BOARD OF DIRECTORS MANUAL

PT INDAH CUP SUKSES MAKMUR TBK
Jakarta 2024

APPROVAL STATEMENT

The preparation of the Directors' Work Guidelines was carried out as a manifestation of the commitment to good corporate governance (GCG) and as part of a program to improve the implementation of corporate culture, which is adjusted to applicable laws and regulations, best practices and company conditions.

Development and changes to the Directors' work management guidelines will continue to be carried out in accordance with the Company's needs and the dynamics of changes in applicable laws and regulations.

Ratified in the name of the Board of Directors of PT Indah Cup Sukses Makmur Tbk.

Jakarta, March 2024

PT Indah Cup Sukses Makmur Tbk.
Board of Directors

[Ronald Muntu]
President Director

[Christiani Japri]
Director

[Inon Suhendar]
Director

[Rusdy Sugiharta]
Director

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Website : www.indahcup.com

1. **Legal Foundation**
   a. Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.
   b. Law Number 8 of 1995 concerning Capital Markets.
   c. Financial Services Authority Regulation no. 33/POJK.04/2014 concerning the Company's Directors and Board of Commissioners.

2. **Functions of the Board of Directors**
   The Board of Directors is a Company organ that is fully responsible for managing the Company for the interests of the Company and in accordance with the aims and objectives of the Company. The Board of Directors also represents the Company both inside and outside the court in accordance with the provisions of the Articles of Association.

3. **Duties, Responsibilities and Authorities**
   a. The Board of Directors is tasked with carrying out and being responsible for the management of the Company for the interests of the Company in accordance with the aims and objectives of the Company as stipulated in the articles of association.
   b. In carrying out duties and responsibilities for management, the Board of Directors is obliged to hold an annual GMS and other GMS as regulated in the statutory regulations and articles of association.
   c. Each member of the Board of Directors is obliged to carry out their duties and responsibilities in good faith, with full responsibility and prudence.
   d. In order to support the effective implementation of its duties and responsibilities, the Board of Directors may form committees.
   e. If a committee is formed, the Board of Directors is obliged to evaluate the performance of the committee at the end of each financial year.
   f. Each member of the Board of Directors is jointly and severally responsible for losses to the Company caused by errors or negligence of members of the Board of Directors in carrying out their duties.
   g. Members of the Board of Directors cannot be held responsible for the Company's losses if they can prove:
      - kerugian tersebut bukan karena kesalahan atau kelalaiannya;
      - telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab, dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan;
      - tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian; dan
      - telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.
   h. The Board of Directors has the authority to carry out management in accordance with policies deemed appropriate, in accordance with the aims and objectives set out in the articles of association.
   i. The Board of Directors has the authority to represent the Company inside and outside the court.
   j. Members of the Board of Directors are not authorized to represent the Company if:

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- there is a case in court between the Company and the member of the Board of Directors concerned; and
- The member of the Board of Directors concerned has interests that conflict with the interests of the Company.

4. Requirements for Directors

a. Individuals;
b. Have good morals, morals and integrity;
c. Able to carry out legal actions;
d. Never been declared bankrupt by the Court within 5 (five) years prior to nomination;
e. Never been a Director or Member of the Board of Commissioners who was found guilty of causing a company to be declared bankrupt within 5 (five) years prior to nomination;
f. Never been convicted of committing unlawful or criminal acts that harm state finances within 5 (five) years prior to nomination as a candidate for Director;
g. Never been a member of the Board of Directors and/or member of the Board of Commissioners during his tenure:
   i. Never held an Annual GMS
   ii. Accountability as a member of the Board of Directors and/or member of the Board of Commissioners has ever failed to provide accountability as a member of the Board of Directors and/or member of the Board of Commissioners to the GMS; And
   iii. Has ever caused a company that obtained permission, approval or registration from the Financial Services Authority to fail to fulfill its obligation to submit annual reports and/or financial statements to the Financial Services Authority.
   h. h. There must be no blood family relationships up to the third degree, either straight or sideways, or marital relationships (son-in-law or brother-in-law) with other Directors and/or Members of the Board of Commissioners;
   i. Must not hold other positions which could give rise to a direct or indirect conflict of interest with the Company and/or which is contrary to the provisions of applicable laws and regulations;
j. Having integrity and morals, that the person concerned has never been involved in:
   1) fraudulent acts and deviant practices in management at the place where the person concerned previously worked prior to nomination;
   2) breach of contract which can be categorized as not fulfilling the commitments agreed upon at the relevant place of work prior to nomination;
   3) actions that can be categorized as providing personal benefits to prospective members of the Board of Directors, employees at the place concerned who previously worked prior to nomination;
   4) acts that can be categorized as violations of provisions relating to the principles of healthy company management.

k. Good character and ability to develop business for the Company's progress;

l. Have competence, namely ability and experience in fields that support the implementation of the duties and obligations of the Board of Directors;

m. Have a commitment to comply with applicable laws and regulations;
n. Not a political party administrator and/or legislative candidate.

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5. Membership of the Board of Directors

1. The Company is managed and led by a Board of Directors consisting of at least 2 (two) members of the Board of Directors, one of whom is appointed as President Director.
2. The position of each member of the Board of Directors, including the President Director, is equal. The task of the President Director as primus inter pares is to coordinate the activities of the Board of Directors.

6. Concurrent Position

1. Member of the Board of Directors at most 1 (one) other Company
2. Members of the Board of Commissioners in a maximum of 3 (three) other companies; and/or
3. Committee members on a maximum of 5 (five) committees in the Company where the person concerned also serves as a member of the Board of Directors or member of the Board of Commissioners

7. Term of Office

1. Members of the Board of Directors are appointed by the GMS, with the term of office of each Director starting from the date of the GMS which appointed him and ending at the close of the 3rd (three) Annual GMS after the date of his appointment, without prejudice to the right of the GMS to dismiss him at any time before his term of office ends by stating the reasons.
2. The term of office of a member of the Board of Directors ends if:
   a. His term of office ends.
   b. Resign.
   c. No longer meets statutory requirements.
   d. Dismissed based on GMS decision.
   e. Die.

3. The GMS may appoint another person to fill the position of a member of the Board of Directors who is dismissed from his position or to fill a vacancy. The term of office of a person appointed to replace a dismissed member of the Board of Directors or to fill a vacancy is the remaining term of office of the dismissed or vacant member of the Board of Directors.

8. Working hours of members of the Board of Directors

1. Each member of the Board of Directors is obliged to provide sufficient time to carry out their duties and responsibilities optimally.
2. Members of the Board of Directors are required to be present at the Company's workplace for 5 (five) working days in 1 (one) week or according to the Company's working hours. Members of the Board of Directors may be outside the Company's workplace for official purposes, but it is possible for the Board of Directors to be present outside of the Company's working hours due to important and urgent matters.
3. Members of the Board of Directors must be present at the Company's workplace at least during the Board of Directors Meeting.

9. Board of Directors Meeting

1. The Board of Directors is obliged to hold regular Board of Directors meetings at

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least 1 (one) time every month.
2. A Board of Directors meeting can be held if attended by a majority of all members of the Board of Directors.
3. The Board of Directors is obliged to hold regular meetings of the Board of Directors and the Board of Commissioners at least once every 4 (four) months.
4. The attendance of members of the Board of Directors at meetings must be disclosed in the Company's annual report.
5. The Board of Directors must schedule meetings for the following year before the end of the financial year.
6. At a scheduled meeting, meeting materials are delivered to participants no later than 5 (five) days before the meeting is held.
7. In the event that a meeting is held outside the schedule that has been prepared, the meeting materials are delivered to the meeting participants no later than before the meeting is held.
8. Decision making at Board of Directors meetings is carried out based on deliberation and consensus.
9. In the event that a deliberative decision is not reached, the decision is made based on the majority vote.
10. The results of the meeting must be stated in the minutes of the meeting, signed by all members of the Board of Directors present, and submitted to all members of the Board of Directors.
11. The results of the meeting must be stated in the minutes of the meeting, signed by members of the Board of Directors and members of the Board of Commissioners who are present, and submitted to all members of the Board of Directors and members of the Board of Commissioners.
12. In the event that there are members of the Board of Directors and/or members of the Board of Commissioners who do not sign the results of the meeting, the person concerned is obliged to state the reasons in writing in a separate letter attached to the minutes of the meeting.
13. Minutes of meetings must be documented by the Company.

14. **Accountability and Reporting**

The Board of Directors is obliged to submit an annual report and financial reports that have been approved by the Board of Commissioners, to the General Meeting of Shareholders. In the event that there is a discrepancy between this Board of Directors' Work Guidelines and the applicable laws and regulations, the applicable laws and regulations will be applied. The Board of Directors' Work Guidelines are regularly evaluated and updated with reference to the rules and regulations applicable in Indonesia.

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