



**PIAGAM DIREKSI
PT GOODYEAR INDONESIA Tbk**

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

LANDASAN HUKUM

1. Peraturan Otoritas Jasa Keuangan (“OJK”) No.33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik; dan
2. Anggaran Dasar Perseroan.

**TUGAS, TANGGUNG JAWAB, DAN
WEWENANG**

1. Direksi bertugas menjalankan dan bertanggung jawab atas pengurusan Perseroan sesuai dengan maksud dan tujuan Perseroan yang ditetapkan dalam anggaran dasar Perseroan;
2. Dalam menjalankan tugas dan tanggung jawab atas pengurusan sebagaimana dimaksud pada ayat (1), Direksi wajib menyelenggarakan Rapat Umum Pemegang Saham (RUPS) Tahunan dan RUPS lainnya sebagaimana diatur dalam peraturan

**CHARTER OF THE BOARD OF
DIRECTORS OF PT GOODYEAR
INDONESIA Tbk**

This Board of Directors of PT Goodyear Indonesia Tbk (the “Company”) charter acts as a guidance for the Board of Directors 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; and
2. Article of Association of the Company.

**DUTIES, RESPONSIBILITIES, AND
AUTHORITIES**

1. The Board of Directors carries out and is responsible for the management of the Company according to the objectives and goals of the Company as set out in the corporate Articles of Association of the Company;
2. In carrying out the management duties and responsibilities as referred to in clause (1), the Board of Directors shall conduct General Meeting of Shareholder (GMS) annually and other GMS as stipulated in laws and

PT Goodyear Indonesia Tbk.

Jl. Pemuda no. 27 - Bogor 16161

Tel. : (62-251) 8322071, Fax. : (62-251) 8328088

Telepon Bebas Pulsa 0 - 800 - 1 - 222 777

www.goodyear-indonesia.com

perundang-undangan dan anggaran dasar Perseroan;

3. Setiap anggota Direksi 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 jawab sebagaimana dimaksud pada ayat (1) Direksi dapat membentuk komite;
5. Dalam hal dibentuk komite sebagaimana dimaksud pada ayat (4), Direksi wajib melakukan evaluasi terhadap kinerja komite setiap akhir tahun buku;
6. Setiap anggota Direksi bertanggung jawab secara tanggung renteng atas kerugian Emiten atau Perusahaan Publik yang disebabkan oleh kesalahan atau kelalaian anggota Direksi dalam menjalankan tugasnya;
7. Anggota Direksi tidak dapat dipertanggungjawabkan atas kerugian Emiten atau Perusahaan Publik sebagaimana dimaksud pada ayat (6) apabila dapat membuktikan:
 - a. Kerugian tersebut bukan karena kesalahan atau kelalaiannya;

regulations and the corporate articles of associations of the Company;

3. Each member of Board of Directors must in good faith, prudently and responsibly carry out his/her duties and responsibilities as referred to in clause (1);
4. In order to support effective implementation of duties and responsibilities as referred to in clause (1), the Board of Directors can establish committees;
5. With regard to the establishment of committees as referred to in clause (4), the Board of Directors should evaluate the committee's performance at the end of each fiscal year;
6. Each member of the Board of Directors is jointly and severally liable for the loss of the Issuer or Public Company caused by the fault or negligence of members of the Board of Directors in carrying out their duties;
7. Members of Board of Directors shall not be liable for any loss suffered by the Issuer or Public Company as referred to in clause (6) if they can prove that:
 - a. The loss is not due to error or negligence;

- | | |
|---|--|
| <ul style="list-style-type: none">b. Telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Emiten atau Perusahaan Publik;c. Tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; dand. Telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut. <p>8. Direksi berwenang menjalankan pengurusan sebagaimana dimaksud dalam Pasal 1 sesuai dengan kebijakan yang dipandang tepat, sesuai dengan maksud dan tujuan yang ditetapkan dalam anggaran dasar Perseroan.</p> | <ul style="list-style-type: none">b. They have prudently managed the Issuer or Public Company in good faith and responsibly for the interest of the Issuer or Public Company and in accordance with the objectives and goals of the Issuer or Public Company;c. They do not have any conflicts of interest either directly or indirectly related to management actions resulting the loss; andd. They have taken necessary actions to prevent or curb the loss. <p>8. The Board of Directors has the authority to carry out management function as referred to in Article 1 in accordance with appropriate policies, and the objectives and goals set forth in the corporate articles of association of the Company.</p> |
|---|--|

PEDOMAN PERILAKU DAN NILAI - NILAI

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

CODE OF CONDUCTS AND NORMS

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

WAKTU KERJA

Jam kerja resmi Direksi mengikuti jam kerja resmi Perseroan, meskipun tidak tertutup kemungkinan bekerja di luar waktu resmi tersebut demi menjalankan tugas Perseroan.

WORKING HOURS

The official working hours of the Directors are similar to those of the Company although there is a possibility of working beyond the official hours for the purpose of performing the Company's duties.

RAPAT DEWAN DIREKSI

1. Direksi wajib mengadakan rapat Direksi secara berkala paling kurang 1 (satu) kali dalam setiap bulan;
2. Rapat Direksi sebagaimana dimaksud pada ayat (1) dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Direksi;
3. Direksi wajib mengadakan rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan;
4. Kehadiran anggota Direksi dalam rapat sebagaimana dimaksud pada ayat (1) dan ayat (3) wajib diungkapkan dalam laporan tahunan Emiten atau Perusahaan Publik;
5. Pengambilan keputusan rapat Direksi dilakukan berdasarkan musyawarah mufakat;

MEETINGS OF BOARD OF DIRECTORS

1. The Board of Directors must conduct a regular meeting of Board of Directors at least once each month;
2. The meeting of Board of Directors as referred to in clause (1) can be conducted if it is attended by the majority members of Board of Directors;
3. The Board of Directors shall conduct a regular meeting with the Board of Commissioners at least once every 4 (four) months;
4. The attendance of the members of Board of Directors as referred to in clause (1) and clause (3) shall be disclosed in the annual report of the Issuer or Public Company;
5. The decision making by the meeting of Board of Directors based on a deliberative consensus;

PT Goodyear Indonesia Tbk.

Jl. Pemuda no. 27 - Bogor 16161

Tel. : (62-251) 8322071, Fax. : (62-251) 8328088

Telepon Bebas Pulsa 0 - 800 - 1 - 222 777

www.goodyear-indonesia.com

6. Dalam hal tidak tercapai keputusan musyawarah mufakat sebagaimana dimaksud pada ayat (5), pengambilan keputusan dilakukan berdasarkan suara terbanyak.

PELAPORAN DAN PERTANGGUNGJAWABAN

1. Direksi wajib menyampaikan Laporan Tahunan kepada RUPS setelah di telaah oleh Dewan Komisaris dalam jangka waktu paling lambat 6 bulan setelah tahun buku Perseroan berakhir;
2. Pertanggungjawaban pelaksanaan tugas Direksi akan dibahas dalam RUPS Tahunan; dan
3. Laporan pertanggungjawaban Direksi mengenai tugas-tugasnya disampaikan ke Perseroan untuk selanjutnya dituangkan dalam Laporan Tahunan dan disampaikan dalam RUPS Tahunan.

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.

REPORTING AND ACCOUNTABILITY

1. The Board of Directors shall submit an Annual Report to the GMS after being reviewed by the Board of Commissioners, no later than 6 (six) months after the Company's financial year ends.
2. Accountability of the Director's performance will be discussed in the Annual GMS.
3. The Director's accountability report shall be submitted to the Company for further inclusion in the Annual Report and presentation to the Annual GMS.