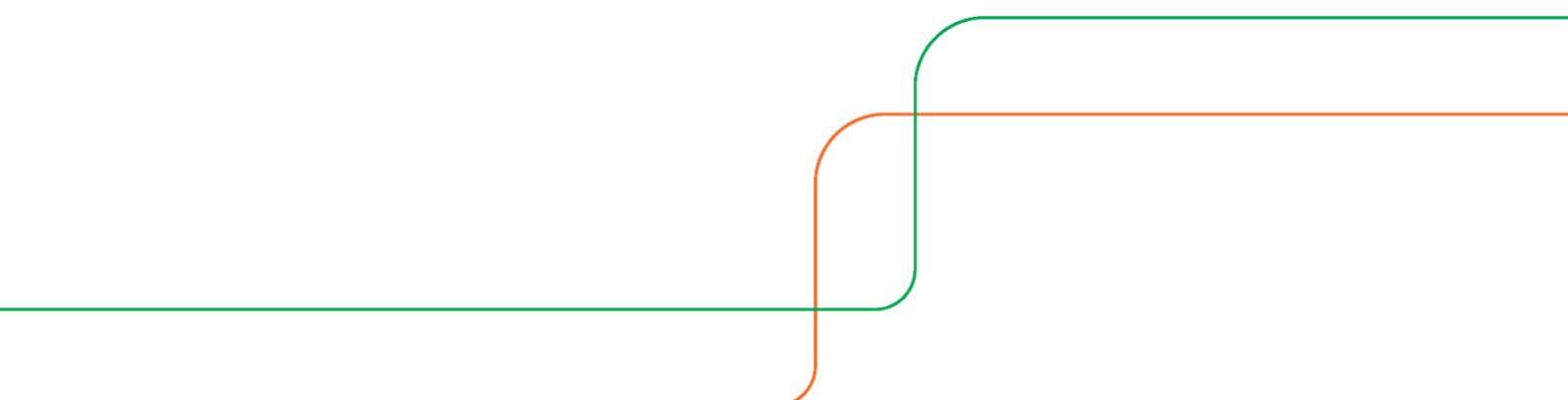




PEDOMAN DIREKSI

BOD CHARTER

PT JACCS MITRA PINASTHIKA MUSTIKA FINANCE INDONESIA



Direksi merupakan perangkat eksekutif Perseroan untuk menjalankan dan mengelola usaha sesuai dengan strategi, prosedur dan kebijakan yang telah ditetapkan. Direksi memiliki kewenangan dan tanggung jawab penuh atas pengelolaan Perseroan, dalam rangka untuk mencapai maksud dan tujuan Perseroan, serta mewakili Perseroan baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar.

PROSEDUR PENGANGKATAN/PEMILIHAN DAN PEMBERHENTIAN/PENGUNDURAN DIRI DIREKSI

Pengangkatan dan pemberhentian anggota Direksi dilakukan oleh RUPS dengan mempertimbangkan rekomendasi dari Komite Nominasi dan Remunerasi. Direksi diangkat untuk masa jabatan 3 (tiga) tahun terhitung sejak tanggal pengangkatan masing-masing Direksi. Pada pelaksanaannya, Direksi sewaktu-waktu dapat diberhentikan oleh RUPS mengacu pada Anggaran Dasar Perseroan, dan peraturan perundang-undangan yang berlaku. Sesuai Anggaran Dasar Perseroan, Direksi berhak untuk mengundurkan diri dari jabatannya dan Perseroan wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri tersebut.

TUGAS DAN TANGGUNG JAWAB

1. Direksi wajib mematuhi peraturan perundang-undangan, Anggaran Dasar dan peraturan internal Perseroan dalam melaksanakan tugasnya.
2. Direksi menyusun visi, misi dan nilai-nilai Perseroan, menyusun rencana bisnis jangka pendek, jangka menengah dan jangka panjang.
3. Direksi wajib melaksanakan prinsip kehati-hatian dalam menjalankan tugas dan tanggung jawabnya.
4. Direksi bertugas mengelola, menjalankan, dan bertanggung jawab atas pengurusan Perseroan sesuai dengan kewenangan dan

The Board of Directors is the executive apparatus of the Company to run and manage the business in accordance with the predetermined strategies, procedures, and policies. The Board of Directors has full authority and responsibility for the management of the Company in order to achieve the purposes and objectives of the Company, and to represent the Company both inside and outside the court in accordance with the provisions of the Articles of Association.

PROCEDURE FOR APPOINTMENT/SELECTION AND DISMISSAL/ RESIGNATION OF BOARD OF DIRECTORS

The appointment and dismissal of members of the Board of Directors are carried out by the GMS considering the recommendations from the Nomination and Remuneration Committee. The Board of Directors is appointed for a term of three (3) years from the date of appointment of each member of the Board of Directors. In the implementation, members of the Board of Directors at any time can be dismissed by the GMS referring to the Company's Articles of Association, and applicable laws and regulations. Referring to the Company's Articles of Association, members of the Board of Directors are entitled to request for resignation from their position, and the Company is required to hold a GMS to decide on the resignation request.

DUTIES AND RESPONSIBILITIES

1. The Board of Directors must comply with the laws and regulations, the Articles of Association, and the internal regulations of the Company in carrying out its duties.
2. The Board of Directors prepares the vision, mission, and values of the Company and arranges the short-term, medium-term, and long-term business plans.
3. The Board of Directors must implement the principle of prudence in carrying out its duties and responsibilities.
4. The Board of Directors is in charge of managing, running, and is responsible for the management of the Company by the authority and

- tanggung jawabnya untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan yang ditetapkan dalam Anggaran Dasar.
5. Direksi wajib menyelenggarakan RUPS Tahunan dan RUPS lainnya, serta mempertanggungjawabkan pelaksanaan tugasnya kepada RUPS sesuai Anggaran Dasar dan peraturan perundang-undangan yang berlaku.
 6. Direksi memastikan agar Perseroan memperhatikan kepentingan semua pihak, khususnya kepentingan debitur, kreditur dan/atau pemangku kepentingan lainnya.
 7. Direksi membantu menyediakan fasilitas dan/atau sumber daya untuk kelancaran pelaksanaan tugas dan wewenang organ Perseroan.
 8. Direksi wajib melaksanakan prinsip-prinsip Tata Kelola Perusahaan yang Baik dalam setiap kegiatan usaha Perseroan pada seluruh jenjang organisasi.
 9. Direksi wajib menindaklanjuti temuan audit dan rekomendasi dari Audit Internal Perseroan, auditor eksternal, hasil pengawasan OJK dan/atau hasil pengawasan otoritas lain.
 10. Direksi menjamin pengambilan keputusan yang efektif, tepat, dan cepat serta dapat bertindak independen, tidak mempunyai kepentingan yang dapat mengganggu kemampuannya melaksanakan tugas secara mandiri dan objektif.
 11. Direksi wajib menetapkan kebijakan dan rencana pembiayaan yang dituangkan dalam rencana bisnis tahunan Perseroan.
 12. Direksi wajib mengambil keputusan pembiayaan secara profesional dan mengoptimalkan nilai tambah kekayaan Perseroan dengan tetap memperhatikan perlindungan terhadap debitur dan pemangku kepentingan lainnya.
 13. Direksi wajib menetapkan pengendalian internal yang efektif dan efisien untuk memberikan keyakinan bahwa kegiatan usaha dijalankan sesuai dengan sasaran dan strategi bisnis serta Anggaran Dasar,
- responsibility for the interests of the Company in accordance with the aims and objectives of the Company as stipulated in the Articles of Association.
5. The Board of Directors is required to hold an Annual GMS and other GMS and is responsible for carrying out their duties to the GMS in accordance with the Articles of Association and applicable laws and regulations.
 6. The Board of Directors ensures that the Company takes into account the interests of all parties, especially the interests of debtors, creditors, and/or other stakeholders.
 7. The Board of Directors assists to provide facilities and/or resources for the smooth implementation of the duties and authority of the Company's organs.
 8. The Board of Directors must implement the principles of Good Corporate Governance in every business activity of the Company at all levels of the organization.
 9. The Board of Directors must follow up on audit findings and recommendations from the Internal Audit, external auditors, OJK supervision results, and/or other authorities' supervision results.
 10. The Board of Directors must ensure effective, precise, and quick decision-making and can act independently, without any interest that could interfere with its ability to perform tasks independently and objectively.
 11. The Board of Directors must establish policies and financing plans as outlined in the Company's annual business plan.
 12. The Board of Directors must professionally make financing decisions and optimize the value-added of the Company's asset with due regard to the protection of the debtor and other stakeholders.
 13. The Board of Directors must establish effective and efficient internal controls to ensure that business activities are carried out in accordance with business objectives and strategies as well as the Articles of Association, internal regulations of

aturan internal Perseroan dan peraturan perundang-undangan yang berlaku.

14. Anggota Direksi wajib tunduk pada Kode Etik Perseroan.
15. Dalam hal Direksi tidak berwenang mewakili Perseroan, maka yang berhak mewakili Perseroan adalah:
 - a) Anggota Direksi lainnya yang tidak memiliki benturan kepentingan dengan Perseroan.
 - b) Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan.
 - c) Pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.

RAPAT DIREKSI

1. Rapat Direksi diadakan paling sedikit 1 (satu) kali dalam setiap bulan dan/atau dapat diadakan setiap waktu bilamana dipandang perlu oleh Direksi.
2. Selain itu, Direksi juga menyelenggarakan rapat gabungan dengan Dewan Komisaris setidaknya sekali dalam 4 bulan.
3. Anggota Direksi wajib menghadiri rapat Direksi paling sedikit 50% (lima puluh persen) dari jumlah rapat Direksi dalam periode 1 (satu) tahun.
4. Pada pelaksanaannya, Direktur Utama bertugas memimpin rapat dan bila yang bersangkutan tidak dapat hadir, maka rapat Direksi tetap dapat berlangsung dengan mendelegasikan wewenang kepada anggota Direksi lain sebagai pengganti pemimpin rapat.

PENILAIAN KINERJA

1. Penilaian kinerja Direksi dilaksanakan setiap tahun dengan metode penilaian kinerja secara self assessment yang kemudian akan dievaluasi oleh Dewan Komisaris.

the Company, and applicable laws and regulations.

14. Members of the Board of Directors must comply with the Company's Code of Conduct.
15. In the event that the Board of Directors is not authorized to represent the Company, those entitled to represent the Company is:
 - a) Other members of the Board of Directors who do not have a conflict of interest with the Company.
 - b) The Board of Commissioners if all members of the Board of Directors have a conflict of interest with the Company.
 - c) Other parties appointed by the GMS in case that all members of the Board of Directors or the Board of Commissioners have a conflict of interest with the Company.

BOARD OF DIRECTORS MEETING

1. The Board of Directors Meeting is held at least 1 (one) time every month and/or can be held at any time when deemed necessary by the Board of Directors.
2. In addition, the Board of Directors also holds joint meetings with the Board of Commissioners at least once every 4 months.
3. Members of the Board of Directors must attend the Board of Directors Meeting at least 50% (fifty percent) of the total number of meetings in 1 (one) year.
4. In its implementation, the President Director is in charge of chairing the meeting and if the person concerned is unable to attend, the Board of Directors meeting can still take place by delegating authority to other members of the Board of Directors in lieu of the chairman of the meeting.

ASSESSMENT ON PERFORMANCE

1. The performance assessment of the Board of Directors is carried out annually by the self-assessment method which will then be evaluated by the Board of Commissioners.

2. Penilaian kinerja Direksi berdasarkan kriteria sebagai berikut:
 - a) Pencapaian target bisnis.
 - b) Pencapaian rencana jangka pendek dan jangka panjang Perseroan.
 - c) Pencapaian anggaran dan pendapatan.
 - d) Pelaksanaan praktik GCG yang efektif di Perseroan.
 - e) Pelaksanaan CSR.
 3. Penilaian kinerja Direksi dilakukan setiap tahun dan hasilnya diungkapkan dalam Laporan Tahunan dan disampaikan kepada Pemegang Saham Perseroan dalam RUPST untuk disetujui.
2. The performance assessment of the Board of Directors is based on criteria as follows:
 - a) The achievement of business targets.
 - b) The achievement of the Company's short-term and long-term plans.
 - c) The achievement of budget and revenue.
 - d) The implementation of effective GCG practices in the Company.
 - e) The implementation of CSR
 3. The performance assessment of the Board of Directors is carried out annually and the results are disclosed in the Annual Report and submitted to the Shareholders of the Company at the AGMS for approval.