal saham Perseroan tidak masuk dalam penitipan kolektif di lembaga penyelesaian dan penyimpanan, maka Direksi wajib memberikan bukti pemilikan saham berupa surat saham atau surat kolektif saham kepada pemegang sahamnya.

(2) In the event that the Company's shares are not included in collective custody in institutions and the depository and settlement institution, the Board of Directors shall provide proof of ownership of shares in the form of a share certificate or collective share certificate to the shareholder.

- (3) Dalam hal saham Perseroan masuk dalam penitipan kolektif di lembaga penyelesaian dan penyimpanan, maka Direksi wajib menerbitkan sertipikat atau konfirmasi tertulis kepada lembaga penyelesaian dan penyimpanan sebagai tanda bukti pencatatan dalam buku daftar pemegang saham Perseroan.

(3) In the event that shares of the Company included in collective custody in depository and settlement institution, the Board of Directors shall issue a certificate or written confirmation to depository and settlement institution as evidence of registration in the register of shareholders of the Company.

- (4) Direksi Perseroan wajib mengadakan dan menyimpan daftar khusus yang memuat keterangan mengenai saham anggota Direksi dan Dewan Komisaris beserta keluarganya dalam Perseroan dan/atau pada perseroan lain serta tanggal saham itu diperoleh.

(4) The Board of Directors shall provide and keep the special register containing information on the stock of members of the Board of Directors and the Board of Commissioners and their families within the Company and / or other companies as well as the date of the shares acquired.

Bab II CHAPTER II
Rencana Kerja Tahunan Annual Work Plan

Pasal 7 Article 7

- (1) Direksi menyusun rencana kerja tahunan dan anggaran tahunan sebelum dimulainya tahun buku yang akan datang.
(1) The Board of Directors shall set up annual work plan and annual budget prior to the start of next financial year.
- (2) Rencana kerja tahunan disampaikan kepada Dewan Komisaris atau RUPS.
(2) The annual work plan shall be submitted to the Board of Commissioners or GMS.

Bab III CHAPTER III
Pelaporan dan Pertanggungjawaban
Reporting and Responsibility

Pasal 8 Article 8

- (1) Direksi wajib menyerahkan laporan keuangan Perseroan kepada akuntan publik yang ditunjuk oleh RUPS untuk diperiksa.
(1) The Board of Directors shall submit the financial statements of the Company to the public accountant appointed by the GMS to be examined.
- (2) Laporan atau hasil pemeriksaan akuntan publik disampaikan kepada RUPS Tahunan.
(2) The report or examination results of public accountant shall be submitted to the Annual GMS.
- (3) Direksi menyusun laporan tahunan sesuai ketentuan peraturan perundang-undangan yang ditandatangani oleh semua anggota Direksi dan Dewan Komisaris untuk diajukan kepada RUPS Tahunan.
(3) The Board of Directors shall arrange annual report in accordance with the laws and regulations which shall be signed by all members of the Board of Directors and the Board of Commissioners to be delivered to Annual GMS.
- (4) Direksi menyampaikan kepada RUPS setelah ditelaah oleh Dewan Komisaris, laporan tahunan yang disusun berdasarkan standar akuntansi keuangan, dalam jangka waktu paling lambat 6 (enam) bulan setelah tahun buku Perseroan berakhir.
(4) The Board of Directors convey to the GMS aucceeding to review by the Board of Commissioners, the annual report prepared under financial accounting standards, within a maximum period of 6 (six) months succeeding to the fiscal year of the Company ends.
- (5) Laporan tahunan tersebut harus sudah tersedia di kantor atau situs web Perseroan paling lambat sejak hari dilakukannya pemanggilan RUPS Tahunan, agar dapat diperiksa oleh para pemegang saham.
(5) The annual report shall have available in the office or the website of the Company at the latest since the notice day of the Annual GMS, enabling to be inspected by the shareholders.
- (6) Direksi wajib mempertanggungjawabkan pelaksanaan tugasnya kepada Pemegang Saham melalui RUPS.
(6) The Board of Directors shall be responsible for the performance of their duties to shareholders through the GMS.

Bab IV CHAPTER IV
Rapat Umum Pemegang Saham
General Meeting of Shareholders

Pasal 9 Article 9

- (1) Direksi menyelenggarakan RUPS dengan didahului pemberitahuan dan pemanggilan RUPS.
(1) The Board of Directors shall convene GMS preceded by announcement and notice of GMS.
- (2) Direksi wajib menyediakan bahan mata acara RUPS bagi pemegang saham, sejak tanggal dilakukannya pemanggilan RUPS sampai dengan penyelenggaraan RUPS.
(2) The Board of Directors shall be obliged to provide material for the agenda of the General Meeting of Shareholders, from notice date of GMS until execution the General Meeting of Shareholders.
- (3) Direksi wajib mengumumkan ringkasan risalah RUPS kepada masyarakat paling lambat 2 (dua) hari kerja setelah RUPS diselenggarakan.
(3) The Board of Directors shall be obliged to announce summary of the minutes of the GMS to public no later than 2 (two) working days succeeding to the GMS is held.

Bab V CHAPTER V
Nilai-Nilai dan Etika Kerja Direksi
Values and Ethic Code the Board of Directors

Pasal 10 Article 10

- (1) Dalam melaksanakan kewajiban, tugas, tanggung jawab dan wewenangnya, setiap anggota Direksi wajib memperhatikan anggaran dasar Perseroan dan peraturan perundang-undangan yang berlaku.
(1) In carrying out the obligations, duties, responsibilities and authority, each member of the Board of Directors shall take into account the Company's article of association and prevailing laws and regulations.
- (2) Setiap anggota Direksi 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 diantaranya terkait dengan pelaksanaan tata kelola perusahaan yang baik [*Good Corporate Governance (GCG)*] serta anggaran dasar Perseroan.
(2) Each member of the Board of Directors shall comply with the code of ethic prevailed in the Company, carry out their duties in good faith, full of responsibility and prudence to always comply with prevailing laws and regulations, which were related to the implementation of Good Corporate Governance (GCG) as well as the articles of association of the Company.

Pasal 11 Article 11

Anggota Direksi 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 Directors may hold concurrent positions as members of the board of commissioner, board of directors, committees in issuer or other publicly listed companies with regard to the prevailing laws and regulations.

Pasal 12 Article 12

Anggota Direksi wajib mengungkapkan:

Member of the Board of Directors shall disclose:

- a. kepemilikan saham yang mencapai 5% (lima persen) atau lebih, baik pada Perseroan maupun pada perusahaan lain, yang berkedudukan di dalam dan di luar negeri;
a. shareholding of 5% (five percent) or more, whether in the Company and in other companies, either is domiciled inside and outside the country;
- b. hubungan keuangan dan hubungan keluarga dengan anggota Dewan Komisaris, anggota Direksi lainnya dan/atau pemegang saham pengendali Perseroan.
b. financial relationship and family relationship with members of the Board of Commissioners, the Board of Directors and / or controlling shareholders of the Company.

Pasal 13 *Article 13*

- (1) Anggota Direksi dilarang memanfaatkan Perseroan untuk kepentingan pribadi, keluarga dan/atau pihak lain yang dapat mengurangi keuntungan Perseroan.
(1) Members of the Board of Directors shall be prohibited from utilizing the Company for the benefits of personal, family and / or other parties that may reduce the profits of the Company.
- (2) Anggota Direksi dilarang mengambil dan/atau menerima keuntungan pribadi dari Perseroan, selain remunerasi dan fasilitas lainnya yang ditetapkan berdasarkan keputusan RUPS.
(2) Members of the Board of Directors shall be prohibited from taking and / or receive personal benefits from the Company, apart from remuneration and other facilities specified by resolution adopted in the GMS.

Pasal 14 *Article 14*

Setiap anggota Direksi dilarang baik langsung maupun tidak langsung membuat pernyataan tidak benar mengenai fakta yang material atau tidak mengungkapkan fakta yang material agar pernyataan yang dibuat menyesatkan mengenai keadaan Perseroan yang terjadi pada saat pernyataan dibuat.
Each member of the Board of Directors shall be prohibited either directly or indirectly making incorrect statements concerning material facts or not disclose material facts intended that the statements lead to misleading regarding the state of the Company occurred at the time the statement was made.

Pasal 15 *Article 15*

- (1) Seorang anggota Direksi tidak berwenang mewakili Perseroan jika anggota Direksi yang bersangkutan mempunyai kepentingan yang bertentangan dengan kepentingan Perseroan.
(1) A member of the Board of Directors shall not be authorized to represent the Company if such member of the Board of Directors have conflicting interest with the interest of the Company.
- (2) Dalam hal terdapat keadaan seperti yang dimaksud dalam ayat (1), tindakan hukum Perseroan diwakili oleh:
(2) In the event of a situation as referred to in paragraph (1), legal proceedings the Company shall be represented by:
 - a. anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perseroan,
a. other member of the Board of Directors who does not have a conflict of interest with the Company,
 - b. anggota Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan, atau
b. member of the Board of Commissioners in terms of all members of the Board of Directors have a conflict of interest with the Company, or
 - c. pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi dan Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.
c. other party who is appointed by the GMS in respect of entire members of the Board of Directors and the Board of Commissioners have conflict of interest with the Company.

- (3) Dalam hal terjadi benturan kepentingan antara Perseroan dengan anggota Direksi maka anggota Direksi dilarang mengambil tindakan yang dapat merugikan Perseroan atau mengurangi keuntungan Perseroan dan wajib mengungkapkan benturan kepentingan dimaksud dalam setiap keputusan.

(3) In the event of any conflict of interest between the Company and members of the Board of Directors, the member of the Board of Director shall be prohibited taking actions harmful to the Company or reduce the profits of the Company and shall disclose the conflicts of interest referred to in any decision.

Bab VI CHAPTER VI

Waktu Kerja Direksi

Working Time the Board of Directors

Pasal 16 Article 16

Direksi menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal sesuai hari kerja Perseroan.

The Board of Directors shall provide sufficient time to carry out their duties and responsibilities optimally based on working day of the Company.

Bab VII CHAPTER VII

Rapat Direksi

Meeting of the Board of Directors

Pasal 17 Article 17

- (1) Rapat Direksi wajib diselenggarakan secara berkala paling kurang 1 (satu) kali dalam setiap bulan.

(1) Meeting of the Board of Directors shall be held regularly at least 1 (one) time in every month.

- (2) Pengambilan keputusan Rapat Direksi dilakukan berdasarkan musyawarah mufakat, dalam hal tidak terjadi musyawarah mufakat, pengambilan keputusan dilakukan berdasarkan suara terbanyak.

(2) Decision Meeting of the Board of Directors shall be conducted by consensus, in the event does not happen consensus, decisions made by a majority vote.

- (3) Direksi dapat mengambil keputusan yang sah tanpa mengadakan Rapat Direksi, dengan ketentuan bahwa semua anggota Direksi telah diberitahukan secara tertulis tentang usul-usul yang bersangkutan dan semua Direksi 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 Direksi.

(3) The Board of Directors might adopt valid decisions without convening a meeting of the Board of Directors, provided that all the members of the Board of Directors has been informed in writing regarding the proposals concerned, and all members of the Board of Directors have approved concerning the submitted proposals and signed the proposals. The decisions adopted in this way have the same power as a legitimate decision adopted by meeting of the Board of Directors.

- (4) Segala keputusan Direksi yang diambil bersifat mengikat dan menjadi tanggung jawab bagi seluruh anggota Direksi.

(4) All decisions adopted by the Board of Directors shall be binding and the responsibility of all members of the Board of Directors.

- (5) Anggota Direksi wajib menjaga kerahasiaan pembahasan dan keputusan Direksi dan informasi yang diperolehnya dalam Rapat Direksi.

(5) Members of the Board of Directors shall maintain confidentiality of discussions and decisions of the Board of Directors and information obtained in the meeting of the Board of Directors.

Bab VIII CHAPTER VIII
Keputusan Rapat Direksi
Resolutions of Meeting of the Board of Directors

Pasal 18 Article 18

- (1) Hasil Rapat Direksi wajib dituangkan dalam risalah rapat yang ditandatangani oleh seluruh anggota Direksi yang hadir dan wajib didokumentasikan oleh Sekretaris Perusahaan.
(1) Resolution of Meeting of the Board of Directors shall set forth in minutes of the meeting signed by all members of the Board of Directors in attendance and shall be documented by the Corporate Secretary.
- (2) Salinan risalah rapat Direksi yang telah ditandatangani oleh seluruh anggota Direksi yang hadir, harus didistribusikan kepada seluruh anggota Direksi.
(2) Copies of the minutes of meetings of the Board of Directors that have been signed by all present members of the Board of Directors, to be distributed to all members of the Board of Directors.
- (3) Dalam hal terdapat anggota Direksi yang tidak menandatangani hasil Rapat Direksi, maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.
(3) In case of members of the Board of Directors do not sign minutes of meeting, then members concerned shall specify the reasons in writing in a separate letter attached to the minutes of meetings.

Bab IX CHAPTER IX
Rapat Gabungan Direksi dan Dewan Komisaris
Joint Meeting of the Board of Directors and the Board of Commissioners

Pasal 19 Article 19

- (1) Direksi dan Dewan Komisaris dapat melakukan rapat gabungan anggota 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 a 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 Gabungan paling kurang 1 (satu) kali dalam 4 (empat) bulan.
(2) The Board of Directors shall hold a joint meeting at least 1 (one) time in 4 (four) months.

Bab X CHAPTER X
Ketentuan Pelaksanaan Rapat Gabungan Direksi dan Dewan Komisaris
Implementation Provisions of the Joint Meeting of the Board of Directors and Board of Commissioners

Pasal 20 Article 20

- (1) Inisiasi Rapat Gabungan dilakukan oleh Direksi sekurang-kurangnya 3 (tiga) kali dalam 1 tahun.
(1) The initiation of the Joint Meeting conducted by the Board of Directors at least three (3) times in one year.
- (2) Kuorum Rapat Gabungan tercapai apabila rapat dihadiri sekurang-kurangnya lebih dari setengah jumlah anggota Direksi atau Dewan Komisaris yang mengundang.
(2) Joint Meeting Quorum is reached when a meeting attended by at least more than half the members of the Board of Directors or Board of Commissioners are invited.

(3) 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.

(3) 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.

(4) Risalah Rapat Gabungan didokumentasikan oleh Sekretaris Perusahaan.

(4) Minutes of the Joint Meeting shall be documented by the Corporate Secretary.

Penutup Closing

Pedoman dan Tata Kerja Direksi ini dapat dilakukan pemutakhirannya apabila dianggap perlu dengan tetap memperhatikan ketentuan hukum dan peraturan perundang-undangan yang berlaku di Indonesia.
Working Guidelines and Rules of the Board of Directors might be updated thereof as may be necessary with regard to the prevailing laws and regulations in Indonesia.

Pedoman dan Tata Kerja Direksi ini mulai berlaku pada tanggal ditetapkan.

Working Guidelines and Rules of the Board of Directors shall take effect on the enactment date.

Ditetapkan di : Jakarta

Enacting in: Jakarta

Tanggal : 05 Maret 2015

Date: 05 March 2015

Direksi PT LAUTAN LUAS Tbk

The Board of Director of PT Lautan Luas Tbk

Indrawan Masrin

Presiden Direktur

President Director

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.

Peraturan Otoritas Jasa Keuangan No. 8/POJK.04.2015 tentang Situs Web Emiten atau Perusahaan Publik, Pasal 4 ayat (3) menyatakan bahwa dalam hal terdapat perbedaan penafsiran atas informasi yang disajikan dalam bahasa asing dengan informasi yang disajikan dalam Bahasa Indonesia, informasi yang digunakan sebagai acuan adalah informasi yang disajikan dalam Bahasa Indonesia.

Regulation of the Financial Services Authority No. 8/POJK.04.2015 regarding Web Site of Issuer or Public Company, Article 4 paragraph (3) provided that in the event of any difference of interpretation of information state in foreign language with information stated in Indonesian Language, information to be used as reference shall be information in Indonesian Language.