

RESIGNATION PROCEDURE FOR THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS WHO ARE INVOLVED IN FINANCIAL CRIMES

A. INTRODUCTION

Law No. 40 of 2007 concerning the Limited Liability Company (the “**Companies Law**”) and Financial Services Authority (“**OJK**”) Regulation No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of Issuer or Public Company (“**POJK No. 33**”) stipulated that one of the requirements to be appointed as a member of the Board of Directors and the Board of Commissioners is never convicted for commission of a criminal offense that damages the state finance and/or the relevant financial sector. In accordance with the Companies Law and POJK No. 33, OJK issued OJK Regulation No. 21/POJK.04/2015 concerning the Implementation of the Good Corporate Governance Guidelines of the Public Company (“**POJK No. 21**”), which POJK No. 21 further stipulated in Circular Letter of Financial Services Authority No. 32/SEOJK.04/2015 concerning the Corporate Governance Guidelines for the Public Companies (“**SE No. 32**”). POJK No. 21 and SE No. 32 among other things provide recommendation to the public company to have a policy regarding the resignation for the members of Board of Commissioners and the Board of Directors who are involved in financial crimes. Definition of being involved in financial crimes is the status of any member of the Board of Directors and/or Board of Commissioners being convicted by a court of law. Such financial crimes are manipulation and various forms of embezzlement in the financial service activities as well as money laundering.

Following the POJK No. 21 and SE No. 32, PT Graha Layar Prima Tbk (the “**Company**”) has prepared the policy of resignation for the members of the Board of Directors and the

TATA CARA PENGUNDURAN DIRI DIREKSI DAN DEWAN KOMISARIS APABILA TERLIBAT DALAM KEJAHATAN KEUANGAN

A. PENDAHULUAN

Undang-undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“**UUPT**”) dan Peraturan Otoritas Jasa Keuangan (“**OJK**”) No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik (“**POJK No. 33**”) mengatur salah satu persyaratan pengangkatan anggota Direksi dan anggota Dewan Komisaris yaitu tidak pernah dihukum karena melakukan tindak pidana yang merugikan keuangan negara dan/atau yang berkaitan dengan sektor keuangan. Sejalan dengan UUPT dan POJK No. 33, OJK mengeluarkan Peraturan OJK No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Publik (“**POJK No. 21**”), dimana POJK No. 21 lebih lanjut diatur dalam Surat Edaran Otoritas Jasa Keuangan No. 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perusahaan Terbuka (“**SE No. 32**”). POJK No. 21 dan SE No. 32 isinya antara lain memberikan rekomendasi kepada perusahaan publik untuk memiliki kebijakan terkait pengunduran diri anggota Dewan Komisaris dan Direksi yang terlibat dalam kejahatan keuangan. Definisi dari terlibat dalam kejahatan keuangan merupakan adanya status terpidana terhadap anggota Direksi dan/atau Dewan Komisaris dari pihak yang berwenang. Kejahatan keuangan yang dimaksud seperti manipulasi dan berbagai bentuk penggelapan dalam kegiatan jasa keuangan serta tindakan pidana pencucian uang.

Dalam rangka memenuhi ketentuan dalam POJK No. 21 dan SE No. 32 tersebut, PT Graha Layar Prima Tbk (“**Perseroan**”) telah menyusun kebijakan pengunduran diri bagi anggota Direksi

Board of Commissioners who are involved in financial crimes.

dan Dewan Komisaris yang terlibat dalam kejahatan keuangan.

B. RESIGNATION PROCEDURE

Referring to the above mentioned and the Articles of Association of the Company, the resignation procedure for the members of the Board of Directors and/or the Board of Commissioners are as follows:

1. The member of the Board of Directors and/or the Board of Commissioners shall resign from his/her position and submit a resignation letter to the Company no later than 90 (ninety) days before the effective date of the resignation.
2. The Company shall publish the disclosure information to public regarding such resignation and submit the information to OJK no later than 2 (two) working days after received the resignation letter.
3. The Company shall conduct a General Meeting of Shareholders (“GMS”) to approve the resignation of such member of the Board of Directors and/or Board of Commissioners within a maximum period of 90 (ninety) days after received his/her resignation letter.

To the members of the Board of Directors and/or Board of Commissioners who resigned still be held liable since the appointment of his/her position until the date of his/her resignation, in the GMS.

If the Company does not hold the GMS within the period as stated above, then by

B. TATA CARA PENGUNDURAN DIRI

Merujuk pada penjelasan di atas dan Anggaran Dasar Perseroan, tata cara pengunduran diri bagi anggota Direksi dan/atau Dewan Komisaris adalah sebagai berikut:

1. Seorang anggota Direksi dan/atau Dewan Komisaris wajib mengundurkan diri dari jabatannya dan menyampaikan surat pengunduran dirinya kepada Perseroan paling lambat 90 (sembilan puluh) hari sebelum tanggal pengunduran dirinya.
2. Perseroan wajib melakukan keterbukaan informasi kepada masyarakat sehubungan dengan pengunduran diri tersebut dan menyampaikannya kepada OJK paling lambat 2 (dua) hari kerja sejak tanggal penerimaan surat pengunduran diri tersebut.
3. Perseroan wajib menyelenggarakan Rapat Umum Pemegang Saham (“RUPS”) untuk memutuskan pengunduran diri anggota Direksi dan/atau Dewan Komisaris tersebut dalam jangka waktu paling lambat 90 (sembilan puluh) hari setelah diterimanya surat pengunduran diri tersebut.

Kepada anggota Direksi dan/atau Dewan Komisaris yang mengundurkan diri tersebut di atas tetap dapat dimintakan pertanggungjawabannya sejak pengangkatan yang bersangkutan sampai dengan tanggal pengunduran dirinya, dalam RUPS.

Dalam hal Perseroan tidak menyelenggarakan RUPS dalam jangka

the lapse of time, the resignation of such member of the Board Directors and/or Board of Commissioners shall be valid without the need to obtain any approval from the GMS.

4. If any member of the Board of Commissioners resigns so that the total members of the Board of Commissioners becomes less than 2 members, then such resignation shall be valid after it is resolved by the GMS and a new member of the Board of Commissioners has been appointed to meet with the requirement regarding the minimum number of members of the Board of Commissioners.
5. If any member of the Board of Directors resigns so that the total members of the Board of Directors becomes less than 5 members, then such resignation shall be valid after it is resolved by the GMS and a new member of the Board of Directors has been appointed to meet with the requirement regarding the minimum number of members of the Board of Directors.
6. The Company shall disclose the result of the GMS and submit it to the OJK no later than 2 (two) working days after the GMS.

This policy is expected to improve the trust of the stakeholders toward the Company so that the Company's integrity will be well maintained.

waktu sebagaimana dimaksud diatas, maka dengan lampaunya kurun waktu tersebut, pengunduran diri anggota Direksi dan/atau Dewan Komisaris menjadi sah tanpa memerlukan persetujuan RUPS.

4. Dalam hal anggota Dewan Komisaris mengundurkan diri sehingga mengakibatkan jumlah anggota Dewan Komisaris menjadi kurang dari 2 (dua) orang, maka pengunduran diri tersebut sah apabila telah ditetapkan oleh RUPS dan telah diangkat anggota Dewan Komisaris yang baru sehingga memenuhi persyaratan minimal jumlah anggota Dewan Komisaris.
5. Dalam hal anggota Direksi mengundurkan diri sehingga mengakibatkan jumlah anggota Direksi menjadi kurang dari 5 (lima) orang, maka pengunduran diri tersebut sah apabila telah ditetapkan oleh RUPS dan telah diangkat anggota Direksi yang baru sehingga memenuhi persyaratan minimal jumlah anggota Direksi.
6. Perseroan wajib mengumumkan hasil RUPS tersebut dan menyampaikan hasilnya kepada OJK paling lambat 2 (dua) hari kerja setelah RUPS tersebut.

Kebijakan ini diharapkan dapat meningkatkan kepercayaan para pemangku kepentingan terhadap Perseroan sehingga integritas Perseroan akan tetap terjaga.