

PIAGAM DIREKSI

BOARD OF DIRECTORS CHARTER

PEDOMAN DAN TATA TERTIB KERJA DIREKSI

GUIDELINES AND RULES OF WORKS FOR THE BOARD OF DIRECTORS

PT KOREA INVESTMENT AND SEKURITAS INDONESIA

Daftar Isi

Table of Content

Pasal <i>Article</i>	1	Tujuan <i>Objectives</i>	3
Pasal <i>Article</i>	2	Definisi <i>Definitions</i>	4
Pasal <i>Article</i>	3	Keanggotaan <i>Membership</i>	4
Pasal <i>Article</i>	4	Persyaratan <i>Requirements</i>	4
Pasal <i>Article</i>	5	Rangkap Jabatan <i>Concurrent Position</i>	6
Pasal <i>Article</i>	6	Program Pendidikan Berkelanjutan <i>Continuing Education Program</i>	6
Pasal <i>Article</i>	7	Masa Jabatan <i>Term of Office</i>	7
Pasal <i>Article</i>	8	Jam Kerja <i>Working Hours</i>	7
Pasal <i>Article</i>	9	Tugas, Tanggung Jawab dan Wewenang <i>Duties, Responsibilities and Authorities</i>	8
Pasal <i>Article</i>	10	Konflik Kepentingan <i>Conflict of Interest</i>	12
Pasal <i>Article</i>	11	Rapat <i>Meetings</i>	12
Pasal <i>Article</i>	12	Pelaporan dan Pertanggung jawaban <i>Reporting and Accountabilities</i>	13
Pasal <i>Article</i>	13	Etika <i>Ethics</i>	14
Pasal <i>Article</i>	14	Penutup <i>Closing</i>	14

**PEDOMAN DAN TATA TERTIB KERJA
DIREKSI
(PIAGAM DIREKSI)**

Pedoman dan Tata Tertib Kerja Direksi ini dibuat berdasarkan pada:

1. Undang-Undang Nomor 8 Tahun 1995 tentang Pasar Modal;
2. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas sebagaimana diubah dengan Undang-Undang Nomor 11 Tahun 2020 tentang Cipta Kerja;
3. Peraturan OJK Nomor 20/POJK.04/2016 tentang Perizinan Perusahaan Efek Yang Melakukan Kegiatan Usaha Sebagai Penjamin Emisi Efek Dan Perantara Pedagang Efek;
4. Peraturan OJK Nomor 57/POJK.04/2017 tentang Penerapan Tata Kelola Perusahaan Efek yang melakukan Kegiatan Usaha sebagai Penjamin Emisi Efek dan Perantara Pedagang Efek; dan
5. Anggaran Dasar Perseroan dan seluruh perubahannya.

**PASAL 1
DEFINISI**

1. Perseroan berarti sebagai PT Korea Investment And Sekuritas Indonesia.
2. RUPS berarti Rapat Umum Pemegang Saham, baik Tahunan maupun Luar Biasa.
3. Direksi berarti organ Perseroan yang bertugas melaksanakan pengurusan Perseroan, terdiri atas Direktur Utama dan Direktur lainnya, atau definisi lain sebagaimana terdapat dalam peraturan perundang-undangan.
4. Dewan Komisaris berarti organ Perseroan yang bertugas melaksanakan pengawasan atas jalannya pengurusan Perseroan, terdiri atas

**GUIDELINES AND RULES OF WORKS
FOR THE BOARD OF DIRECTORS
(BOD CHARTER)**

This Guidelines and Rules of Works for the Board of Directors (BOC) are made by reference to:

1. Law Number 8 of 1995 concerning Capital Market;
2. Law Number 40 of 2007 concerning Limited Liability Company as amended by the Law Number 11 of 2020 concerning Job Creation;
3. OJK Regulation Number 20/POJK.04/2016 concerning Licensing of Securities Company Conducting Business Activities as Securities Broker-Dealer and Underwriter;
4. OJK Regulation Number 57/POJK.04/2017 concerning the Implementation of Corporate Governance of Securities Company Conducting Business Activities as Broker-Dealer and Underwriter; and
5. The Company's Articles of Association (AoA) and all of its amendments.

**ARTICLE 1
DEFINITION**

1. The Company means PT Korea Investment And Sekuritas Indonesia.
2. GMS means General Meeting of Shareholders, both Annual or Extraordinary.
3. The Board of Directors (“BOD”) means the organ of the Company in charge of carrying out the management of the Company, consisting of the President Director and other Directors, or other definitions as contained in the laws and regulations.
4. The Board of Commissioners means the organ of the Company in charge of supervisory duties over the management of

Komisaris Utama dan satu atau lebih anggota komisaris, atau definisi lain sebagaimana terdapat dalam peraturan perundang-undangan.

5. OJK berarti Otoritas Jasa Keuangan.

PASAL 2 TUJUAN

1. Piagam Direksi ini merupakan pedoman mengenai pelaksanaan tugas dan tanggung jawab serta wewenang anggota Direksi sesuai dengan peran dan fungsinya agar tercipta pengelolaan Perseroan secara profesional, transparan dan efisien.
2. Piagam Direksi ini dibuat untuk meningkatkan kepatuhan terhadap peraturan dan perundang-undangan dan nilai-nilai etika yang berlaku.
3. Piagam Direksi ini dibuat untuk melindungi kepentingan para pemangku kepentingan pada Perseroan.

PASAL 3 KEANGGOTAAN

1. Perseroan diurus dan dipimpin oleh Direksi.
2. Direksi terdiri dari sedikit-dikitnya 2 (dua) orang, yang terdiri dari:
 - a. 1 (satu) orang Direktur Utama; dan
 - b. paling sedikit 1 (satu) orang Direktur atau lebih.dengan memperhatikan peraturan yang berlaku di bidang Pasar Modal.
3. Paling sedikit 1 (satu) orang anggota Direksi wajib memiliki ijin Wakil Perantara Pedagang Efek (WPPE) sebagai penanggung jawab untuk mengawasi kegiatan Perantara Pedagang Efek.

the Company, consisting of the President Commissioner and one or more commissioners, or other definitions as contained in the laws and regulations.

5. OJK means the Financial Services Authority.

ARTICLE 2 OBJECTIVES

1. This BOD Charter shall become the guideline in carry out duties, liabilities and authorizations of BOD member in accordance to their role and functions in order to create professional, transparent and efficiency in performing management of the Company.
2. This BOD Charter is provided to enhance compliance upon the laws and regulations and prevailing ethical values.
3. This BOD Charter is provided to protect the interest of stakeholders in the Company.

ARTICLE 3 MEMBERSHIP

1. The Company is managed and led by the Board of Directors.
- 2.
3. The Board of Directors consists of at least 2 (two) people, consisting of:
 - a. 1 (one) President Director; and
 - b. at least 1 (one) Director or more.with due observance of the prevailing regulations in the Capital Market sector.
3. At least 1 (one) member of the Board of Directors must have a Broker-Dealer Representative (WPPE) license as the person in charge of supervising Broker-Dealer activities.

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| <p>4. Paling sedikit 1 (satu) orang anggota Direksi wajib memiliki ijin Wakil Penjamin Emisi Efek (WPEE) sebagai penanggung jawab untuk mengawasi kegiatan Pejamin Emisi Efek.</p> <p>5. Anggota Direksi diangkat dari Warga Negara Asing dan atau Warga Negara Indonesia yang memenuhi persyaratan sesuai peraturan perundang-undangan yang berlaku dibidang Pasar Modal and Anggaran Dasar.</p> | <p>4. At least 1 (one) member of the Board of Directors is required to have an Underwriter Representative (WPEE) license as the person in charge of supervising the activities of the Underwriter.</p> <p>5. Members of the Board of Directors are appointed from Foreign Citizens and or Indonesian Citizens who meet the requirements in accordance with the prevailing laws and regulations in the Capital Market and Articles of Association.</p> |
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PASAL 4 PERSYARATAN

1. Seluruh anggota Direksi wajib berdomisili di Indonesia;
2. Setiap anggota Direksi wajib memiliki izin orang perseorangan sebagai Wakil Perantara Pedagang Efek atau Wakil Penjamin Emisi Efek;
3. Setiap anggota Direksi wajib lulus uji kelayakan dan kepatutan sebagaimana disyaratkan oleh OJK;
4. Setiap anggota Direksi adalah orang yang memenuhi persyaratan integritas, reputasi keuangan, serta kompetensi dan keahlian di bidang Pasar Modal, seperti yang dijelaskan di bawah ini:
 - a. Persyaratan integritas:
 - 1) Cakap melakukan perbuatan hukum;
 - 2) Mempunyai akhlak, moral yang baik dan integritas;
 - 3) Tidak pernah dihukum atau dinyatakan bersalah melakukan tindak pidana;
 - 4) Memiliki komitmen untuk mematuhi peraturan perundang-undangan yang berlaku;

ARTICLE 4 REQUIREMENTS

1. All members of the Board of Directors must be domiciled in Indonesia;
2. Each member of the Board of Directors is required to have an individual license as a Broker-Dealer Representative or Underwriter Representative;
3. Each member of the Board of Directors must pass the fit and proper test as required by OJK;
4. Each member of the Board of Directors is a person who meets the requirements for integrity, financial reputation, as well as competence and expertise in the Capital Market sector, as described below:
 - a. Integrity requirements:
 - 1) Capable of carrying out legal actions;
 - 2) Has good character, morals and integrity;
 - 3) Never been convicted or found guilty of criminal offence;
 - 4) Has a commitment to comply with the applicable laws and regulations;

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| <p>5) Memiliki komitmen untuk mendukung pengembangan operasional Perusahaan Efek yang melakukan kegiatan usaha sebagai Perantara Pedagang Efek, Penjamin Emisi Efek dan Pasar Modal Indonesia;</p> <p>b. Persyaratan reputasi keuangan:</p> <p>Dalam jangka waktu 5 (lima) tahun sebelum pengangkatan dan selama masa jabatannya:</p> <ol style="list-style-type: none">1) Tidak pernah dinyatakan pailit;2) Tidak pernah dinyatakan bersalah menyebabkan suatu perusahaan dinyatakan pailit. <p>c. Persyaratan kompetensi dan keahlian:</p> <ol style="list-style-type: none">1) Memiliki keahlian di bidang Pasar Modal yang memadai dan relevan dengan jabatannya serta paling rendah berpendidikan akademi setingkat diploma;2) Memiliki pengalaman minimal 2 (dua) tahun pada perusahaan yang bergerak di bidang Pasar Modal. | <p>5) Has a commitment to support the operational development of Securities Companies conducting business activities as Broker-Dealers, Underwriters and the Indonesian Capital Market;</p> <p>b. Financial reputation requirements:</p> <p>Within a period of 5 (five) years prior to his appointment and during his term of office:</p> <ol style="list-style-type: none">1) Never been declared bankrupt;2) Never been declared guilty of causing bankruptcy at any company. <p>c. Requirements of Competency and Expertise:</p> <ol style="list-style-type: none">1) Having an adequate expertise in Capital Market and/or Financial Industry which relevant to his/her position and also at least holds a diploma qualification;2) Having at least 2 (two) years of experience in companies engaged in capital market and/or financial services. |
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**PASAL 5
RANGKAP JABATAN**

Anggota Direksi dilarang bekerja pada perusahaan atau institusi lain yang berada di Indonesia maupun di luar Indonesia kecuali sebagai anggota Dewan Komisaris Bursa Efek Indonesia, Lembaga Kliring dan Penjaminan, atau Lembaga Penyimpanan dan Penyelesaian.

**PASAL 6
PROGRAM PENDIDIKAN BERKELANJUTAN**

**ARTICLE 5
CONCURRENT POSITION**

Members of the Board of Directors are prohibited from working for other companies or institutions located in Indonesia or outside Indonesia, except as members of the Board of Commissioners of the Indonesia Stock Exchange, Clearing Guarantee Institution, or Depository and Settlement Institution.

**ARTICLE 6
SUSTAINABLE EDUCATION
PROGRAM**

Seluruh anggota Direksi wajib mengikuti program pendidikan berkelanjutan paling sedikit 1 (satu) kali dalam 2 (dua) tahun.

All members of the Board of Directors are required to participate in a sustainable education program at least 1 (one) time in 2 (two) years.

PASAL 7 MASA JABATAN

1. Anggota Direksi diangkat oleh RUPS untuk jangka waktu 5 (lima) tahun terhitung sejak tanggal pengangkatan mereka, tanpa mengurangi Hak RUPS untuk memberhentikannya sewaktu-waktu.
2. Dalam hal RUPS mengangkat anggota Direksi baru sebelum berakhirnya periode masa jabatan seluruh anggota Direksi yang telah ada, maka RUPS menentukan berakhirnya masa jabatan anggota Direksi yang baru adalah sama dengan berakhirnya masa jabatan anggota Direksi lainnya yang telah ada.
3. Masa jabatan anggota Direksi dengan sendirinya berakhir, apabila anggota Direksi tersebut:
 - a) Tidak cakap untuk melakukan perbuatan hukum;
 - b) Dinyatakan pailit atau turut bersalah menyebabkan suatu perusahaan dinyatakan pailit;
 - c) Telah dihukum atau dinyatakan bersalah atas tindak pidana;
 - d) Absen berkepanjangan;
 - e) Meninggal dunia;
 - f) Tidak memenuhi persyaratan peraturan;
 - g) Diberhentikan berdasarkan keputusan RUPS.
4. Ketentuan mengenai pengajuan calon anggota Direksi adalah sebagaimana diatur dalam Anggaran Dasar.

ARTICLE 7 TERM OF OFFICE

1. Members of the Board of Directors are appointed by the GMS for a period of 5 (five) years from the date of their appointment, without prejudice to the right of the GMS to dismiss them at any time.
2. In the event that the GMS appoints a new member of the Board of Directors before the end of the term of office of all existing members of the Board of Directors, the GMS determines that the end of the term of office of the new member of the Board of Directors is the same as the end of the term of office of the other existing members of the Board of Directors.
3. The term of office of a member of the Board of Directors automatically ends, if the member of the Board of Directors:
 - a) Incompetent to carry out legal actions;
 - b) Has been declared bankrupt or is found guilty of causing a company to be declared bankrupt;
 - c) Has been convicted of or found guilty of criminal offence;
 - d) Has been in prolonged absence;
 - e) Passed away;
 - f) Has not meet the regulatory requirements;
 - g) Has been dismissed pursuant to a resolution of the GMS.
4. Provisions regarding the nomination of candidates for members of the BOD are as regulated in the Articles of Association.

- Keputusan RUPS menetapkan pengangkatan, penggantian dan pemberhentian anggota Direksi. Jika RUPS tidak menetapkan maka pengangkatan, penggantian dan pemberhentian anggota Direksi mulai berlaku sejak ditutupnya RUPS.
- Anggota Direksi berhak mengundurkan diri dari jabatannya dengan memberitahukan secara tertulis kepada Perseroan paling kurang 30 (tiga puluh) hari sebelum tanggal pengunduran dirinya.
- The GMS resolution shall stipulate the appointment, replacement and dismissal of members of BOD. If the GMS has not stipulating of such matters then the appointment, replacement and dismissal of members of BOD shall take effect from the closing date of GMS.
- The member of BOD have the right to resign from their positions by notifying the Company in writing at least 30 (thirty) days before the date of his/her resignation.

PASAL 8

IZIN WAKIL PERANTARA PEDAGANG EFEK (WPPE)/ WAKIL PENJAMIN EMISI EFEK (WPPE)

- Dalam hal izin Wakil Perantara Pedagang Efek dan/atau Wakil Penjamin Emisi Efek yang dimiliki oleh anggota Direksi dibekukan sementara, anggota Direksi dimaksud tidak dapat melaksanakan fungsi, tugas, dan wewenang sebagai anggota Direksi sampai izin Wakil Penjamin Emisi Efek dan/atau Wakil Perantara Pedagang Efek diberlakukan kembali oleh OJK;
- Dalam hal izin Wakil Perantara Pedagang Efek dan/atau Wakil Penjamin Emisi Efek dari anggota Direksi yang merupakan penanggung jawab kegiatan usaha Perusahaan Efek sebagai Perantara Pedagang Efek atau Penjamin Emisi Efek dicabut, pada saat anggota Direksi dengan izin tersebut diperlukan oleh Perseroan, anggota Direksi tersebut wajib diganti dengan anggota Direksi lain dalam jangka waktu 3 (tiga) bulan.

ARTICLE 8

LICENSE OF REPRESENTATIVE BROKER DEALER / REPRESENTATIVE UNDERWRITER

- In the event that the license of the Broker-Dealer Representative and/or Underwriter Representative owned by a member of the Board of Directors is temporarily suspended, the said member of the Board of Directors cannot carry out the functions, duties, and authorities as a member of the Board of Directors until the permit of the Underwriter Representative and/or Broker Representative Securities Dealer is reinstated by OJK;
- In the event that the license of the Broker-Dealer Representative and/or Underwriter Representative from a member of the Board of Directors who is in charge of the business activities of a Securities Company as a Broker-Dealer or Underwriter is revoked, when a member of the Director with such permission is required by the Company, the member of the BOD must be replaced with another member of the Board of Directors within a period of 3 (three) months.

PASAL 9
WAKTU KERJA

Direksi wajib menyediakan waktu yang cukup untuk melaksanakan tugas dan tanggung jawabnya secara optimal sesuai hari kerja Perseroan.

ARTICLE 9
WORKING HOURS

BOD is required to provide sufficient time to carry out its duties and responsibilities optimally according to the Company's working days.

PASAL 10
TUGAS, TANGGUNG JAWAB DAN
KEWENANGAN

1. Direksi wajib mematuhi segala tugas dan tanggung jawab sebagaimana diatur dalam Anggaran Dasar Perseroan dan peraturan perundang-undangan yang berlaku;
2. Direksi bertanggung jawab atas manajemen yang terpercaya, strategik, dan kinerja yang baik dari Perseroan dan seluruh kegiatan bisnisnya;
3. Direksi memiliki tanggung jawab penuh atas manajemen risiko dan meninjau secara berkala efektivitas sistem pengendalian internal dan pendekatan manajemen risiko;
4. Direksi wajib melakukan pengawasan atas terselenggaranya penerapan Tata Kelola Perseroan yang baik dalam seluruh kegiatan bisnisnya diseluruh tingkat organisasi serta mematuhi dengan ketat kode etik Perseroan.
5. Direksi wajib menindaklanjuti temuan audit dan rekomendasi yang diajukan oleh Dewan Komisaris atau OJK terkait dengan manajemen risiko, kepatuhan, dan audit internal;
6. Direksi menjalankan seluruh wewenang dan otoritas sebagaimana diatur dalam Anggaran Dasar. Khusus tindakan tertentu sebagaimana diatur dalam Anggaran Dasar, Direksi wajib terlebih dahulu mendapatkan persetujuan tertulis dari Dewan Komisaris atau Pemegang Saham.

ARTICLE 10
DUTIES, RESPONSIBILITIES AND
AUTHORITIES

1. BOD is required to comply with all duties and responsibilities as stipulated in the Company's Articles of Association and the applicable laws and regulations;
2. BOD is responsible for the reliable, strategic and good performance management of the Company and all of its business activities;
3. BOD has full responsibility for risk management and regularly reviews the effectiveness of the internal control system and risk management approach;
4. BOD is required to supervise the implementation of Good Corporate Governance in all its business activities at all levels of the organization and strictly adhere to the Company's code of ethics.
5. BOD is required to follow up on audit findings and recommendations submitted by the Board of Commissioners or OJK related to risk management, compliance, and internal audit;
6. BOD carries out all the powers and authorities as stipulated in the Articles of Association. For certain actions as stipulated in the Articles of Association, the Board of Directors must first obtain written approval from BOC or Shareholders.

PASAL 11
BENTURAN KEPENTINGAN

Apabila terjadi sesuatu hal dimana kepentingan Perseroan bertentangan dengan kepentingan pribadi salah seorang anggota Direksi, maka Perseroan akan diwakili oleh anggota Direksi lainnya yang tidak mempunyai benturan kepentingan, dan dalam hal Perseroan mempunyai kepentingan yang bertentangan dengan kepentingan seluruh anggota Direksi, maka dalam hal ini Perseroan akan diwakili oleh Dewan Komisaris atau seorang yang ditunjuk oleh Dewan Komisaris.

ARTICLE 11
CONFLICT OF INTEREST

In any event that the Company's interests are conflicted with the personal interests of a member of BOD, the Company will be represented by other members of BOD having no conflict of interest, and in the event that the Company has conflict of interest with the interests of all BOD members, then in this matter the Company shall be represented by BOC or another party appointed by BOC.

PASAL 12
RAPAT

1. Setiap kebijakan dan keputusan strategis wajib diputuskan melalui rapat Direksi;
2. Direksi wajib mengadakan rapat paling sedikit 1 (satu) kali dalam setiap 2 (dua) bulan. Apabila diperlukan, rapat Direksi tambahan dapat diselenggarakan dalam hal membicarakan dan menyelesaikan masalah yang mendesak.
3. Rapat Direksi dapat dilangsungkan jika dihadiri mayoritas dari seluruh anggota Direksi.
4. Setiap anggota Direksi wajib menghadiri paling sedikit 75% (tujuh puluh lima persen) dari jumlah keseluruhan rapat Direksi selama 1 (satu) tahun.
5. Keputusan rapat Direksi diambil melalui kesepakatan yang bulat oleh seluruh anggota Direksi. Apabila kesepakatan bulat tersebut tidak tercapai, keputusan Direktur Utama yang akan menentukan;

ARTICLE 12
MEETINGS

1. Every policy and strategic decision must be decided through a meeting of the Board of Directors.
2. BOD is required to hold a meeting at least 1 (one) time in every 2 (two) months. Additional meetings may be scheduled if needed to discuss and resolve on urgent matters.
3. BOD meetings may be held if attended by a majority of all members of BOD.
4. Each member of BOD shall attend at least 75% (seventy five percent) of the total BOD meetings during the period of 1 (one) year.
5. Decisions of the BOD meeting are taken by unanimous agreement by all members of the BOD. If the unanimous agreement is not reached, the decision of the President Director shall determine.

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| <p>6. Seluruh rapat Direksi wajib dituangkan dalam risalah rapat yang ditandatangani oleh ketua rapat. Jika terdapat perbedaan pendapat, hal tersebut wajib dituangkan beserta alasannya di dalam risalah rapat;</p> <p>7. Direksi dapat mengambil keputusan yang sah tanpa mengadakan rapat Direksi dengan syarat bahwa seluruh anggota Direksi telah diberitahukan secara tertulis dan telah memberikan persetujuan tertulis;</p> <p>8. Ruang lingkup yang berkaitan dengan prosedur rapat yang tidak tercakup dalam Pedoman ini akan diatur dan ditafsirkan sesuai dengan Anggaran Dasar.</p> | <p>6. All BOD meetings are required to be summarized into minutes of meeting signed by the meeting chairman. Dissenting opinions arising during the BOD meeting shall be well documented in the minutes along with the reason(s) of the dissenting opinion.</p> <p>7. BOD can make valid decisions without holding a BOD meeting on condition that all members of BOD have been notified in writing and have given written approval.</p> <p>8. Procedures of meeting which are not covered under this Charter shall be governed and construed in accordance with the AoA and the prevailing laws.</p> |
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**PASAL 13
PELAPORAN DAN
PERTANGGUNGJAWABAN**

1. Direksi wajib bertindak sesuai dengan kepentingan Perseroan dan bertanggung jawab kepada pemegang saham melalui RUPS;
2. Direksi wajib menyediakan data dan informasi yang akurat, relevan, dan tepat waktu kepada Dewan Komisaris;
3. Direksi wajib menyampaikan laporan tahunan kepada RUPS dalam jangka waktu 6 (enam) bulan setelah akhir tahun keuangan setelah ditinjau oleh Dewan Komisaris untuk memungkinkan akuntabilitas melalui evaluasi kinerja yang transparan dan tepat;

**ARTICLE 13
REPORTING AND ACCOUNTABILITY**

1. BOD must act in accordance with the interests of the Company and be responsible to the shareholders through the GMS;
2. BOD is required to provide accurate, relevant, and timely data and information to the BOC;
3. BOD is required to submit an annual report to the GMS within 6 (six) months after the end of the financial year after being reviewed by the BOC to enable accountability through transparent and appropriate performance evaluations;

4. Persetujuan atas Laporan Direksi dan Laporan Tahunan oleh RUPS Tahunan berarti memberikan pelunasan dan pembebasan tanggung jawab sepenuhnya kepada Direksi atas pengurusan yang telah dijalankan selama tahun buku yang lalu sepanjang tindakan tersebut tercermin dalam Laporan Tahunan.
4. Approval upon the BOD Report and Annual Report through GMS means providing full repayment and release of responsibility to the BOD for management duties that has been carried out during the past financial year providing that such actions are reflected in the Annual Report.

PASAL 14 ETIKA

Setiap anggota Direksi wajib menjalankan tugasnya dengan itikad baik, penuh tanggung jawab dan kehati-hatian dengan selalu mengindahkan Peraturan perundang-undangan yang berlaku, yang di antaranya terkait dengan pelaksanaan Good Corporate Governance serta Anggaran Dasar Perseroan.

PASAL 15 PENUTUP

Pedoman ini berlaku efektif sejak tanggal ditandatanganinya dan secara berkala akan dievaluasi untuk penyempurnaan dan penyesuaian atas kondisi Perseroan dan peraturan yang berlaku.

ARTICLE 14 ETHICS

Each member of BOD shall carry out their duties in good faith, full of responsibility and prudence by always complying with the prevailing laws and regulations, including those related to the implementation of Good Corporate Governance and the Company's AoA.

ARTICLE 15 CLOSING

This guidelines is effective as of the date of signing and will periodically be evaluated for improvements and adjustments to the Company's conditions and applicable regulations

Disahkan di/*Passed in* : Jakarta
Tanggal/*Date* : 30 December/Desember 2021

PT Korea Investment And Sekuritas Indonesia
Dewan Direksi/Board of Directors