

**Pedoman Kerja Untuk Direksi dan Dewan
Komisaris PT Borneo Lumbang Energi &
Metal Tbk**

**Work Guidance for Directors and Board of
Commissioners of PT Borneo Lumbang
Energi & Metal Tbk**

Pedoman Direksi dan Dewan Komisaris (untuk selanjutnya disebut “**Pedoman**”) adalah suatu panduan yang mengatur tata tertib kerja Direksi dan Dewan Komisaris PT Borneo Lumbang Energi & Metal Tbk (untuk selanjutnya disebut “**Perseroan**”), Pedoman ini mengatur tugas, tanggung jawab, waktu kerja, dan rapat dengan tujuan memenuhi Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, mewujudkan transparansi dan efisiensi dan keteraturan dalam menjalankan kegiatan usaha Perseroan.

Work Guidance for Directors and Board of Commissioners (hereinafter referred as the “**Guidances**”) is a guide that regulates the code of conduct of Directors and Board of Commissioners of PT Borneo Lumbang Energi & Metal Tbk (hereinafter referred to as the “**Company**”), the Guidances regulate duties, responsibilities, working time and meetings in order to comply with the Financial Services Authority Regulation No. 33 / POJK.04 / 2014 of the Board of Directors and Board of Commissioners of Public Company, to achieve transparency and efficiency and regularity in carrying out the Company's business activities.

Direksi adalah organ Perseroan yang bertanggung jawab penuh atas pengelolaan untuk kepentingan dan tujuan Perseroan serta mewakili Perseroan baik di dalam maupun di luar pengadilan sesuai dengan Anggaran Dasar Perseroan dan hukum yang berlaku.

The Directors are the organ of the Company, and the Directors are fully responsible for the management of the Company for the interests and objectives of the Company and represent the Company both inside and outside the court in accordance with the Articles of Association of the Company and the prevailing laws.

Dewan Komisaris merupakan organ Perseroan yang secara bersama-sama bertugas melakukan pengawasan secara umum dan/atau khusus serta memberikan nasehat secara independen kepada Direksi, sesuai dengan Anggaran Dasar Perseroan.

The Board of Commissioners are the organ of the Company that has collective duties and responsibilities to oversee and provide independent advice to the Directors, in accordance with the Articles of Association of the Company.

I. Tugas dan Tanggung Jawab

A. Direksi

1. Memimpin dan mengelola Perseroan sesuai dengan visi Perseroan sebagaimana tercantum dalam Anggaran Dasar Perseroan dan petunjuk Dewan Komisaris dari waktu ke waktu, dan senantiasa meningkatkan efisiensi dan efektivitas operasional Perseroan.
2. Menguasai, mengelola, dan mengadministrasikan aset-aset Perseroan, termasuk pengembangan sumber daya manusia dan kepatuhan terhadap hukum dalam menjalankan usaha.
3. Mempersiapkan rencana strategis mencakup sasaran dan tujuan yang akan dicapai Perseroan.
4. Melaksanakan prinsip-prinsip tata kelola perusahaan yang baik dalam setiap kegiatan usaha Perseroan pada seluruh tingkatan organisasi.
5. Melaksanakan setiap kepengurusan Perseroan dengan itikad baik dan penuh tanggung jawab.

I. Scope of Duties and Responsibilities

A. Directors

1. To lead and manage the Company based on the Company's vision as mentioned in the Articles of Association of the Company and recommendations of Board of Commissioners from time to time, and consistently improve efficiency and effectiveness of the business operations of the Company.
2. To control, manage and administer the Company's assets, including the development of human resources and compliance with the regulations to conduct business.
3. To prepare strategic plans which include aims and objectives of the Company.
4. Implementation of the principles of good corporate governance in all business activities of the Company at all levels of the organization.
5. Carry out any management of the Company in good faith and with full of responsibilities.

B. Dewan Komisaris

1. Memberikan pengawasan terhadap kebijakan pengurusan Perseroan dan jalannya pengurusan secara umum.
2. Memberikan masukan pada Direksi terkait hal-hal yang berhubungan dengan perkembangan Perseroan, anggaran tahunan dan rencana bisnis Perseroan.
3. Memberikan persetujuan atas laporan keuangan dan laporan tahunan Perseroan yang dipersiapkan oleh Direksi.

II. Waktu Kerja Direksi dan Dewan Komisaris

Setiap anggota Direksi dan Dewan Komisaris wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggungjawabnya.

III. Nilai-nilai

Direksi dan Dewan Komisaris wajib menjunjung tinggi dan berpedoman pada nilai-nilai integritas, akhlak, dan moral serta melakukan pengurusan dan pengawasan secara optimal.

B. Board of Commissioner

1. Give supervision and wisdom to the Company's arrangement and general maintenance.
2. Provide advice to the Directors related to all matters regarding to the Company's progress, annual budget, and business plan of the Company.
3. Give approval for the Financial Statements and Annual reports prepared by the Directors of the Company.

II. Working Time of Directors and Board of Commissioners

Each member of the Directors and the Board of Commissioners shall provide sufficient time to carry out their duties and responsibilities.

III. Values

The Directors and the Board of Commissioners shall uphold and be guided by the values of integrity, character, with morality and perform an optimal arrangement and supervision.

IV. Pelaksanaan Rapat Direksi dan Rapat Dewan Komisaris **IV. Implementation of the Directors Meeting and the Board of Commissioners meeting**

A. Direksi, antara lain:

1. Direksi wajib mengadakan rapat Direksi secara berkala paling kurang 1 (satu) kali dalam sebulan, yang harus dihadiri oleh mayoritas anggota Direksi.
2. Direksi dapat melaksanakan Rapat di setiap waktu bilamana dianggap perlu oleh salah seorang atau lebih anggota Direksi, atau atas permintaan Dewan Komisaris.
3. Direksi wajib mengadakan rapat bersama dengan Dewan Komisaris secara berkala sekurang-kurangnya 1 (satu) kali dalam 4 (empat) bulan.
4. Hasil rapat sebagaimana terdapat dalam angka 1, 2, dan 3 wajib dituangkan dalam Risalah Rapat dan ditandatangani oleh masing-masing anggota Direksi. Untuk nomor 3 juga ditandatangani oleh anggota Dewan Komisaris yang hadir dan diungkapkan dalam Laporan Tahunan Perseroan.

A. The Directors, as follows:

1. The Directors shall conduct a meeting of the Directors on a regular basis at least 1 (one) time in a month, that should be attended by the majority of member of Directors
2. The Directors may carry out meetings at any time when considered necessary by one or more member of Directors, or as requested by the Board of Commissioners.
3. The Directors shall conduct a joint meeting with the Board of Commissioners on a regular basis at least 1 (one) time in 4 (four) months.
4. The result of meetings as contained in points 1, 2, and 3 shall be documented in the Minutes of Meeting and signed by each member of the Directors. For number 3 also signed by each member of the Board of Commissioners who attended and disclosed in the Annual Report of the Company.

B. Dewan Komisaris, antara lain:

1. Dewan Komisaris wajib mengadakan rapat paling kurang 1 (satu) kali dalam 2 (dua) bulan, yang dihadiri oleh mayoritas anggota Dewan Komisaris.
2. Dewan Komisaris wajib mengadakan rapat bersama Direksi secara berkala sekurang-kurangnya 1 (satu) kali dalam 4 (empat) bulan.
3. Hasil rapat sebagaimana terdapat dalam angka 1, 2, dan 3 wajib dituangkan dalam Risalah Rapat dan ditandatangani oleh masing-masing anggota Dewan Komisaris. Untuk nomor 3 juga ditandatangani oleh setiap anggota Direksi yang hadir dan diungkapkan dalam Laporan Tahunan Perseroan.

V. Pertanggungjawaban Direksi Dan Dewan Komisaris

A. Direksi

Direksi menyusun dan melaporkan pertanggungjawaban atas pengurusan yang telah dijalankan selama 1 (satu) tahun buku yang dimuat dalam Laporan

B. The Board of Commissioners, as follows:

1. The Board of Commissioners shall conduct a meeting on a regular basis at least 1 (one) in a month, that should be attended by the majority of members of the Board of Commissioners.
2. The Board of Commissioners shall conduct a joint meeting with the Directors on regular basis at least 1 (one) time in 4 (four) months.
3. The result of meetings as contained in number 1, 2, and 3 shall be documented in Minute of Meeting and signed by each member of the Board of Commissioners, and the Directors. For number 3 also signed by each member of Directors who attended and shall be disclosed in the Annual Report of the Company.

V. Responsibility of Directors and Board of Commissioners

A. Directors

The Directors prepare and report responsibilities of arrangements that have been implemented for 1 (one) book year and published in the Annual Report

Tahunan Perseroan kepada pemegang saham.

to shareholders.

B. Dewan Komisaris

Dewan Komisaris mempertanggung jawabkan fungsi pengawasannya terhadap Perseroan kepada Pemegang Saham dalam Rapat Umum Pemegang Saham dan Laporan Dewan Komisaris pada Laporan Tahunan Perseroan.

B. Board of Commissioners

The Board of Commissioners is responsible for their supervision function of the Company to shareholders at the General Meeting of Shareholders and shall present a report of the Board of Commissioner on the Annual Report of the Company.

Demikian Pedoman Kerja Direksi dan Dewan Komisaris berlaku secara penuh dan mengikat, dan dapat dirubah sepanjang tertulis dan disetujui oleh setiap anggota Direksi dan Dewan Komisaris.

Thus this Work Guidance for the Directors and the Board of Commissioners applies in full and is binding, and may be amended as appropriate by written and approved by each member of the Directors and the Board of Commissioners.

HALAMAN TANDA TANGAN / SIGNATURES PAGE

Direktur/ Directors



Kenneth Raymond Allan



Nenie Afwani



Vera Likin

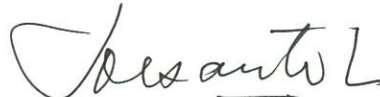
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Dewan Komisaris/ The Board Commissioners



Silvanus Yulian Wenas

Komisaris Utama



Soesanto Loekman

Komisaris Independen