

**THE CHARTER  
OF  
THE BOARD OF COMMISSIONERS  
PT ADARO ENERGY TBK**

## **CHAPTER 1 INTRODUCTION**

### **1.1. Foreword**

PT Adaro Energy Tbk (“**the Company**”) is a publicly listed company based on the Letter of the Chairperson of the Capital Market and Financial Institution Supervisory Board Number S-4299/BL/2008 of 4 July 2008 regarding the notification that the registration statement has become effective. Being a publicly listed company, in carrying out business activities, the Company must comply with all the applicable regulatory provisions, including the capital market provisions.

The Board of Directors manages the Company under the supervision of the Board of Commissioners in accordance with the Company’s goals and objectives. The Board of Commissioners as a company organ conducts supervision on the management policies, general implementation, regarding both the Company and the Company’s business, and advice the Board of Directors. The supervision and advice are given for the Company’s best interest and based on the Company’s goals and objectives as set forth in the Company’s articles of association (“**the Articles of Association**”) and Law number 40 of 2007 on Limited Liability Company<sup>1</sup> (“**Limited Liability Company**”) in order for the Company’s management to be implemented in accordance with the Articles of Association, the applicable laws and regulations and the principles of Good Corporate Governance (hereinafter referred to as “**GCG**”), which consist of transparency, accountability, responsibility, independency, and fairness, and the standards of ethics and values applied in the Company.

In carrying out their duties, responsibilities, and authority, the Board of Commissioners needs a set of implementation guidelines (hereinafter referred to as “**the Charter of the Board of Commissioners**”) to ensure the proper performance of these three elements. This Charter of the Board of Commissioners is a company document incorporated to manifest the commitment of and to serve as the guidelines for the Company’s Board of Commissioners in applying the GCG. By having this Charter of the Board of Commissioners, the Board of Commissioners, when performing their duties, is expected to always prioritize the implementation of GCG principles, apply the standard of ethics and values applicable in the Company, and comply with the Articles of Association and all applicable laws and regulations, in order to achieve the Company’s vision, mission and strategic plans for attaining the Company’s goals and objectives.

### **1.2. The Vision of the Board of Commissioners, the Mission of the Board of Commissioners, and Company Values**

#### **1.2.1. The Vision of the Board of Commissioners**

to be a competent, professional, qualified supervisory organ for the Company which continuously applies the company values so that the Company and its subsidiaries become a leading mining and energy group of companies.

#### **1.2.2. The Mission of the Board of Commissioners**

to carry out a supervisory function on the Board of Directors in accordance with the GCG principles and prioritize the Company’s interests above all other interests in order to achieve the Company’s vision and mission

#### **1.2.3. Company Values**

to uphold the Company’s values of integrity, meritocracy, openness, respect, excellence, and other values as applied from time to time.

**1.3. Objective**

This Charter of the Board of Commissioners aims to complement the Articles of Association and the applicable laws and regulations which set forth the provisions for the Board of Commissioners of limited liability companies and to serve as the guidelines for the Board of Commissioners in carrying out their duties, responsibilities and authority in accordance with the GCG principles.

**1.4. Legal Framework**

This Charter of the Board of Commissioners is constituted based on the provisions applicable to and binding the Company, which are as follows:

- a. Law number 40 of 2007 on Limited Liability Company;
- b. Law number 8 of 1995 on Capital Market;
- c. Regulation of Financial Services Authority number 75/POJK.04/2017 on the Board of Directors' Responsibility on Financial Statements;
- d. Regulation of Financial Services Authority number 21/POJK.04/2015 on the Implementation of Public Companies' Corporate Governance Guidelines;
- e. Regulation of Financial Services Authority number 33/POJK.04/2014 on Issuers or Public Companies' Board of Directors and Board of Commissioners;
- f. Regulation of Financial Services Authority number 34/POJK.04/2014 on Issuers or Public Companies' Nomination and Remuneration Committee; and
- g. Decision of IDX's Board of Directors number Kep-00001/BEI/01-2014 on the Amendment to Regulation number I-A on the Listing of Shares and Equity Securities Other than Shares Issued by Listed Companies;

as amended and/or replaced from time to time.

**CHAPTER 2**  
**ORGANIZATIONAL STRUCTURE AND REQUIREMENTS FOR MEMBERSHIP**

**2.1 Organizational Structure**

**2.1.1. Number and Composition of the Board of Commissioners Members**

The number and composition of the Board of Commissioners are set forth as follows:

- a. The Board of Commissioners must consist of at least 2 (two) members who are appointed in the General Meeting of Shareholders (“GMS”) with the composition of a President Commissioner and a Commissioner. In the event that the Board of Commissioners consists of more than 2 (two) members, one of the members may be appointed as Vice President Commissioner. The recommendations for the composition of the positions of the Board of Commissioners members are made by the Company’s Nomination and Remuneration Committee and proposed to the Board of Commissioners.
- b. The Company must have Independent Commissioner(s), i.e. (a) member(s) of the Board of Commissioners from outside the Company.

**2.1.2. Independent Commissioners**

- a. Requirements for Independent Commissioners are as follows:
  - (1) is not an individual who has worked or has had the authority and responsibility to plan, lead, control or supervise the activities of the Issuer of Public Company within the last 6 (six) months;
  - (2) does not directly or indirectly have share ownership in the Company;
  - (3) does not have any affiliate relationship according to the definition as set forth in article 1 point 1 of Law number 8 of 1995 on Capital Market on definition of affiliation (“Affiliation”) with the Company, members of Board of Commissioners, members of Board of Directors, or the main shareholders of the Company according to the definition as set forth in article 1 point 1 of Law number 8 of 1995 on Capital Market; and
  - (4) does not have any business relationship, which is directly or indirectly associated with the business activities of the Company.
- b. The Company is required to have Independent Commissioners whose number must constitute at least 30% (thirty percent) of the total number of the Board of Commissioners members.
- c. The Audit Committee and the Committee of Nomination and Remuneration must be chaired by an Independent Commissioner.

**2.1.3. The Terms of Office of the Board of Commissioners**

The term of office for the Board of Commissioners is set forth as follows:

- a. The members of the Board of Commissioners are appointed by the GMS, for the period starting from the date as determined in the GMS in which they are appointed until the closure of the fifth annual GMS from the date of their appointment, without prejudice to the rights of GMS to terminate them at any time.
- b. Each member of the Board of Commissioners may be reappointed for the subsequent term.
- c. Independent Commissioners who have held 2 (two) terms of office may be reappointed for the subsequent term provided that such independent commissioners declare to maintain independence in the GMS.

- d. In the event that an Independent Commissioner holds a position in the Audit Committee, such independent commissioner may only be reappointed for the position within the Audit Committee for another term of the Audit Committee.

#### **2.1.4 The Appointment of the Board of Commissioners**

The Board of Commissioners appointment is set forth as follows:

- a. The members of the Board of Commissioners are appointed by the GMS.
- b. The nomination of the members of the Board of Commissioners may be proposed by 1 (one) or more shareholders who collectively hold at least 10% (ten per cent) of the total shares with valid voting rights and the proposal has been received by the Board of Directors within 7 (seven) days prior to the GMS date, unless it is determined otherwise by the applicable laws and regulations or by the consensus of the shareholders.
- c. The recommendation for the policies and criteria for the process to nominate an individual to be a member of the Board of Commissioners and the recommendation for the nomination of a candidate who fulfil the requirements to be a member of the Board of Commissioners is prepared by the Nomination and Remuneration Committee and submitted to the Board of Commissioners.
- d. In the event that due to any reason the position of one or more or all members of the Board of Commissioners are vacant, a GMS must be held within 6 (six) months since the start of the vacancy, to fill the vacancy by taking into account the provisions in the Articles of Association and the laws and regulations.
- e. An individual who is appointed to replace a member of the Board of Commissioners who has been terminated or to fill the vacancy or an individual appointed as an additional member of the existing Board of Commissioners must be appointed for a term which is the remaining term of office of the other members of the Board of Commissioners who remain.

#### **2.1.4 The Termination of the Terms of Office of the Board of Commissioners**

The termination of the Board of Commissioners' Terms of Office is set forth as follows:

- a. The position of the members of the Board of Commissioners is terminated if they:
  - (1) resign;
  - (2) no longer fulfil the requirements of the applicable laws and regulations;
  - (3) die;
  - (4) have reached the end of the term of office; and
  - (5) are terminated based on a GMS decision.
- b. The members of the Board of Commissioners hold the right to resign from their position by submitting a written notification on such intention to the Company at the latest within 60 (sixty) days prior to the date of resignation. The Company must hold a GMS to decide on the proposal of the members of the Board of Commissioners for resignation within 60 (sixty) days since the resignation letter is received.
- c. In the event that the Company does not hold the GMS within such 60 (sixty) days, with the passing of this time limit the resignation of the member of the Board of Commissioners is considered valid without requiring the GMS approval.

## **2.2 Requirements for Membership**

### **2.1.2 Legal Requirements**

- a. Has good moral and integrity;
- b. Legally competent;
- c. Within 5 (five) years prior to the appointment and during the term of office:

- (1) Never been declared bankrupt;
- (2) Never held a position as a member of the Board of Directors and/or Board of Commissioners who was convicted as guilty for causing a company to be declared bankrupt;
- (3) Never been convicted for any criminal act which caused damage to the country and/or related to the financial sector; and
- (4) Never held any position as a member of the Board of Directors and/or Board of Commissioners who, during the term of office has a record of:
  - a) failing to conduct annual GMS;
  - b) having the accountability as a member of the Board of Directors and/or Board of Commissioners denied by the GMS or failing to submit accountability as a member of the Board of Directors and/or Board of Commissioners to the GMS; and
  - c) causing a company which had obtained the license and approval from, or registration at the Financial Services Authority to fail the obligation to submit an annual report and/or financial statements to the Financial Services Authority.
  - d. Has a commitment to comply with the laws and regulations; and
  - e. Has the knowledge and/or skills needed by the Company.

#### **2.1.2 Requirements for Competence and Independence**

The candidates of the Board of Commissioners members must fulfil the following requirements:

- a. demonstrate to have good behavior, experience and competence necessary for performing duties and other qualifications as determined in the applicable laws and regulations and the Articles of Association;
- b. appointed based on the consideration of skills, integrity, leadership, experience, honesty, good behavior, and strong dedication to improve and develop the Company;
- c. has good understanding of the regulations applicable to limited liability companies, capital market, Indonesia Stock Exchange, regulations relevant to the Company's business, and the Articles of Association; and
- d. carry out duties without conflicts of interests.

#### **2.3 Multiple Positions**

The members of the Board of Commissioners can hold multiple positions as:

- a. a member of the Board of Directors in maximum 2 (two) other public companies; and
- b. a member of the Board of Commissioners in maximum 2 (two) other public companies.

In the event that a member of the Board of Commissioners does not hold the position as a member of Board of Directors, such member of the Board of Commissioners may hold other positions as a member of the Board of Commissioners of maximum 4 (four) other public companies.

Members of the Board of Commissioners may also hold a multiple position as a committee member in maximum 5 (five) committees in public companies where such members also hold the position as a member of the Board of Directors or the Board of Commissioners.

The members of the Board of Commissioners may hold multiple positions provided that it is not in violation of other laws and regulations.

#### **2.4 Orientation Program for Members of the Board of Commissioners**

Each member of the Board of Commissioners newly appointed by the GMS will attend an orientation program determined by the Board of Commissioners to get more familiar with the duties, responsibilities and authority of the Board of Commissioners in a public company according to the applicable laws and regulations and the Company's Articles of Association, and understand the operations of the businesses run by the Company. The members of the Board of Commissioners who attend the orientation program may visit the business operations in the Company's operational areas.

#### **2.5 Continuous Learning**

Each member of the Board of Commissioners must continuously develop their knowledge and skills by attending educational programs, courses, training, or seminars relevant to the implementation of the duties and responsibilities of the Board of Commissioners as well as other fields relevant to the Company's business.

## **CHAPTER 3 DUTIES, AUTHORITY AND RESPONSIBILITY**

### **3.1 Duties, Authority and Responsibility**

The Board of Commissioners is a Company organ which has the role to conduct supervision and is responsible for the supervision on the management policies, general implementation of the management of both the Company and the Company's business, and advice the Board of Directors.

In carrying out such supervisory role, the Board of Commissioners may, at any time and office hours of the Company, enter the Company's premises or other places used or controlled by the Company and holds the right to check all the book-keeping, letters and other proofs of evidence, checking and matching the cash position and other matters and to know all actions performed by the Board of Directors. On all matters stated by the Board of Commissioners, the Board of Directors and each member of the Board of Directors must provide explanation on the matters of concern.

Each member of the Board of Commissioners must comply with all provisions and perform their duties with good faith, responsibility and prudence, in accordance with the provisions of the Articles of Association, the prevailing laws and regulations, and the Charter of the Board of Commissioners and its amendments, and always place the Company's best interests above any other interests and monitor the effectiveness of the implementation of GCG principles in the Company and if necessary make adjustments accordingly.

In certain situation, the Board of Commissioners must conduct annual GMS and other GMS according to its authority as set forth in the Articles of Association and the prevailing laws and regulations. In order to support the effectiveness of the performance of its duties and responsibilities, the Board of Commissioners must establish an audit committee and other committees. The performance of these committees must be evaluated by the Board of Commissioners at the end of every fiscal year.

The Board of Commissioners must prepare the minutes of the Board of Commissioners meetings and keep the copies, report to the Company on their share ownership and/or their family's share ownership in the Company and other company, and submit the report to the GMS on the supervisory duties they have carried out in the last fiscal year.

Each member of the Board of Commissioners is personally fully responsible for the loss incurred by the Company's if they are guilty or negligent in performing their duties. In the event that there are 2 (two) or more members of the Board of Commissioners, these members of the Board of Commissioners are jointly and severally liable for the loss incurred by the Company.

The Board of Commissioners is not responsible for the Company's loss if they can prove that:

- a. the loss is not the result of their fault or negligence;
- b. they have carry out the management under good faith and prudence, for the Company's interest and according to the Company's goals and objectives;
- c. they do not have any conflict of interest directly or indirectly on the management which has led to the loss; and
- d. they have taken the action to prevent the occurrence or continuation of the loss.



### **3.2 The Scope of Company Management**

The Board of Commissioners may handle the management of the Company in certain condition and for certain period of time. The Board of Commissioners is required to manage the Company on a temporary basis in the event that all members of the Board of Directors are temporarily terminated or the Company does not have any one member of the Board of Directors. In this event, the Board of Commissioners holds the right to delegate temporary authority to one or more members of the Board of Commissioners under the responsibility of the Board of Commissioners.

The Board of Commissioners also holds the right to impose temporary termination on (a) member(s) of the Board of Directors by specifying the reason(s).

In the event where there is only one member of the Board of Commissioners, all duties and authority delegated to the President Commissioner or member of the Board of Commissioners in the Articles of Association are applicable to him/her.

In the implementation of their duties and responsibilities, each member of the Board of Commissioners conducts regular assessment on the performance of the Board of Commissioners. The mechanism and criteria of the performance is determined by the members of the Board of Commissioners collectively. With such assessment, each member of the Board of Commissioners is expected to contribute to the continuous improvement of the Board of Commissioners.

### **3.3 Office Hours**

The Board of Commissioners works within a normal work hours during the days other than the days determined by the government as national holidays.

### **3.4 Internal Audit**

Board of Commissioners is committed to ensuring that the Company's internal monitoring system runs effectively and efficiently, including all operational aspects, and in accordance with the applicable laws and regulations. To ensure that all of the Company's operating units work according to the operational procedures, the Internal Audit must prepare and submit the reports of the Internal Audit team to the Board of Directors, the Board of Commissioners and the Audit Committee.

### **3.5 The Relationship between the Board of Directors and the Board of Commissioners**

The relationship of the Board of Directors and the Board of Commissioners is as follows:

- a. The Board of Directors must provide the full access and information to the Board of Commissioners especially the ones relevant to the decision making by the Board of Commissioners. The meetings between the Board of Directors and the Board of Commissioners are necessary to gain thorough and same understanding between the Board of Directors and the Board of Commissioners.
- b. The Board of Directors and the Board of Commissioners must sign the Company's annual reports.
- c. The Board of Directors must provide all material information needed by the Board of Commissioners. The minutes of the Board of Directors meetings must be provided to the Board of Commissioners if according to the Board of Commissioners such documents are important for the supervisory role of the Board of Commissioners.
- d. The Board of Directors must conduct collective meetings with the Board of Commissioners regularly of at least 1 (once) in 4 (four) months.

### **3.6 Business Ethics**

The business ethics are the standard ethics and values of the Company which must be championed and complied with by the Board of Directors, the Board of Commissioners, the Audit Committee and all the employees in carrying out their duties and responsibilities within the Company (“**Code of Conduct**”).

The Board of Commissioners must be the role model for all employees of the Company in the compliance with the Code of Conduct, such as with regard to the following:

a. Information disclosure

All interactions with the media and members of the general public must be made in accordance with the Company’s policies and relevant policies. Members of the Board of Commissioners must maintain the confidentiality, confidential information and intellectual assets of the Company.

b. Ethical conduct in business and anti-corruption

Members of the Board of Commissioners are prohibited from taking personal gain from the Company’s activities other than receiving the salary and allowances to which they are entitled as a member of the Board of Commissioners and must comply with the applicable anti-corruption laws and regulations.

c. Insider Information

The Board of Commissioners must prohibit or prevent any misuse of material information which is associated with the Company’s business for personal or third-party interests.

d. Rules on sales of shares

The Board of Commissioners must not sell or buy the Company’s shares before the information of operational results, financial statements and annual report are shared with the public.

In the event that the information is associated with corporate actions such as asset acquisition, establishment of joint venture, increase/decrease of capital, issuance of securities, share buyback, dividend payment, or incidents that affect the share price, the Board of Commissioners must not buy/sell the shares of the Company and/or the company with whom the Company is to conduct a transaction from the time the information is known until the time the information is shared with the public.

Each member of the Board of Commissioners must report to the Financial Services Authority on their ownership and change of their ownership on the Company’s shares within 3 (three) business days since the occurrence of the ownership or change of ownership on the Company’s shares.

### **3.7 Accountability**

The Board of Commissioners must be accountable and submit reports to the GMS on the supervisory duties performed during the last fiscal year.

### **3.8 Remuneration**

Remuneration for the members of the Board of Commissioners is as follows:

a. The determination of remuneration for the members of the Board of Commissioners may be delegated by the GMS to the Nomination and Remuneration Committee, whose function is carried out by the Company’s Board of Commissioners, and will be determined at the Board of Commissioners meeting.

b. Whenever necessary, the Board of Commissioners may establish a nomination and remuneration committee to perform such role.

- c. The Board of Commissioners may assign 1 (one) or more of its members to prepare recommendations which include the structure, policy and amount of the remuneration for the Board of Commissioners from time to time.
- d. The determination of the structure, policy and amount of the remuneration for the Board of Commissioners must take into account the following:
  - 1) The remuneration applicable in the industry, in comparison to other companies with similar business activities and scale;
  - 2) The duties, responsibilities and authority of the Board of Commissioners members, which are associated with the achievement of the Company's objectives and performance;
  - 3) The performance target or the performance of each member of the Board of Commissioners; and
  - 4) The balance between fixed and variable allowances.
  - 5) The structure, policies, and amount of remuneration for the Board of Commissioners must be evaluated by the Board of Commissioners at least once in a year.

**CHAPTER 4**  
**THE BOARD OF COMMISSIONERS MEETINGS**

**4.1 Meeting**

The provisions for the Board of Commissioners meetings are as follows:

- a. The Board of Commissioners must hold the Board of Commissioners meetings regularly, at least 1 (once) every two months to discuss the matters considered necessary by the members of the Board of Commissioners either with a prior meeting invitation or otherwise.
- b. The invitation to the Board of Commissioners meetings is made by an authorized member of the Board of Commissioners, or a person particularly designated to do so, to act for and on behalf of the Board of Commissioners. In the event that such member of the Board of Commissioners does not make any invitation within 3 (three) days since the request is made or since the expiration of the time limit scheduled for the meeting of the Board of Directors, the invitation will be made by another member of the Board of Commissioners, or the person who is particularly designated to do. The invitation to the Board of Commissioners meeting must be made in writing or using an electronic medium at the latest within 3 (three) days prior to the implementation of the meeting, by not taking into account the date of invitation and the date of meeting. The meeting invitation must specify the day, date, time, venue, and agenda, except for a meeting to discuss a matter considered necessary or urgent.
- c. The Board of Commissioners meetings can be held at any time whenever considered necessary by one or more members of the Board of Commissioners, or on a written request of one or more members of the Board of Commissioners, or on the written request of one or more shareholders who collectively hold 1/10 (one tenth) or more of the total shares with valid voting rights.
- d. Regarding the attendance in the meeting, all members of the Board of Commissioners are expected to attend each meeting of the Board of Commissioners. In the event of unavailability to attend, a member of the Board of Commissioners may be represented in the Board of Commissioners meeting only by another member of the Board of Commissioners with a grant of a power of attorney and a member of the Board of Commissioners may only represent another member of the Board of Commissioners.
- e. The Board of Commissioners meetings are valid and able to make a binding resolution under the condition that more than  $\frac{1}{2}$  (one half) of the number of current members of the Board of Commissioners attend or represented in the meetings.
- f. The Board of Commissioners meetings are chaired by the President Commissioner, and in the event that the President Commissioner is unable to attend for a reason need not to be proven to any third party, the meetings are chaired by the Vice President Commissioner, and in the event that the Vice President Commissioner is unable to attend for a reason need not to be proven to any third party, the meetings are chaired by a member of the Board of Commissioners appointed by and among the members of the Board of Commissioners in attendance.
- g. The decisions of the Board of Commissioners meetings must be made based on deliberation for a consensus. In the event that deliberation is not reached, decisions are made by voting under the condition that the votes to approve must comprise at least more than  $\frac{1}{2}$  (one half) of the number of valid votes made in the meetings.
- h. Each member of the Board of Commissioners in attendance is entitled to 1 (one) vote and 1 (one) additional vote for another member of the Board of Commissioners she/he represents.

- i. Voting on individuals is made by secret ballots without signatures while voting for other matters is made verbally, unless the chair of the meeting decides otherwise without any objection based on majority votes.
- j. Abstain or invalid votes are deemed not validly made and nonexistent and not counted in the total votes.
- k. The Board of Commissioners can also make valid decisions without conducting a Board of Commissioners meeting, under the condition that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners have provided their approval for the proposal which is submitted in writing by signing the approval, in which the decisions have the same legal force as the decisions made in the Board of Commissioners meetings.
- l. The Board of Commissioners must prepare the minutes of the Board of Commissioners meeting and may assign a person who is not a member of the Board of Commissioners to act as the meeting secretary and keep the copies. The meeting secretary must record the reports along the meeting and circulate the records after the meeting for review and approval by the Board of Commissioners in the subsequent meeting. All reports which have been approved by the Board of Commissioners must be filed in a book of the minutes of the Board of Commissioners made available for this purpose.
- m. The minutes of the Board of Commissioners meetings must be signed by all members of the Board of Commissioners in attendance, and circulated to all members of the Board of Commissioners. If there is any member of the Board of Commissioners who does not sign the minutes, such member must explain the reason in writing in a separate letter attached to the minutes of meeting.
- n. Each member of the Board of Commissioners must attend at least 50% (fifty per cent) of the total number of the Board of Directors meetings held within 1 (one) year, except in the event of unavailability due to a valid reason.

## **CHAPTER 5 CLOSURE**

### **5.1. Effective Date**

This Charter of the Board of Commissioners is effective as of 10 June 2016.

### **5.2. Approval of the Board of Commissioners**

By signing this Charter of the Board of Commissioners , each member of the Board of Commissioners accepts and agrees with the content hereof and must strive to fulfill the provisions herein.

### **5.3. Amendments to the Charter of the Board of Commissioners**

Any amendment to the Charter of the Board of Commissioners must obtain a written approval from the Board of Commissioners.

### **5.4. Conflicts**

In the event of any conflict between this Charter of the Board of Commissioners and the Articles of Association or the applicable laws and regulations, then the provisions of the Articles of Association or the laws and regulations will prevail.

### **5.4. Date of Review**

This Charter of the Board of Commissioners will be reviewed periodically, at the latest every 3 (three) years or at any time considered necessary by taking into account the laws and regulations applied in the Republic of Indonesia, under the following conditions:

- a. Each material revision needs a recommendation of the Board of Commissioners to obtain the approval of the Board of Commissioners;
- b. Each non material revision which does not reduce the standard of risk management must obtain the approval of the Board of Commissioners.

### **5.5. Separately Signing**

This Charter of the Board of Commissioners may be signed separately, every after being signed will be considered and valid as a single original document, and the entire signature if put together will be considered and valid as a single document.

*[signatures are provided on the following page]*

Enacted in Jakarta  
on June 10, 2019  
The Board of Commissioners of PT Adaro Energy Tbk

Edwin Soeryadjaya\*  
President Commissioner

Ir. Theodore Permadi Rachmat\*  
Vice President Commissioner

Arini Saraswaty Subianto\*  
Commissioner

DR. Ir. Raden Pardede\*  
Independent Commissioner

Mohammad Effendi\*  
Independent Commissioner

\*All members of the Board of Commissioners have signed the document in Indonesian version.