



Board Succession Policy

PT Prodia Widyahusada Tbk

Revisi: 00

November 2017

Board Succession Policy

The implementation of PT Prodia Widyahusada Tbk ("the Company")'s Board Succession is based on the principles of Good Corporate Governance, professionalism, and competence to maintain the continuity of the Company's leadership regeneration process, thus ensuring the sustainability of the Company's business and long-term goals. As one of the publicly listed companies on the Indonesia Stock Exchange, the Company's Board Succession Policy refers to regulations in the capital market, especially the Financial Services Authority (OJK) Regulation No. 33/POJK.04/2014 concerning the Directors and Board of Commissioners of Issuers or Public Companies.

The appointment of the Company's Board of Directors is determined based on applicable regulations and provisions set forth in the Company's Articles of Association and Board Manual. The criteria and requirements for the Company's Board of Directors are as follows:

1. Possess good ethics, morals, and integrity.
2. Capable of performing legal actions.
3. In the 5 (five) years before appointment and during the term:
 - a. has never been declared bankrupt;
 - b. has never been a member of the Board of Directors and/or Board of Commissioners declared guilty of causing a company to be declared bankrupt;
 - c. has never been convicted for committing a criminal act that harms the state finances and/or is related to the financial sector; and
 - d. has never been a member of the Board of Directors and/or Board of Commissioners during the term:
 - 1) has ever failed to hold an annual General Meeting of Shareholders (GMS);
 - 2) their accountability as a member of the Board of Directors and/or Board of Commissioners has been rejected by the GMS or has not provided accountability as a member of the Board of Directors and/or Board of Commissioners to the GMS; and
 - 3) has caused a company that has obtained permission, approval, or registration from the Financial Services Authority to not fulfill obligations to submit annual reports and/or financial statements to the Financial Services Authority.
 - 4) has a commitment to comply with laws and regulations; and
 - 5) has the knowledge and/or expertise in the field required by the Company.

In addition to fulfilling the requirements as mentioned above, the appointment of members of the Board of Directors is made considering their experience and other requirements based on the prevailing laws and regulations.

Board Succession Policy Process

Stage	Jurisdiction	Activities
I	Nomination & Remuneration Committee	Preparing and drafting the recommendation of Board Succession.
II	Board of Commissioners	Evaluating the recommendations for prospective Board of Directors from the Nomination & Remuneration Committee.
III	General Meeting of Shareholders	Approving and appointing the Board of Directors.
