



# PT TANAH LAUT Tbk

## Good Corporate Governance Policy

PT Tanah Laut Tbk, recognising the importance of *good corporate* governance practices as a foundation for sustainable growth, accountability and protection of the interests of all stakeholders, hereby establishes a policy charter governing the structure, functions and responsibilities of the Board of Directors and the Board of Commissioners, as well as its interaction with Shareholders.

### Article I

#### Separation of Position of Chairman of the Board of Commissioners and President Director/Chief Executive Officer

PT Tanah Laut Tbk upholds the principle of separation of leadership functions in order to ensure balance of power and effectiveness of supervision. In connection with this, the company applies the following policy:

1. The position of *Chairman of the Board of Commissioners* and the position of President Director/Chief *Executive Officer* will be held by different individuals.
2. The Chairman of the Board of Commissioners is responsible for the leadership of the Board of Commissioners, ensuring the effectiveness of the Board's supervisory function on the performance of the Board of Directors, and facilitating effective communication between the Board of Commissioners and the Board of Directors.
3. The President Director/Chief *Executive Officer* is responsible for the executive leadership of the company, the formulation and implementation of corporate strategy, and the management of day-to-day operations.
4. This separation of positions aims to avoid excessive concentration of power in one individual and encourage more independent and objective decision-making.

### Article II

#### Board of Directors and Board of Commissioners Performance Appraisal Policy

PT Tanah Laut Tbk is committed to periodically evaluating the performance of the Board of Directors and the Board of Commissioners to ensure the effectiveness of their functions and contribution to the achievement of the Company's objectives. This appraisal policy includes:

1. Performance evaluation will be conducted at least once a year.
2. The evaluation process will involve criteria that are measurable and relevant to the duties, responsibilities and functions of each Board, including but not limited to industry understanding, strategic decision-making, oversight of management performance, regulatory compliance and contribution to shareholder value.
3. Evaluation methodologies may involve surveys, interviews, and/or performance-based assessments conducted internally or with the assistance of an independent external party.
4. The results of the evaluation will be used as a basis for the development of Board member competencies, succession planning, and improving the overall effectiveness of corporate governance.

### Article III

#### Board Training and Development Policy



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PT Tanah Laut Tbk recognises the importance of relevant competencies and knowledge for members of the Board of Directors and Board of Commissioners in carrying out their duties and responsibilities. Therefore, the company enforces the following training and development policy:

1. The Company will provide an orientation programme for newly appointed Board members to equip them with a comprehensive understanding of the company, the industry, corporate governance, and their duties and responsibilities.
2. Continuous training and development programmes will be organised periodically to enhance the knowledge and skills of Board members in relation to industry developments, regulations, corporate governance best practices and other strategic issues.
3. Board members are encouraged to participate in seminars, workshops, conferences and executive education programmes relevant to their development needs and those of the company.
4. Training and development needs will be identified based on the results of the Board's performance evaluation and the company's strategic needs.

## Article IV

### **Special Criteria for Selection of Members of the Board of Directors and Board of Commissioners**

PT Tanah Laut Tbk establishes clear and transparent specific criteria in the nomination and selection process of members of the Board of Directors and Board of Commissioners to ensure that the selected individuals have the competence, integrity and experience that match the needs of the company. The criteria include:

1. Possess knowledge, skills and experience relevant to the company's industry, leadership function and corporate governance.
2. Have an impeccable track record of integrity and a good reputation in the professional world.
3. Have a good understanding of good corporate governance principles and best practices.
4. Have a strong commitment to carry out duties and responsibilities as a member of the Board and adequate time availability.
5. Other criteria relevant to the strategic needs of the company during the nomination and selection process.

## Article V

### **Policy on Fair Treatment of Shareholders**

PT Tanah Laut Tbk upholds the principle of fair and equal treatment of all Shareholders, both majority and minority. This policy includes:

1. Providing timely and accurate access to relevant company information, including financial performance, corporate strategy, and other key decisions.
2. The organisation of the General Meeting of Shareholders (GMS) is transparent and provides equal opportunities for all Shareholders to participate and express their views.
3. Avoidance of insider trading practices and market manipulation.
4. Protection of Shareholders' rights in accordance with laws and regulations and the company's Articles of Association.
5. Effective communication and responsiveness to Shareholders' questions and concerns.



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## Article VI

### Obligations of Directors and Commissioners to Prevent Conflicts of Interest

PT Tanah Laut Tbk requires all members of the Board of Directors and Board of Commissioners to always act in good faith and avoid situations that could lead to conflicts of interest. This policy includes:

1. Each Board member shall disclose in writing to the company any potential or actual conflict of interest that may arise in relation to their position and responsibilities.
2. The Company will establish mechanisms to manage and resolve potential or actual conflicts of interest in a transparent and fair manner, prioritising the best interests of the Company.
3. Board members are prohibited from taking personal advantage or favouring related parties from company information or their position.
4. Any *related party transactions* must be conducted fairly, transparently, and in accordance with applicable laws and regulations and obtain appropriate approvals.

## Article VII

### Policy Implementation and Enforcement

This policy charter is binding for all members of the Board of Directors and Board of Commissioners of PT Tanah Laut Tbk. Company management is responsible for ensuring the effective implementation of this policy. Violations of the provisions in this policy charter may be subject to action in accordance with company regulations and applicable law.

## Article VIII

### Overview and Updates

This policy charter will be reviewed and updated periodically by the company to ensure its relevance to the development of laws and regulations, corporate governance best practices, and the company's strategic needs.

With the establishment of this Good Corporate Governance Policy Charter, PT Tanah Laut Tbk confirms its commitment to implement transparent, accountable, responsible and fair corporate governance practices for the benefit of all stakeholders.

Set at: Jakarta, Indonesia

On Date: 2 January 2024

On behalf of PT Tanah Laut Tbk



Harun Bin Halim Rasip  
President Director