



Corporate Secretary Charter

PT Prodia Widyahusada Tbk

**CORPORATE SECRETARY CHARTER
PT PRODIA WIDYAHUSADA TBK**

**CHAPTER I
GENERAL PROVISIONS**

A. Legal Basis

Financial Services Authority Regulation No. 35/POJK.04/2014 dated December 8, 2014 concerning Corporate Secretaries of Issuers or Public Companies ('POJK No. 35/2014').

B. Definition

- 1) **The Financial Services Authority (OJK)** is a state institution established based on Law Number 21 of 2011, which functions to administer an integrated regulatory and supervisory system for all activities within the financial services sector.
- 2) **The Indonesia Stock Exchange (IDX)** is a corporation based in Jakarta that has obtained a business license from Bapepam (now OJK) as an entity that organizes and provides a system and/or facilities to match the selling offers and buying demands of Securities between other parties with the aim of trading Securities among them, as referred to in Article 1 number 4 of Law Number 8 of 1995 concerning the Capital Market.
- 3) **The Corporate Secretary** is an individual or the responsible person within a working unit carrying out the function of the corporate secretary.
- 4) **The Board of Directors** is the Corporate Organ that encompasses all members of the Board as a unified body that holds full authority and responsibility for managing the Company in the Company's interest, in line with the Company's purposes and objectives, representing the Company both within and outside the court, in accordance with the provisions of the Articles of Association and prevailing laws and regulations.
- 5) **The Board of Commissioners** is the Corporate Organ that includes all members of the Board of Commissioners as a unified body of the Board, conducting general and/or specific oversight and providing advice to the Board of Directors in accordance with the Articles of Association and prevailing laws and regulations.
- 6) **The General Meeting of Shareholders** is the Corporate Organ vested with authority not granted to the Board of Commissioners and the Board of Directors in accordance with the prevailing laws and the Company's Articles of Association.

- 7) **The Company** is PT Prodia Widyahusada Tbk.
- 8) **Shareholders** are the holders of the Company's shares.
- 9) **Stakeholders** are parties who have interests in the Company.
- 10) **The public** refers to all parties outside the Company.
- 11) **A website** is a collection of web pages containing information or data accessible through an internet network system.

C. Purpose

The purpose of this Corporate Secretary Charter is:

- 1) To regulate the tasks, functions, and role of the Corporate Secretary to be carried out efficiently, effectively, transparently, accountably, responsibly, and independently in accordance with prevailing laws and regulations.
- 2) To serve as the basis for formulating all policies and decisions of the Company related to the Corporate Secretary; and
- 3) To maintain a balance of rights and obligations among shareholders, the Board of Directors, the Board of Commissioners, and stakeholders to ensure the Company's goal of delivering the best performance and providing benefits to all parties.

D. Position, Functions, and Formation¹

- 1) The organizational structure of the Corporate Secretary operates under the responsibility of a director, in which the Company arranges the functions of the Corporate Secretary under the responsibility of the President Director.
- 2) The function of the Corporate Secretary is performed by:
 - a. An individual; or
 - b. A working unit.
- 3) The working unit referred to in point (2) b above is led by a responsible individual.
- 4) The Corporate Secretary may be held concurrently by a member of the Company's Board of Directors, or another qualified employee as referred to in Section E of this charter.
- 5) The appointment and dismissal of the Corporate Secretary are based on the decision of the Board of Directors.
- 6) In the event of a vacancy in the position of Corporate Secretary, the Board of Directors must appoint a replacement within 60 (sixty) days from the occurrence of the vacancy.
- 7) During the vacancy of the Corporate Secretary, the position can be held concurrently by a member of the Board of Directors or an interim appointee as the Corporate Secretary, regardless of the Corporate Secretary qualifications as stipulated in POJK No. 35/2014.

¹ Peraturan OJK No.35/POJK.04/2014 tentang Sekretaris Perusahaan Emiten atau Perusahaan Publik Pasal 2, 3, dan 4.

E. Requirements of the Corporate Secretary²

The requirements for the Corporate Secretary include but are not limited to the following:

- 1) Competence in legal matters
- 2) Possession of adequate knowledge and understanding in the fields of law, finance, corporate governance
- 3) Understanding the Company's business activities
- 4) Effective communication skills
- 5) Residency in Indonesia

The aforementioned requirements must be fulfilled by the Corporate Secretary throughout their tenure.

F. Duties and Responsibilities³

In accordance with OJK regulations, the duties and responsibilities of the Corporate Secretary are as follows:

- 1) Keeping abreast of Capital Market developments, especially prevailing laws and regulations in the Capital Market sector.
- 2) Providing input to the Company's Board of Directors and Board of Commissioners to ensure compliance with laws and regulations in the Capital Market sector.
- 3) Assisting the Board of Directors and Board of Commissioners in implementing corporate governance, including:
 - a. Disclosing information to the public, including the availability of information on the Company's website,
 - b. Timely submission of reports to the Financial Services Authority (OJK),
 - c. Organizing and documenting Board of Directors' and/or Board of Commissioners' meetings,
 - d. Conducting orientation programs for the Board of Directors and/or Board of Commissioners.
- 4) Acting as a liaison between the Company, shareholders, OJK, IDX, and other stakeholders.
- 5) Representing the Company in corresponding with capital market authorities as authorized by the Company.
- 6) The Corporate Secretary is obliged to maintain the confidentiality of documents, data, and confidential information (including but not limited to Law Number 27 of 2022 concerning Personal Data Protection), except to fulfill obligations according to laws and regulations or as otherwise specified in laws and regulations.

² Peraturan OJK No.35/POJK.04/2014 tentang Sekretaris Perusahaan Emiten atau Perusahaan Publik Pasal 9

³ Peraturan OJK No.35/POJK.04/2014 tentang Sekretaris Perusahaan Emiten atau Perusahaan Publik Pasal 5 dan 6.

G. Reporting and Disclosure

- 1) The Corporate Secretary submits a periodic work implementation report at least 1 (one) time per year to the Board of Directors and its copies to the Board of Commissioners.
- 2) The Company is obliged to disclose a brief description of the Corporate Secretary's function implementation and information regarding the education and/or training attended by the Corporate Secretary in the Company's Annual Report.
- 3) In the event of the appointment and dismissal of the Corporate Secretary, the Company is required to:
 - a. Report to the Financial Services Authority regarding the appointment and dismissal of the Corporate Secretary; and
 - b. Include on the Company's Website information about the appointment, dismissal, and vacancy of the Corporate Secretary.

Reporting to the Financial Services Authority and posting information on the Website as mentioned above shall be done no later than 2 (two) working days after the appointment and dismissal.

CHAPTER II

DESCRIPTION OF THE DUTIES AND RESPONSIBILITIES OF THE CORPORATE SECRETARY

A. In relation to the Board of Commissioners and the Board of Directors

- 1) Assisting in the preparation and organization of meetings for the Board of Commissioners and the Board of Directors, such as:
 - a. Assisting in drafting meeting agendas.
 - b. Contacting or inviting Commissioners and Directors according to the prescribed procedure for summons.
 - c. Preparing meeting materials and documents, including audio-visual facilities for the needs of the Board of Commissioners and Directors' meetings, and ensuring that meeting materials are received by each member of the Board of Commissioners and Directors.
 - d. Reminding the Board of Commissioners, Directors, and/or Committee members about matters concerning the Company, the articles of association, and prevailing laws and regulations for the discussed meeting agenda.
 - e. Ensuring the presence of the Board of Commissioners and Directors so that binding decisions can be made during meetings.
 - f. Creating meeting minutes for the Board of Commissioners and Directors.
 - g. Providing advice on corporate governance issues to the Board of Commissioners and Directors.
- 2) Assisting the Board of Directors in establishing, maintaining, managing, and reporting the Shareholders' Register, working alongside the Company's Securities Administration Bureau, including in:
 - a. Administration.
 - b. Share recording.
 - c. Maintenance of the shareholder register.
 - d. Maintenance of the register for shareholders holding more than 5% (five percent).

B. In relation to Shareholders

- 1) The Corporate Secretary is responsible for organizing General Meetings of Shareholders (GMS), including the following tasks:
 - a. Logistics preparation for the convention of GMS and annual reports.
 - b. Preparation, distribution of announcements, summonses, and agendas for GMS, proxies (proxy statements).
 - c. Preparation of GMS procedures and scenarios for the GMS chairperson, Directors, and other members of the Board of Commissioners.
 - d. Assisting the Board of Commissioners and Directors in preparing responses to Shareholders' questions during GMS.
 - e. Preparation of GMS meeting minutes together with the Notary.
- 2) The Corporate Secretary is responsible for the process of preparing and submitting the Annual Report, which involves:

- a. Ensuring that the Annual Report contains the required information according to relevant regulations.
- b. Ensuring that the Annual Report is submitted to the OJK in a timely manner and available to Shareholders no later than the GMS summons.
- c. Ensuring that the approval of the Annual Report is included in the Annual GMS agenda.

C. Information Dissemination and Relations with Company Stakeholders

- 1) The mass media/press is an institution that plays a role in delivering all information/news to the public, while investors are shareholders of the Company and/or those representing several shareholders collectively. Therefore, it is necessary to regulate information/news leaving the Company and communication procedures to ensure a positive impact on the Company while accommodating the information needs of stakeholders.

Information provided to stakeholders includes:

- a) Corporate Information,
 - b) Business Information,
 - c) Financial Information, and
 - d) Other Information.
- 2) The Corporate Secretary assists the Company in fostering good relationships with Government Agencies, the Capital Market, and Associations related to the Company.
 - 3) The Corporate Secretary always maintains the confidentiality of Company information and is prohibited from using, misusing, or disclosing confidential information to third parties for personal gain.

CHAPTER III

CLOSING

This Corporate Secretary Charter is approved by the Company's Board of Directors to serve as a guideline for the Company's Corporate Secretary. This Charter may also be reviewed for adjustments to accommodate developments in governance practices.