



**PIAGAM DEWAN KOMISARIS
PT GOODYEAR INDONESIA TBK**

Piagam Dewan Komisaris PT Goodyear Indonesia Tbk (“Perseroan”) ini merupakan dokumen yang mengatur hal-hal terkait dengan pelaksanaan tanggung jawab Komisaris.

LANDASAN HUKUM

1. Peraturan Otoritas Jasa Keuangan (“POJK”) No.33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik;
2. Peraturan Otoritas Jasa Keuangan Nomor 34/POJK.04/2014 Tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik; dan
3. Anggaran Dasar Perseroan

**TUGAS, TANGGUNG JAWAB, DAN
WEWENANG**

1. Dewan Komisaris bertugas melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberi nasihat kepada Direksi;
2. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan Rapat Umum Pemegang Saham (“RUPS”) tahunan dan RUPS lainnya sesuai dengan kewenangannya sebagaimana diatur dalam peraturan

**CHARTER OF THE BOARD OF
COMMISSIONERS OF PT GOODYEAR
INDONESIA TBK**

This Board of Commissioners of PT Goodyear Indonesia Tbk (the “Company”) charter act as a guidance to the Board of Commissioners in carrying out its duties and responsibilities

LEGAL BASIS

1. Financial Services Authority (“OJK”) regulation No.33/POJK.04/2014 concerning Directors and Board of Commissioner of Public Company;
2. Financial Services Authority Regulation Number 34/POJK.04/2014 Regarding Nomination and Remuneration Committee for Issuers or Public Companies and
3. Article of Association of the Company

**DUTIES, RESPONSIBILITIES, AND
AUTHORITIES**

1. The Board of Commissioners has the duty of supervision and is responsible for the supervision on management policies, general management, either of the Company or its businesses, and provide advice to the Board of Directors;
2. Under certain conditions, the Board of Commissioners shall conduct the General Meeting of Shareholder (“GMS”) annually and other GMS in accordance with its authority under the

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perundang-undangan dan anggaran dasar;

3. Anggota Dewan Komisaris wajib melaksanakan tugas dan tanggung jawab sebagaimana dimaksud pada ayat (1) dengan itikad baik, penuh tanggung jawab, dan kehati-hatian;
4. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya sebagaimana dimaksud pada ayat (1) Dewan Komisaris wajib membentuk Komite Audit dan dapat membentuk komite lainnya;
5. Dalam hal tidak dibentuk Komite Nominasi dan Remunerasi, pelaksanaan fungsi Nominasi dan Remunerasi akan dijalankan oleh Dewan Komisaris dengan ketentuan sebagai berikut:
 - a. Tugas dan tanggung jawab terkait Nominasi dan Remunerasi

Terkait dengan fungsi Nominasi:

1. Merekomendasikan komposisi jabatan anggota Direksi dan/atau Dewan Komisaris;
2. Membuat kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi;
3. Membuat kebijakan evaluasi kinerja bagi anggota Direksi dan/atau anggota Dewan Komisaris;
4. Membuat penilaian kinerja anggota Direksi dan/atau

law and as stipulated in the corporate articles of association;

3. Members of Board of Commissioners must carry out their duties and responsibilities as set forth in clause (1) in good faith, responsibly and prudently;
4. In order to support the effective implementation of duties and responsibilities as referred to in clause (1), the Board of Commissioners must establish an Audit Committee and may establish other committees;
5. In the event that the Nomination and Remuneration Committee is not established, the Board of Commissioners must carry out the function of Nomination and Remuneration with the following provisions
 - a. Duties and responsibilities related to Nomination and Remuneration

Related to the Nomination function:

1. Recommend the composition of positions for members of the Board of Directors and/or Board of Commissioners;
2. Create Policies and Criteria required in the Nomination process;
3. Create performance evaluation policies for members of the Board of Directors and/or members of the Board of Commissioners;
4. Make an assessment of the performance of members of the

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anggota Dewan Komisaris berdasarkan tolok ukur yang telah disusun sebagai bahan evaluasi;

5. Memberikan rekomendasi mengenai program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; dan
6. Memberikan usulan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS.

Terkait dengan fungsi Remunerasi:

7. Merekomendasikan mengenai:
 1. Struktur Remunerasi;
 2. Kebijakan atas Remunerasi; dan
 3. Besaran atas Remunerasi
8. Membantu melakukan penilaian kinerja dengan kesesuaian Remunerasi yang diterima masing-masing anggota Direksi dan/atau anggota Dewan Komisaris.

b. Tata cara dan prosedur kerja

1. Menyusun komposisi dan proses Nominasi anggota

Board of Directors and/or members of the Board of Commissioners based on standard that have been prepared as evaluation materials;

5. Provide recommendations regarding the capacity building program for members of the Board of Directors and/or members of the Board of Commissioners; and
6. Provide proposals for candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS.

Related to the Remuneration function:

7. Recommend about:
 1. Remuneration Structure;
 2. Policy on Remuneration; and
 3. Amount of Remuneration
8. Assist in assessing performance in accordance with the remuneration received by each member of the Board of Directors and/or member of the Board of Commissioners.

b. Work procedures and procedures

1. Develop the composition and nomination process for members of the Board of

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| Direksi dan/atau anggota Dewan Komisaris; | Directors and/or members of the Board of Commissioners; |
| 2. Menyusun kebijakan dan kriteria yang dibutuhkan dalam proses Nominasi calon anggota Direksi dan/atau anggota Dewan Komisaris; | 2. Develop policies and criteria needed in the nomination process for candidates for members of the Board of Directors and/or members of the Board of Commissioners; |
| 3. Membantu pelaksanaan evaluasi atas kinerja anggota Direksi dan/atau anggota Dewan Komisaris; | 3. Assist in the evaluation of the performance of members of the Board of Directors and/or members of the Board of Commissioners; |
| 4. Menyusun program pengembangan kemampuan anggota Direksi dan/atau anggota Dewan Komisaris; | 4. Develop a capacity development program for members of the Board of Directors and/or members of the Board of Commissioners; |
| 5. Menelaah dan mengusulkan calon yang memenuhi syarat sebagai anggota Direksi dan/atau anggota Dewan Komisaris kepada Dewan Komisaris untuk disampaikan kepada RUPS; | 5. Reviewing and propose candidates who meet the requirements as members of the Board of Directors and/or members of the Board of Commissioners to the Board of Commissioners to be submitted to the GMS. |
| 6. Menyusun struktur Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; | 6. Develop a remuneration structure for members of the Board of Directors and/or members of the Board of Commissioners; |
| 7. Menyusun kebijakan atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris; dan | 7. Develop policies on remuneration for members of the Board of Directors and/or members of the Board of Commissioners; and |
| 8. Menyusun besaran atas Remunerasi bagi anggota Direksi dan/atau anggota Dewan Komisaris. | 8. Prepare the amount of Remuneration for members of the Board of Directors and/or |

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members of the Board of Commissioners.

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| <p>6. Dewan Komisaris wajib melakukan evaluasi terhadap kinerja komite yang membantu pelaksanaan tugas dan tanggung jawabnya sebagaimana dimaksud pada ayat (4) setiap akhir tahun buku;</p> <p>7. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan menyebutkan alasannya;</p> <p>8. Dewan Komisaris dapat melakukan tindakan pengurusan Emiten atau Perusahaan Publik dalam keadaan tertentu untuk jangka waktu tertentu;</p> <p>9. Wewenang sebagaimana dimaksud pada ayat (7) ditetapkan berdasarkan anggaran dasar atau keputusan RUPS.</p> | <p>6. The Board of Commissioners should evaluate the performance of any committees supporting the Board of Commissioners in conducting its duties and responsibilities as referred to in clause (4) at the end of each financial year;</p> <p>7. The Board of Commissioners determines to temporarily dismiss members of the Board of Directors by stating their duties;</p> <p>8. The Board of Commissioners may take actions to manage the Issuer or Public Company under certain circumstances for a certain period of time;</p> <p>9. The authority as referred to in paragraph (7) is determined based on the articles of association or the decision of the GMS.</p> |
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PEDOMAN PERILAKU DAN NILAI - NILAI

Dalam melaksanakan tugas dan tanggung jawabnya dalam mengelola Perseroan, setiap anggota Dewan Komisaris harus mematuhi peraturan perundang-undangan yang berlaku di Indonesia dan mematuhi ketentuan kode etik Perseroan.

WAKTU KERJA

Dewan Komisaris wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal; dan

CODE OF CONDUCTS AND NORMS

In carrying out their duties and responsibilities in managing the Company, each member of the Board of Commissioners must comply with the regulation applicable in Indonesia and provisions in Company's ethic code.

WORKING HOURS

The Board of Commissioner shall provide a sufficient amount of time to enable optimized performance of duties and responsibilities; and

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Dalam melaksanakan tugasnya, anggota Dewan Komisaris dapat melakukannya di dalam atau luar kantor Perseroan.

Member of the Board of Commissioner may perform their duties within or outside the Company's premises.

RAPAT DEWAN KOMISARIS

1. Dewan Komisaris wajib mengadakan rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan;
2. Rapat Dewan Komisaris sebagaimana dimaksud pada ayat (1) dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Dewan Komisaris;
3. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan;
4. Kehadiran anggota Dewan Komisaris dalam rapat sebagaimana dimaksud pada ayat (1) dan ayat (3) wajib diungkapkan dalam laporan tahunan Emiten atau Perusahaan Publik;
5. Pengambilan keputusan rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat;
6. Dalam hal tidak tercapai keputusan musyawarah mufakat sebagaimana dimaksud pada ayat (5), pengambilan keputusan dilakukan berdasarkan suara terbanyak.
7. Rapat dengan agenda tentang Nominasi dan/atau Remunerasi diselenggarakan secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan dengan dihadiri mayoritas dari jumlah anggota Dewan Komisaris; dan salah satu dari mayoritas anggota Dewan Komisaris sebagaimana

MEETINGS OF BOARD OF COMMISSIONERS

1. The Board of Commissioners must conduct a meeting at least once in 2 (two) months;
2. The meeting as referred to in clause (1) can be held if it is attended by the majority members of Board of Commissioners;
3. The Board of Commissioners should conduct a meeting with the Board of Directors at least once in 4 (four) months;
4. The attendance of members of Board of Commissioners in the meeting as referred to in clause (1) and clause (3) must be disclosed in the annual report if Issuer or Public Company;
5. The decision making by the meeting of Board of Commissioners based on a deliberative consensus;
6. If the decision cannot be made through a deliberative consensus as referred to in clause (5), the decision can be made based on majority voting.
7. Meetings with an agenda regarding Nomination and/or Remuneration are held periodically at least 1 (one) time in 4 (four) months with the majority of the total members of the Board of Commissioners attended; and one of the majority members of the Board of Commissioners as referred to in letter a is an Independent Commissioner.

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dimaksud pada huruf a merupakan Komisaris Independen.

PELAPORAN DAN PERTANGGUNGJAWABAN

Dewan Komisaris wajib memberikan Laporan, baik kepada pihak eksternal maupun internal, sebagai berikut:

1. Laporan eksternal untuk memenuhi peraturan perundangan yang berlaku, baik atas nama Dewan Komisaris maupun bersama-sama dengan Direksi Perseroan;
2. Laporan mengenai tugas pengawasan yang telah dilaksanakan oleh Dewan Komisaris selama tahun buku yang baru lampau;
3. Pertanggung jawaban pelaksanaan tugas Dewan Komisaris akan dibahas dalam RUPS Tahunan;
4. Laporan pertanggungjawaban Dewan Komisaris mengenai tugas-tugasnya disampaikan ke Perseroan untuk selanjutnya dituangkan dalam Laporan Tahunan dan disampaikan dalam RUPS Tahunan.
5. Dewan Komisaris melaporkan pelaksanaan tugas, tanggung jawab, dan prosedur Nominasi dan Remunerasi yang dijalankan selama satu tahun buku dan disampaikan dalam RUPS.

REPORTING AND ACCOUNTABILITY

The Board of Commissioners is required to provide reports, both to external and internal parties, as follows:

1. External report to comply with prevailing regulations, on behalf of the Commissioner or collectively with the Directors;
2. Report on supervisory duty that has been performed by the Board of Commissioners during the previous accounting year;
3. Report on supervisory duty that has been performed by the Board of Commissioners during the previous accounting year;
4. The Board of Commissioner's accountability report shall be submitted to the Company for further inclusion in the Annual report and presentation to the Annual GMS.
5. The Board of Commissioners reports on the implementation of the duties, responsibilities, and procedures for Nomination and Remuneration carried out for one financial year and submitted at the GMS.

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