

PT DBS VICKERS SEKURITAS INDONESIA

BOARD OF COMMISSIONERS (“BOC”) GUIDELINES

ACCOUNTABILITY

1. The BOC has the duty and responsibility for oversight of management policies, the course of managing Securities Companies in general, and providing advice to the Board of Directors (“BOD”).
2. In the event that BOC participates in making decisions regarding matters stipulated in the articles of association or provisions of legislation, the decision is made in its function as a supervisor and advisor to BOD.
3. The BOC must supervise the implementation of Governance as referred to in #2.
4. The BOC must carry out its duties as referred to (1) independently.

STRUCTURE AND MEMBERSHIP

1. DBSVI must have Independent Commissioners.
2. The BOC must at least consist of one member.
3. In the event that BOC consists of more than 2 (two) people, the percentage of the number of Independent Commissioners must be at least 30% (thirty percent) of the total members of BOC.
4. The members of BOC is not more that member of BOD.
5. Candidate of Commissioner is approved in the General Meeting of Shareholders upon approval from OJK.

REQUIREMENTS

Every members of BOC must have integrity requirements, financial reputation as well competency and expertise in capital market.

DUTIES AND RESPONSIBILITIES

1. The BOC has the duty and responsibility for oversight of management policies and the course of managing the Company in general, and also the provision of advice to the BOD.
2. In the event that BOC participates in making decisions regarding matters stipulated in the articles of association or provisions of legislation, the decision is made within its function as supervisor and advisor to BOD.
3. The BOC must supervise the implementation of Good Corporate Governance that is implementing transparency, accountability, responsibility, independency and fairness.
4. The BOC must carry out its duties as referred to in point (1) independently

ACTIVE SUPERVISION OF BOC in AML-CFT

1. The BOC is responsible for the policies, oversight, and procedures for managing and mitigating the risks of Money Laundering and Terrorism Funding.
2. The BOC provides strategic approval for policies, supervision, and procedures for managing and mitigating the risks of Money Laundering and Terrorism Funding relating to policies, supervision, and procedures that are significant and fundamental in the implementation of the AML and CFT programs.

BOC MEETING

1. The BOC must hold meetings at least once in every 3 (three) months.
2. The BOC meeting may be held if a majority of BOC members are present.

3. Every member of BOC must attend at least 75% (seventy five percent) of the total BOC meeting for 1 (one) year.
4. The resolution of the BOC meeting shall be adopted : a. Amicable; or b. by the majority votes, in case amicable is not achieved.
5. The results of the meeting including the existence of different opinion and the reasons thereof shall be included in the minutes of meeting and agreed by the chairperson of the meeting and well documented.

CONTINUING PROFESSIONAL EDUCATION

In order to intensify knowledge and understanding to assist in carrying out their duties, members of BOC shall attend the continuing education program as stipulated in OJK Regulation concerning licensing of Securities Companies conducting business as Underwriters and Brokerage Brokers.

OTHERS

- The BOC must ensure that BOD follows up on audit findings and recommendations from the risk management function, compliance function and internal audit, the results of supervision of the BOC, and the results of supervision by OJK.
- The BOC must report to OJK if they know indications of violations of statutory provisions in the financial services sector that could endanger the continuity of business activities of Securities Companies, conducted by members of BOC, members of BOD and/or employees of Securities Companies no later than 3 (three) working days from the indication of violation.
- The BOC must conduct a BOC meeting by inviting the BOD to discuss the indications of violations of the provisions of regulation.

BOARD OF DIRECTORS (“BOD”) GUIDELINES

REQUIREMENTS

Every member of BOD must have integrity requirement, financial reputation as well competency and expertise in capital market.

DUTIES AND RESPONSIBILITIES

1. The BOD shall be assigned to perform and responsible for the management of Company in the interest of DBSVI according to the purpose and objectives as determined in the articles of association of DBSVI and in compliance with the prevailing regulations
2. Every member of BOD shall implement the management in good faith, prudent, and full responsibility.
3. The BOD shall ensure the application of good Corporate Governance.
4. The BOD shall provide available, accurate, relevant and timely data and information to the Board of Commissioners.
5. The BOD shall follow up the audit finding and recommendation of the risk management function, compliance and internal audit function and supervision findings of Board of Commissioners and Financial Services Authority (Otoritas Jasa Keuangan = “OJK”).

MEETING OF BOD

1. The BOD meeting at least 1 (one) every 2 (two) months.
2. The BOD Meeting may be held if attended by majority of total members of BOD.
3. Every member of BOD shall attend at least 75% of total meeting of BOD within 1 (one) year.
4. The Resolution of BOD meeting shall be adopted : a. Amicable ; or b. by majority votes, in case amicable is not achieved
5. The Result of meeting including the existence of different opinion and the reason thereof shall be included in the minutes of meeting and agreed by the chairman of meeting and well documented.

CONTINUING PROFESSIONAL EDUCATION

In order to intensify knowledge and understanding to assist in carrying out their duties, members of BOD shall attend the continuing education program as stipulated in OJK Regulation concerning licensing of Securities Companies conducting business as Underwriters and Broker.