

ENGLISH TRANSLATION

REGULATION OF THE BOARD OF DIRECTORS OF

PT DAYAMITRA TELECOMMUNICATION Tbk

Number: C.Tel.001/HK 200/JDMT-1340000/2021

REGARDING

AFFILIATED TRANSACTION AND CONFLICT OF INTEREST TRANSACTION

PROCEDURES OF

THE BOARD OF DIRECTORS OF PT DAYAMITRA TELECOMMUNICATIONS

Tbk

Considering:

- a. that PT Dayamitra Telekomunikasi Tbk (Mitratel) is a public company which shares are listed on the Indonesia Stock Exchange;
- b. that each public company which shares are listed on the Indonesia Stock Exchange must comply with the provisions issued by the capital market authority in Indonesia, which in this case is the Financial Services Authority;



- c. that Regulation of the Financial Services Authority No. 42/POJK.04/2020 regarding Affiliated Transactions and Conflict of Interest Transactions (POJK 42/2020) has been issued, which requires each public company to make adequate procedures related to the Affiliated Transactions and Conflict of Interest Transactions in accordance with the provisions of the POJK 42/2020;
- d. that based on the considerations as mentioned above, it is necessary to make more detailed procedures related to the Affiliated Transactions and Conflict of Interest Transactions for the purpose of compliance with the POJK 42/2020.



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Bearing in mind: 1. The Articles of Association of PT Dayamitra Telekomunikasi Tbk, as stated in Deed of Notary H.M. Afdal Gazali, S.H. Number 50, dated 18 October 1995, and it has been ratified by the Minister of Justice and Human Rights with a decision letter number C2-13273-HT.01.01.TH95 dated 19 October 1995, the said Articles of Association have been amended several times, the last amendment is as stated in Deed Number 31 dated 21 August 2021, drawn up before Notary Fathiah Helmi, S.H., a Notary in Jakarta, which has been received and recorded by the Ministry of Law and Human Rights of the Republic of Indonesia by virtue of Decision of the Minister of Law and Human Rights of the Republic of Indonesia No. AHU-0045337.AH.01.02.YEAR OF 2021



dated 23 August 2021 regarding Approval of the Amendment to the Articles of Association of Limited Liability Company PT Dayamitra Telekomunikasi Tbk, and letter No. AHU-AH.01.03-0439750 dated 23 August 2021 regarding Receipt of Notification of Amendment to the Articles of Association of PT Dayamitra Telekomunikasi Tbk (hereinafter shall be referred to as the **"Articles of Association"**).

2. Deed of Statement of the Resolution of Shareholders of PT Dayamitra Telekomunikasi Tbk Number 89 dated 31 August 2021, drawn up before Fathiah Helmi, S.H., a Notary in Jakarta which has been received and recorded by the Ministry of Law and Human Rights of the Republic of Indonesia on Notification of



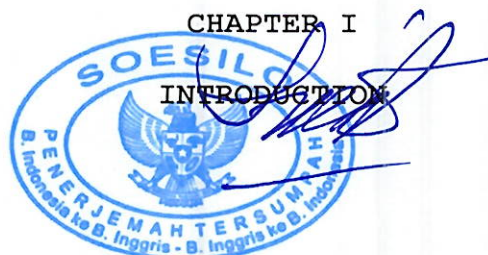
Changes to Company Data Number:
AHU-AH-01.03-0442890 dated 01
September 2021.

Taking into account: 1. Law of the Republic of Indonesia
No. 8 of 1995 regarding Capital
Market;

2. Regulation of the Financial
Services Authority No.
42/POJK.04/2020 regarding
Affiliated Transactions and
Conflict of Interest
Transactions.

HAS DECIDED:

To stipulate: REGULATION OF THE BOARD OF DIRECTORS OF
PT DAYAMITRA TELEKOMUNIKASI Tbk REGARDING
AFFILIATED TRANSACTION AND CONFLICT OF
INTEREST TRANSACTION PROCEDURES



Article 1

Definition

In this Regulation of the Board of Directors, what is meant by:

1. **Affiliate** is:

- a. family relationship by marriage and descent to the second degree, both horizontally and vertically;
- b. the relationship between the party and the employee, director or commissioner of the said party;
- c. the relationship between 2 companies in which there are 1 or more of the same members of the board of directors or the board of commissioners;
- d. the relationship between the company and the party, either directly or indirectly,



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controlling or being controlled by the company;

e. the relationship between 2 companies being controlled, either directly or indirectly by the same party; or

f. the relationship between the company and the principal shareholders.

2. **Affiliated Transaction** is any activities and/or transactions carried out by a Public Company or a Controlled Company with the Public Company's Affiliates or the Affiliates of members of the Board of Directors, members of the Board of Commissioners, Principal Shareholder, or Controller, including any activities and/or transactions carried out by a Public Company or a Controlled Company for the interests of the Public Company's Affiliates or the Affiliates of members of the Board of Directors, members of the Board of Commissioners, principal shareholder or Controller.

3. **Conflict of Interest** is the difference between the economic interests of the Public Company and the



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personal economic interests of members of the Board of Directors, members of the Board of Commissioners, Principal Shareholder or Controller which may be detrimental to the said Public Company.

4. **Conflict of Interest Transaction** is any transactions carried out by the Public Company or the Controlled Company with each party, either with the Affiliates or the parties other than the Affiliates which contain the Conflict of Interest.
5. **Affiliated Transaction Procedure** is any adequate procedures to ensure that the Affiliated Transaction is carried out in accordance with generally accepted business practices which must be owned by the Public Company carrying out the Affiliated Transaction.
6. **Conflict of Interest Procedure** is any adequate procedure to ensure that the Conflict of Interest Transaction is carried out in accordance with the prevailing laws and regulations.
7. **Transaction Date** is the execution date of the agreement related to the Affiliated Transactions and/or Conflict of Interest Transactions, or the



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effective date of the Affiliated Transactions and/or Conflict of Interest Transactions (whichever occurs first) on which the agreement is final and binding and gives rise to the rights and obligations of the parties carrying out the transaction.

8. **Implementing Unit** is a business unit and/or work unit at Mitratel carrying out transactions that are potential or constitute the Affiliated Transactions and/or Conflict of Interest Transactions at Mitratel.
9. **Investor Relation Unit** is a unit responsible for the readiness of providing Mitratel Group information to the capital market community, especially related to the financial scope, one of which is through the stock exchange website and the E-GMS Provider website through PT Kustodian Sentral Efek Indonesia (KSEI) (which unit name thereof may change from time to time).
10. **Legal & Regulatory Unit** is a unit responsible for maintaining compliance with all business activities, company policies and management decisions, including coordination of the legal handling function within



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the Mitratel Group in the corridors of applicable regulations (internal and external) and relevant legal requirements, as well as fulfillment of compliance with regulations applicable in the capital market environment (which unit name thereof may change from time to time).

11. **Corporate Office Unit** is a unit responsible for delivering news or information about Mitratel Group through the company's website, which is delivered to the general public (which unit name thereof may change from time to time).
12. **Corporate Secretary** is a natural person or person in charge of a work unit who performs the function of corporate secretary, as further stipulated in the regulations applicable in the Company.
13. **Public Company** is an issuer that has made a public offering of equity securities or a public company.
14. **Controlled Company** is a company that is controlled either directly or indirectly by the Public Company.



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15. **Board of Commissioners** is the Board of Commissioners of Mitratel who is in office at the time at which the report is made to OJK or the information disclosure is announced to the public.
16. **OJK** is the Financial Services Authority of the Republic of Indonesia.
17. **Independent Shareholder** is a shareholder who has no personal economic interest in connection with a particular transaction, and:
- a. is not a member of the Board of Directors, member of the Board of Commissioners, Principal Shareholder and Controller; or
 - b. is not an Affiliate of members of the Board of Directors, members of the Board of Commissioners, Principal Shareholder and Controller.
18. **Principal Shareholder** is a party that, either directly or indirectly, owns at least 20% (twenty percent) of the voting rights of all shares with



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voting rights issued by a company or a smaller amount than that as determined by OJK.

19. **Appraiser** is a natural person who with expertise carries out appraisal activities in the capital market and is registered with OJK, who is appointed through the goods and services procurement mechanism that applies to the Controlled Company or the Public Company.
20. **Controller** is a party that either directly or indirectly:
- a. owns the Public Company's shares of more than 50% (fifty percent) of all shares with voting rights that have been fully paid-up; or
 - b. has the ability to determine, either directly or indirectly, in any way the management and/or policies of the Public Company.
21. **Company** is PT Dayamitra Telekomunikasi Tbk or abbreviated as Mitratel.



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22. **Mitratel Group** is Mitratel and all Mitratel subsidiaries which industries are "interrelated" and form cohesiveness within one ecosystem, and for the purpose of effective management of Mitratel's business portfolio, so that all such entities require management in one management platform.
23. **Material Transaction** is any transactions carried out by the Public Company or the Controlled Company which fulfill the value limit as stipulated in Regulation of OJK No. 17/POJK.04/2020 regarding Material Transactions and Change of Business Activities including amendments thereto (if any).
24. **Other Transactions** are any transactions other than the Affiliated Transactions and/or Conflict of Interest Transactions that may disrupt business continuity, including:
- a. Transactions that can reduce the Public Company's business revenue by 80% (eighty percent) or more; or



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b. Transactions that can cause the Public Company to suffer losses for the current year.

25. **General Meeting of Shareholders**, hereinafter abbreviated as the **GMS**, is an organ of a Public Company which has authority that is not granted to the Board of Directors or the Board of Commissioners as referred to in the Law regarding limited liability companies and/or articles of association of a Public Company.

26. **Business Day** is any day other than Saturday, Sunday, or any other day that requires or authorizes banks domiciled and operating in Jakarta to close its business activities.

Article 2

Purposes and Objectives

1. The purpose of establishing this Regulation of the Board of Directors is to provide a guideline for the Mitratel Group in making transactions that are potential or constitute the Affiliated Transactions and/or Conflict of Interest Transactions as a form



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of compliance with the provisions in Regulation of the Financial Services Authority No. 42/POJK.04/2020 regarding Affiliated Transactions and Conflict of Interest Transactions (hereinafter shall be referred to as POJK 42/2020).

2. The objective of establishing this Regulation of the Board of Directors is to:

- a. ensure that the Affiliated Transaction made within the Mitratel Group is carried out in accordance with generally accepted business practices and the prevailing laws and regulations;
- b. ensure that the Conflict of Interest Transaction made within the Mitratel Group is carried out in accordance with the provisions of the prevailing laws and regulations.

Article 3

Scope



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1. The scope of this Regulation of the Board of Directors includes arrangements regarding the Affiliated Transaction and Conflict of Interest Transaction procedures within the Mitratel Group.
2. This Regulation of the Board of Directors is enforceable and becomes a guideline reference within the Mitratel Group which carries out the Affiliated Transactions and/or Conflict of Interest Transactions through the mechanism as stipulated in Article 25.

Article 4

**Obligations of Parties Involved in the Affiliated
Transaction and/or
Conflict of Interest Transaction Procedures**

1. The parties involved in the Affiliated Transaction and Conflict of Interest Transaction Procedures shall be:
 - a. Implementing Unit;
 - b. Controlled Company;



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- c. Investor Relation Unit,
- d. Legal & Regulatory Unit;
- e. Corporate Office Unit;
- f. Board of Directors;
- g. Board of Commissioners.

2. The obligations of the Implementing Unit in the Affiliated Transaction and/or Conflict of Interest Transaction Procedures shall be:

- a. to carry out the obligations and procedures for the determination of the category of the Affiliated Transaction as referred to in Article 6 of this Regulation of the Board of Directors and/or the procedures for the determination of the category of the Conflict of Interest Transaction as referred to in Article 13 of this Regulation of the Board of Directors;



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- b. to provide information regarding the Affiliated Transaction and/or Conflict of Interest Transaction plans to the Investor Relation Unit in accordance with the process in Attachment 1 by attaching Form 1 Initial Information and Checklist of the Affiliated Transactions and/or Conflict of Interest Transactions which have been filled out by the Implementing Unit, for further review;
- c. information regarding the Affiliated Transaction and/or Conflict of Interest Transaction plans in point b of this paragraph shall be submitted by the Implementing Unit through Official Notes and/or related documents that are relevant to the Investor Relation Unit;
- d. to appoint an Appraiser to determine the fairness of the said Affiliated Transactions and/or Conflict of Interest Transactions, including the fair value of the transaction object unless the Affiliated Transactions and/or Conflict of Interest Transactions can be excluded with the exceptions set out in



this Regulation of the Board of Directors and have fulfilled the provisions for exceptions pursuant to the POJK 42/2020;

- e. in the event of the Affiliated Transaction, to compile a comparison of the terms and conditions of the Affiliated Transaction plan with equivalent transaction with the non-affiliated party to ensure that the Affiliated Transaction is made in accordance with the arm's-length principle;
- f. in the event of the Conflict of Interest Transaction, to compile a comparison of the terms and conditions of the Conflict of Interest Transaction plan with equivalent transaction with the non-Conflict of Interest party to ensure that the Conflict of Interest Transaction is made in compliance with the arm's-length principle;
- g. to provide information and documents required in order to fulfil the Affiliated Transaction and/or Conflict of Interest Transaction Procedures to the related units.



3. In the event that the Affiliated Transaction or the Conflict of Interest Transaction is made involving a Controlled Company, the Company must ensure that the Controlled Company implements the Affiliated Transaction and/or Conflict of Interest Transaction Procedures as follows:

a. to carry out the obligations and procedures for the determination of the category of the Affiliated Transaction as referred to in Article 6 of this Regulation of the Board of Directors and/or the procedures for the determination of the category of the Conflict of Interest Transaction as referred to in Article 13 of this Regulation of the Board of Directors;

b. to provide information regarding the Affiliated Transaction and/or Conflict of Interest Transaction plans to the Investor Relation Unit in accordance with the process in Attachment 1 by attaching Form-1 Initial Information and Checklist of the Affiliated Transactions and/or Conflict of Interest



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Transactions which have been filled out by the Controlled Company, for further review;

c. information regarding the Affiliated Transaction and/or Conflict of Interest Transaction plans in point b of this paragraph shall be submitted by the authorized official at the Controlled Company to the Investor Relation Unit by providing a copy to the other related unit at Mitratel in accordance with the characteristics of the Controlled Company (operating/still constructing) and the area where the Controlled Company is located;

d. to appoint an Appraiser to determine the fairness of the Affiliated Transactions and/or Conflict of Interest Transactions, including the fair value of the transaction object, unless the Affiliated Transactions and/or Conflict of Interest Transactions can be excluded based on this Regulation of the Board of Directors and have fulfilled the provisions for exceptions pursuant to the



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- e. in the event of the Affiliated Transaction, to compile a comparison of the terms and conditions of the Affiliated Transaction plan with equivalent transaction with the non-affiliated party to ensure that the Affiliated Transaction is made in accordance with the arm's-length principle;
- f. in the event of the Conflict of Interest Transaction, to compile a comparison of the terms and conditions of the Conflict of Interest Transaction plan with equivalent transaction with the non-Conflict of Interest party to ensure that the Conflict of Interest Transaction is made in compliance with the arm's-length principle;
- g. to provide information and documents required in order to fulfil the Affiliated Transaction and/or Conflict of Interest Transaction Procedures.



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4. The obligations of the Investor Relation Unit in the Affiliated Transaction and/or Conflict of Interest Transaction Procedures shall be:

a. to carry out the obligations and procedures for the determination of the category of the Affiliated Transaction as referred to in Article 6 of this Regulation of the Board of Directors and/or the procedures for the determination of the category of the Conflict of Interest Transaction as referred to in Article 13 of this Regulation of the Board of Directors;

b. to receive information regarding the Affiliated Transaction and Conflict of Interest Transaction plans from the Implementing Unit and/or the Controlled Company in accordance with the process in Attachment 1 by attaching Form-1 Initial Information and Checklist of the Affiliated Transactions and/or Conflict of Interest Transactions which have been filled out by the Implementing Unit and/or the Controlled Company (in the Affiliated Transactions



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and/or Conflict of Interest Transactions involve the Controlled Company), for further review;

c. after receiving information regarding the Affiliated Transaction and/or Conflict of Interest Transaction plans from the Implementing Unit and/or the Controlled Company, the Investor Relation Unit shall analyze:

(i) The relationship between the Affiliated Transaction and/or Conflict of Interest Transaction plans given by the Implementing Unit and/or the Controlled Company with the category of the Affiliated Transaction and/or Conflict of Interest Transaction plans, as well as the obligation to report and/or information disclosure on the Affiliated Transaction and/or Conflict of Interest Transaction plans; and



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- (ii) To conduct analysis related to the reporting timeline of the Affiliated Transaction and/or Conflict of Interest Transaction plans.
- d. to prepare a draft report to OJK or information disclosure based on information and documents submitted by the Implementing Unit and/or the Controlled Company, in the event that the categories of the Affiliated Transactions and/or Conflict of Interest Transactions create an obligation to report to OJK or announcement of information disclosure;
- e. to submit a report letter or proof of announcement of information disclosure and its supporting documents to OJK;
- f. to announce information disclosure to the public through the e-GMS provider website (in the event that the Affiliated Transactions and/or Conflict of Interest Transactions require the approval of Independent Shareholders at the GMS), as



well as to make announcements through the company website with assistance from the Corporate Office Unit and the stock exchange website;

g. to disclose the Affiliated Transactions and/or Conflict of Interest Transactions in annual reports assisted by the Legal & Regulatory Unit and the Corporate Office Unit;

h. to implement the GMS if the Affiliated Transactions and/or Conflict of Interest Transactions require the approval of the Independent Shareholders.

5. The obligations of the Legal & Regulatory Unit in the Affiliated Transaction and/or Conflict of Interest Transaction Procedures shall be:

a. to conduct a review of the Draft Results of Analysis and Recommendations for Follow-Up of the Affiliated Transaction and/or Conflict of Interest Transaction Plans prepared by the Investor Relation Unit;



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- b. to conduct a review of the draft report to OJK or the information disclosure prepared by the Investor Relation Unit on the Affiliated Transaction and/or Conflict of Interest Transaction plans.
 - c. to assist the Investor Relation Unit in implementing the GMS if the Affiliated Transactions and/or Conflict of Interest Transactions require the approval of the Independent Shareholders;
 - d. to assist the Investor Relation Unit in disclosing the Affiliated Transactions and/or Conflict of Interest Transactions in the annual report.
6. The obligations of the Corporate Office Unit in the Affiliated Transaction and/or Conflict of Interest Transaction Procedures shall be to assist the Investor Relation Unit in:
- a. announcing information disclosure to the public through the company's website;



- b. disclosing the Affiliated Transactions and/or Conflict of Interest Transactions in the annual report.
- 7. The role of the Board of Directors (either in the form of a single approval or several directors as stated in this Regulation of the Board of Directors), in the Affiliated Transaction and/or Conflict of Interest Transaction Procedures shall be:
 - a. to conduct a final review and provide approval for the draft report to OJK or information disclosure on the Affiliated Transactions and/or Conflict of Interest Transactions to be made;
 - b. to ensure that the implementation of the Affiliated Transactions and/or Conflict of Interest Transactions is in accordance with the Affiliated Transaction and/or the Conflict of Interest Transaction Procedures stipulated in this Regulation of the Board of Directors and the prevailing laws and regulations;



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- c. to ensure that the implementation of Affiliated Transactions does not contain a Conflict of Interest; and
- d. to ensure that all material information related to the Affiliated Transactions and/or Conflict of Interest Transactions have been disclosed completely and not misleading.

8. In connection with the existence of a requirement that requires the involvement of the Board of Commissioners in a report to OJK or information disclosure, then:

- a. in the event that approval from the Board of Commissioners is required in accordance with the articles of association and the resolution of the Board of Commissioners, the Implementing Unit and/or the Controlled Company shall include a request to the Board of Commissioners to provide a statement regarding the provisions of the Affiliated Transactions and/or Conflict of Interest



Transactions during the final approval process of the transactions;

- b. in the event that approval from the Board of Commissioners is not required for the transactions in accordance with the articles of association and resolutions of the Board of Commissioners, the Legal & Regulatory Unit through the Corporate Secretary shall notify and provide copies of supporting documents in accordance with the documents submitted by the Investor Relation Unit to the Board of Commissioners. The receipt of this notification shall form the basis for the statement of the Board of Commissioners in a report to OJK or information disclosure.

CHAPTER II

GENERAL PROVISIONS AND PROCEDURES FOR THE AFFILIATED TRANSACTION

Article 5

General Provisions for the Affiliated Transaction



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1. The Affiliated Transaction as referred to in this Regulation of the Board of Directors shall include:
 - a. participation in certain business entities, projects and/or business activities;
 - b. purchase, sale, transfer of use, exchange of assets or operating segments;
 - c. acquisition, disposal, and/or use of services;
 - d. asset leases;
 - e. lending and borrowing of funds including their transfer;
 - f. pledging the assets of the Public Company and/or the Controlled Company on loans from other parties; and
 - g. providing corporate guarantees.
2. The Public Company must:



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- a. use an Appraiser to determine the fair value of the object of the Affiliated Transaction and the fairness of the transactions concerned (in the event that transactions are not excluded);
- b. announce the information disclosure on each Affiliated Transaction to the public (in the event that transactions are not excluded);
- c. submit information disclosure and its supporting documents to OJK (in the event that transactions are not excluded);
- d. first obtain the approval of the Independent Shareholders at the GMS, in the event:
 - 1) that the value of the Affiliated Transactions fulfills the value limit of the Material Transaction pursuant to Regulation of the OJK No.17/POJK.04/2020 regarding Material Transactions and Changes of Business Activities, and the changes



thereto in the future, which must obtain the approval of the GMS;

2) of the Affiliated Transaction which may cause disruption to the business continuity of the Company with indicators namely the Affiliated Transaction that can cause the Public Company to experience a loss for the current year in terms of performance; and/or

3) of carrying out the Affiliated Transaction which, based on the OJK considerations, require the approval of the Independent Shareholders.

e. make disclosures in the annual report on:

1) the Affiliated Transaction which constitutes business activities carried out in order to generate business revenue and carried out routinely, repeatedly and/or



- 2) the results of the implementation of the Affiliated Transaction that have been approved by the Independent Shareholders; and
 - 3) the Affiliated Transaction which has been approved by the Independent Shareholders, but it has not been implemented within 12 (twelve) months as of the date of approval of the GMS.
3. The period between the date of appraisal as referred to in paragraph 1 letter a of this Article and the date of the Transactions or the date of implementation of the GMS in the event that the Affiliated Transaction requires the approval of the GMS no longer than 6 (six) months.
4. Mitratel must also implement the Affiliated Transaction Procedure in this Regulation of the Board of Directors in the event that Affiliated Transaction is made by:



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- a. a Controlled Company that is not a Public Company; and
 - b. its financial statement is consolidated with Mitratel.
5. In the event that the Affiliated Transaction is made by a Controlled Company which is a Public Company and its financial statement is consolidated with Mitratel, then only the Controlled Company must implement the Affiliated Transaction Procedure as stipulated in the POJK 42/2020 and stipulated in this Regulation of the Board of Directors.

Article 6

**Procedures for the Determination of the Category of the
Affiliated Transaction**

1. The Implementing Unit and/or the Controlled Company must coordinate and consult with the Investor Relation Unit before making the Affiliated Transaction.
2. The coordination as referred to in paragraph 1 shall be formalized by submitting information on the



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Affiliated Transaction to the Investor Relation Unit
by sending at least the following information:

- a. transaction type;
- b. transaction value;
- c. the parties who conduct the transaction;
- d. the nature of the affiliation relationship;
- e. the purpose of the transactions;
- f. attaching Form-1 of this Regulation of the Board of Directors that has been filled out completely.

3. Submission of information as referred to in paragraph 2 shall be carried out by the Implementing Unit and/or the Controlled Company concerned no later than 2 (two) months prior to the Transaction Date.

4. The Investor Relation Unit shall then conduct an analysis to determine the category of the Affiliated



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Transaction based on the information received from the Implementing Unit and/or the Controlled Company concerned no later than 2 (two) Business Days as from the receipt of the information from the Implementing Unit and/or the Controlled Company.

5. In the event that the Investor Relation Unit requires additional information in conducting the analysis, the Investor Relation Unit may request additional information from the Implementing Unit and/or the Company, and the Implementing Unit and/or the Controlled Company must provide such additional information to the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the request for additional information for the Affiliate Transactions Category A, B, D and E.
6. Based on the results of the analysis as referred to in paragraph 4, the Investor Relation Unit must prepare a Draft Results of Analysis and Recommendations for Follow-Up of the Affiliated Transaction Plan to be implemented, including additional information that has been obtained from the Implementing Unit and/or the Controlled Company



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(if any), no later than 2 (two) Business Days as from the receipt of additional information.

7. The Draft Results of Analysis and Recommendations for Follow-Up of the Affiliated Transaction Plan as referred to in paragraph 6 shall then be submitted to the Legal & Regulatory Unit for further review and the results of the review will be submitted back to the Investor Relation Unit for further approval from the relevant officials no later than 2 (two) Business Days.

8. The Affiliated Transaction is categorized into 5 (five) categories as listed in Attachment-2 of this Regulation of the Board of Directors, namely:

a. Category A: the Affiliated Transaction which does not require the approval of the Independent Shareholders at the GMS but it requires information disclosure as described in Article 7 of this Regulation of the Board of Directors;

b. Category B: the Affiliated Transaction which requires an approval of the Independent



Shareholders at the GMS and requires information disclosure as described in Article 8 of this Regulation of the Board of Directors;

- c. Category C: the Affiliated Transaction which is included in the exception of the Category C Affiliated Transaction as described in Article 9 of this Regulation of the Board of Directors;
- d. Category D: the Affiliated Transaction which is included in the exception of the Category D Affiliated Transaction as described in Article 10 of this Regulation of the Board of Directors; and
- e. Category E: the Affiliated Transaction which is included in the exception of the Category E Affiliated Transaction as described in Article 11 of this Regulation of the Board of Directors,



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9. In the event that the Results of the Analysis and Recommendations for Follow-Up of the Affiliated Transaction Plan stated that:

a. The Affiliated Transaction Plan is a Category A Affiliated Transaction, then the Implementing Unit and the Controlled Company must follow the Category A Affiliated Transaction Procedure and fill out the Affiliated Transaction form in accordance with Form-2 which is an integral part of this Regulation of the Board of Directors;

b. The Affiliated Transaction Plan is a Category B Affiliated Transaction, then the Implementing Unit and the Controlled Company must follow the Category B Affiliated Transaction Procedure and fill out the Affiliated Transaction form in accordance with Form-3 which is an integral part of this Regulation of the Board of Directors;

c. The Affiliated Transaction Plan is a Category C Affiliated Transaction, then the Implementing Unit and the Controlled Company



must follow the Category C Affiliated Transaction Procedure as described in Attachment-2 of this Regulation of the Board of Directors;

- d. The Affiliated Transaction Plan is a Category D Affiliated Transaction, then the Implementing Unit and the Controlled Company must follow the Category D Affiliated Transaction Procedure and fill out the Affiliated Transaction form in accordance with Form-4 which is an integral part of this Regulation of the Board of Directors;
- e. The Affiliated Transaction Plan is a Category E Affiliated Transaction, then the Implementing Unit and the Controlled Company must follow the Category E Affiliated Transaction Procedure and fill out the Affiliated Transaction form in accordance with Form-5 which is an integral part of this Regulation of the Board of Directors.



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10. The table of the Affiliated Transaction categories can be seen in Attachment-2 of this Regulation of the Board of Directors.

Article 7

Category A Affiliated Transaction Procedure

1. The Affiliated Transaction must be made in accordance with the Affiliated Transaction Procedure as stipulated in this Regulation of the Board of Directors and the prevailing laws and regulations.
2. The Implementing Unit and/or the Controlled Company must appoint an Appraiser to determine the fair value of the object of the Affiliated Transaction and the fairness of the Affiliated Transaction.
3. In the event that the Appraiser stated that the Affiliated Transaction is not fair, then the Implementing Unit and/or the Controlled Company may decide:

a, not to continue the Affiliated Transaction;

or



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- b. to review the terms and conditions of the Affiliated Transaction and must re-appraise the Affiliated Transaction to which the terms and conditions have been adjusted.
4. The Implementing Unit and/or the Controlled Company shall submit the information and documents required for drafting the information disclosure to the Investor Relation Unit in accordance with Form-2 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two) months prior to the Transaction Date.
5. The Investor Relation Unit shall prepare the draft information disclosure for the Affiliated Transaction no later than 2 (two) Business Days as from the receipt of the information from the Implementing Unit and/or the Controlled Company.
6. In the event that the Investor Relation Unit requires additional information, the Investor Relation Unit may request additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the



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Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the request for additional information.

7. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.
8. The Investor Relation Unit shall then submit the draft information disclosure on the Affiliated Transaction to the Legal & Regulatory Unit for review no later than 2 (two) Business Days as from the receipt of the draft information disclosure from the Investor Relation Unit.
9. In the event that any additional information is required, the Legal & Regulatory Unit shall submit a request for additional information to the Investor Relation Unit and then the Investor Relation Unit must submit additional information to the Implementing Unit and/or the Controlled Company to be further provided to the Legal & Regulatory Unit.



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10. In connection with the request for additional information as referred to in paragraph 9, the Implementing Unit and/or the Controlled Company must provide the related information on a single door basis through the Investor Relation Unit within 2 (two) Business Days as from the receipt of the request for the additional information.
11. The Legal & Regulatory Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.
12. The Legal & Regulatory Unit shall then submit the results of the review of the draft information disclosure on the Affiliated Transaction to the Investor Relation Unit for a final review of the contents of the draft information disclosure on the related Affiliated Transaction.
13. The Investor Relation Unit will conduct a final review of the draft information disclosure on the Affiliated Transaction no later than 2 (two) Business Days as from the receipt of the draft



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information disclosure on the Affiliated Transaction which has been reviewed by the Legal & Regulatory Unit.

14. The Final Draft information disclosure on the Affiliated Transaction as referred to in paragraph 13 shall then be submitted to the Board of Directors for further review and the approval shall be requested no later than 2 (two) Business Days.
15. After obtaining the approval from the Board of Directors, the Investor Relation Unit shall announce the information disclosure to the public with assistance from the Corporate Office Unit and shall submit proof of the announcement of the information disclosure to the OJK accompanied by the supporting documents, no later than the end of the 2nd (second) Business Day after the Transaction Date.

Article 8

Category B Affiliated Transaction Procedure

1. The Affiliated Transaction in accordance with the provisions in Article 5 paragraph 2 letter d of this Regulation of the Board of Directors shall require



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the approval of the Independent Shareholders at the GMS.

2. The Affiliated Transaction must be made in accordance with the Affiliated Transaction Procedure as stipulated in this Regulation of the Board of Directors and the prevailing laws and regulations.
3. The Implementing Unit and/or the Controlled Company must appoint an Appraiser to determine the fair value of the object of the Affiliated Transaction and the fairness of the Affiliated Transaction.
4. In the event that the Appraiser stated that the Affiliated Transaction is not fair, the Implementing Unit and/or the Controlled Company may decide:
 - a. not to continue the Affiliated Transaction;
or
 - b. to review the terms and conditions of the Affiliated Transaction and must re-appraise the Affiliated Transaction to which the terms and conditions have been adjusted.



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5. The Implementing Unit and/or the Controlled Company shall submit the information and documents required for drafting the information disclosure and this draft announcement of the GMS to the Investor Relation Unit in accordance with Form-3 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two)) months prior to the Transaction Date.
6. The Investor Relation Unit shall prepare the draft information disclosure and the draft announcement of the GMS no later than 5 (five) Business Days since the draft information disclosure and the draft announcement of the GMS are received from the Implementing Unit and/or the Controlled Company.
7. In the event that the Investor Relation Unit requires additional information, the Investor Relation Unit may request additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the Investor Relation Unit no later than 5 (five) Business Days as from the receipt of the request for the additional information.



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8. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 5 (five) Business Days as from the receipt of the additional information.
9. The Investor Relation Unit shall then submit the draft information disclosure and the draft announcement of the GMS to the Legal & Regulatory Unit for review no later than 2 (two) Business Days as from the receipt of the draft information disclosure and the draft announcement of the GMS from the Investor Relation Unit.
10. In the event that any additional information is required, the Legal & Regulatory Unit shall submit a request for such additional information to the Investor Relation Unit and then the Investor Relation Unit must request additional information from the Implementing Unit and/or the Controlled Company to be further provided to the Legal & Regulatory Unit.



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11. In connection with the request for additional information as referred to in paragraph 10, the Implementing Unit and/or the Controlled Company must provide the related information on a single door basis through the Investor Relation Unit within 2 (two) Business Days as from the receipt of the request for the additional information.
12. The Legal & Regulatory Unit shall then review the additional information received from the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the additional information.
13. The Legal & Regulatory Unit shall then submit a review of the draft information disclosure and a review of the draft announcement of the GMS to the Investor Relation Unit for final review of the related drafts information disclosure and announcement of the GMS.
14. The Investor Relation Unit will conduct a final review of the drafts information disclosure and announcement of the GMS no later than 2 (two) Business Days as from the receipt of the drafts information disclosure and announcement of the GMS



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which have been reviewed by the Legal & Regulatory Unit.

15. The final drafts information disclosure and announcement of the GMS as referred to in paragraph 14 shall then be submitted to the Board of Directors for further review and the approval shall be requested no later than 2 (two) Business Days.
16. The Investor Relation Unit shall prepare the GMS in accordance with the provisions in the Articles of Association of Mitratel and the prevailing laws and regulations in the capital market sector, commencing 45 (forty five) calendar days as from the announcement of the GMS.
17. The Investor Relation Unit shall make an announcement of the GMS which contains information disclosure on the Affiliated Transaction which requires the approval of the GMS no later than 14 Business Days prior to the invitation to the GMS, in accordance with the provisions in the Articles of Association of Mitratel and the prevailing laws and regulations in the capital market sector, with the



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assistance from the Corporate Office Unit and the Legal & Regulatory Unit.

18. If there are changes or additions to information in the information disclosure, the Investor Relation Unit will make an announcement no later than 2 (two) Business Days prior to the GMS.

19. The Implementing Unit and/or the Controlled Company shall submit information to the Investor Relation Unit when the Affiliated Transaction has been made then to be disclosed in Mitratel's annual report.

20. If within 12 (twelve) months as from the date of approval of the GMS, the Affiliated Transaction has not been made, then the Implementing Unit and/or the Controlled Company shall submit to the Investor Relation Unit regarding a special explanation for the non-implementation of the Affiliated Transaction. The special explanation will be:

a. disclosed in the Mitratel's annual report;
and

b. specifically explained in the closest GMS.



21. If the GMS does not approve the Affiliated Transaction, then the approval of the GMS for the re-submission of the Independent Shareholders' approval for the Affiliated Transaction can only be requested again no earlier than 12 (twelve) months after the holding of the GMS which does not approve the Affiliated Transaction which must be firstly approved by the Independent Shareholders at the GMS.

Article 9

Category C Affiliated Transaction Procedure

1. There are exceptions in the Affiliated Transaction so that the Implementing Unit and/or the Controlled Company concerned can carry out the Affiliated Transaction as a normal transaction without the need to follow the provisions in Article 5 paragraph 1 of this Regulation of the Board of Directors.
2. The exceptions as referred to in paragraph 1 for the Affiliated Transaction shall be as follows:
- a. use of any facilities provided by the Public Company ~~(to members~~ of the Board of



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Commissioners, members of the Board of Directors, and/or Principal Shareholder in the event that the Principal Shareholders also serve as employees and such facilities are directly related to their responsibilities to the Public Company and in accordance with the Public Company policy, and have been approved by the GMS;

- b. Public Company's transaction with employees, members of the Board of Directors or members of the Board of Commissioners of the Public Company or with employees, members of the Board of Directors or members of the Board of Commissioners of the Controlled Company, including to provide loans and support for insurance premium shall be made by the Public Company or the Controlled Company to all employees, members of the Board of Directors, or members of the Board of Commissioners with the same requirements, according to the policies established by the Public Company to the extent that the proposal regarding the transactions is in accordance with the policies established by



the Public Company, and has been approved by the GMS;

c. allowances, including salaries, pension fund contributions, and/or special benefits given to members of the Board of Directors and members of the Board of Commissioners, and Principal Shareholders in the event that the Principal Shareholders also serve as employees, if the total amount of the allowances is disclosed in the periodic financial reports, to the extent that it has been approved by the GMS;

d. continuing transactions that have been made before the Public Company carries out an initial public offering or before the statement of registration as a public company is delivered, provided that:

(i) the transactions have been disclosed in a public offering prospectus or information disclosure on a public company registration statement; and



- (ii) the terms and conditions of the transaction have not changed which may be detrimental to the Public Company; and/or
- e. continuing transactions made after the Public Company carries out its initial public offering or after the statement of registration as a public company becomes effective, provided that:
 - (i) the initial transaction underlying the subsequent transaction has complied with the POJK 42/2020; and
 - (ii) the terms and conditions of the transaction have not changed which may be detrimental to the Public Company.

Article 10

Category D Affiliated Transaction Procedure

1. There are exceptions in the Affiliated Transaction, so that the Implementing Unit and/or the Controlled



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Company can carry out the Affiliated Transaction without following the provisions in Article 5 paragraph 1 of this Regulation of the Board of Directors.

2. The Category D Affiliated Transaction is only required to submit a report to OJK regarding the Affiliated Transaction no later than 2 (two) Business Days after the Transaction Date.

3. The exceptions as referred to in paragraph 1 for the Affiliated Transaction shall be for the transactions as follows:

a. the transaction is made as the implementation of the laws and regulations or court decisions;

b. the transaction between:

i. the Public Company and the Controlled Company which shares owned, at least 99% (ninety nine percent) of the paid-up capital of the Controlled Company;



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- ii. other Controlled Companies which shares at least 99% (ninety nine percent), are owned by the Public Company concerned; or
 - iii. the Controlled Company and a company which shares at least 99% (ninety nine percent) of the company's paid up capital, are owned by the Controlled Company.
- c. transactions with a transaction value not exceeding 0.5% (zero point five percent) of the paid-up capital of the Public Company or IDR5,000,000,000.00 (five billion rupiah), whichever is lower;
- d. a loan transaction received directly from banks, venture capital companies, finance companies, or infrastructure financing companies either domestic or abroad:
- e. a transaction which provides guarantee to banks, venture capital companies, finance



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companies, or infrastructure financing companies either domestic or abroad for loan received directly by the Public Company or the Controlled Company;

f. a transaction for adding or decreasing the capital participation in order to maintain its ownership percentage after the participation concerned made for at least 1 (one) year; and/or

g. a transaction for the purpose of restructuring made by the Public Company which is controlled, directly or indirectly by the government.

4. In the event that the transactions fall into Category D, the Implementing Unit and/or the Controlled Company shall submit information to the Investor Relation Unit in relation to the Affiliated Transaction that is included in the exceptions in Category D in accordance with Form-4 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two) months before the Affiliated Transaction is made.



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5. The Investor Relation Unit shall prepare a draft report to OJK which contains at least information on the Affiliated Transaction as stated in Form-4 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two) Business Days as from the receipt of the information from the Implementing Unit and/or the Controlled Company.
6. In the event that the Investor Relation Unit requires an additional information, the Investor Relation Unit may request the additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the request for the additional information.
7. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.



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8. The Investor Relation Unit shall then submit a draft report to OJK to the Legal & Regulatory Unit for review no later than 2 (two) Business Days as from the receipt of the draft report to OJK from the Investor Relation Unit.
9. In the event that any additional information is required, the Legal & Regulatory Unit shall submit a request for such additional information to the Investor Relation Unit and then the Investor Relation Unit must request an additional information from the Implementing Unit and/or the Controlled Company to be further provided to the Legal & Regulatory Unit.
10. In connection with the request for the additional information as referred to in paragraph 9, the Implementing Unit and/or the Controlled Company must provide the related information on a single door basis through the Investor Relation Unit within 2 (two) Business Days as from the receipt of the request for the additional information.
11. The Legal & Regulatory Unit shall then review the additional information received from the



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Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.

12. The Legal & Regulatory Unit shall then submit a review of the draft report to OJK to the Investor Relation Unit for final review of the draft report to the relevant OJK.
13. The Investor Relation Unit will conduct a final review of the draft report to OJK no later than 2 (two) Business Days after the receipt of the revised draft report to OJK from the Legal & Regulatory Unit.
14. The final draft report to OJK as referred to in paragraph 13 shall then be submitted to the Board of Directors for further review and the approval shall be requested no later than 2 (two) Business Days.
15. The Investor Relation Unit shall submit a report to OJK no later than the end of the 2nd (second) Business Day after the Transaction Date accompanied by a statement from the Board of Directors and the Board of Commissioners stating that all material



information has been disclosed and the information is not misleading.

Article 11

Category E Affiliated Transaction Procedure

1. There are exceptions for the Implementing Unit and/or the Controlled Company for the implementation of Affiliated Transaction which is included in the Category E.
2. The Category E Affiliated Transaction is required to fulfill the provisions as stated in Article 5 paragraph 1 letter e of this Regulation of the Board of Directors.
3. The exceptions as referred to in paragraph 1 shall be the transactions as follows:
 - a. The Affiliated Transaction which constitutes the business activities carried out in order to generate business revenue and are carried out routinely, repeatedly and/or continuously.



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- b. In carrying out the Affiliated Transaction as referred to in paragraph 1, the Affiliated Transaction Procedure shall only be implemented at the beginning of the transaction.
- c. In the event that there is a change in the terms and conditions of the Affiliated Transaction which constitutes the business activities as referred to in paragraph 1, and the change has the potential to harm the Public Company, the Public Company must re-implement the Affiliated Transaction Procedure.
4. In the event that the transactions are included in Category E, the Implementing Unit and/or the Controlled Company shall submit information to the Investor Relation Unit related to the Affiliated Transaction in accordance with Form-5 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two) Business Days.
5. The Investor Relation Unit shall prepare a draft report to OJK which at least contains information on



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the Affiliated Transaction as stated in Form-5 which is an integral part of this Regulation of the Board of Directors, no later than 2 (two) Business Days as from the receipt of the information from the Implementing Unit and/or the Controlled Company.

6. In the event that the Investor Relation Unit requires an additional information, the Investor Relation Unit may request the additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the request for the additional information.
7. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.
8. The Investor Relation Unit shall disclose information on the said Affiliated Transaction in the Mitratel's annual report, with the assistance of



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the Corporate Office Unit accompanied by a statement from the Board of Directors that the Affiliated Transaction made has gone through the Affiliated Transaction Procedure.

CHAPTER III

**GENERAL PROVISIONS AND PROCEDURES FOR THE CONFLICT OF
INTEREST TRANSACTION**

Article 12

General Provisions for the Conflict of Interest Transaction

1. The Public Company must:
 - a. use an Appraiser to determine the fair value of the object of the Conflict of Interest Transaction and the fairness of the transaction concerned (in the event that the transaction is not excluded);
 - b. announce the information disclosure on each Conflict of Interest Transaction to the public (in the event that transaction is not excluded);



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- c. submit information disclosure and its supporting documents to OJK (in the event that transaction is not excluded);
 - d. first obtain the approval of the Independent Shareholders at the GMS;
 - e. make disclosures in the annual report on:
 - i. the results of the implementation of Conflict of Interest Transaction which has been approved by the Independent Shareholders; and
 - ii. the Conflict of Interest Transaction that has been approved by the Independent Shareholders, but it has not been implemented within 12 (twelve) months as from the date of approval of the GMS.
2. The period between the date of the appraisal as referred to in paragraph 1 letter a and the date of the GMS must be no longer than ¹⁶ (six) months.



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3. The announcement of the information disclosure as referred to in paragraph 1 letter b and the submission of information disclosure and documents as referred to in paragraph 1 letter c must be carried out simultaneously with the announcement of the GMS for the Conflict of Interest Transaction.
4. Mitratel must also carry out the Conflict of Interest Transaction Procedure in accordance with this Regulation of the Board of Directors in the event that the Conflict of Interest Transaction is made by:
 - a. the Controlled company which is not the Public Company; and
 - b. its financial statement is consolidated with Mitratel.
5. Only the Controlled Company must carry out the Conflict of Interest Transaction Procedure as stipulated in POJK 42/2020 and stipulated in this Regulation of the Board of Directors in the event that the Conflict of Interest Transaction is made by the Controlled Company which



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- a. is the Public Company; and
- b. its financial statements is consolidated with Mitratel.

Article 13

**Procedures for the Determination of the Category of
Conflict of Interest Transaction**

- 1. The Implementing Unit and/or the Controlled Company must coordinate and consult with the Investor Relation Unit before carrying out the Conflict of Interest Transaction;
- 2. The coordination as referred to in paragraph 1 shall be formalized by submitting information on the Conflict of Interest Transaction to the Investor Relation Unit by sending at least the following information:
 - a. transaction type;
 - b. transaction value;



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- c. the parties who carry out the transaction;
 - d. the purpose of the transactions;
 - e. attaching Form-1 of this Regulation of the Board of Directors which has been filled out completely.
3. Submission of information as referred to in paragraph 2 shall be carried out by the Implementing Unit and/or the Controlled Company concerned no later than 2 (two) months prior to the Transaction Date.
4. The Investor Relation Unit shall then conduct an analysis to determine the category of the Conflict of Interest Transaction based on the information received from the Implementing Unit and/or the Controlled Company concerned no later than 2 (two) Business Days as from the receipt of the information by the Implementing Unit and/or the Controlled Company.
5. In the event that the Investor Relation Unit requires an additional information in conducting the

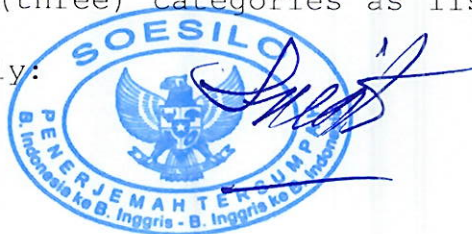


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analysis, the Investor Relation Unit may request the additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the Investor Relation Unit no later than 5 (five) Business Days as from the receipt of the request for the additional information for the Conflict of Interest Transaction and no later than 2 (two) Business Days as from the receipt of the request for the additional information for the Conflict of Interest Transaction.

6. Based on the results of the analysis as referred to in paragraph 4, the Investor Relation Unit must prepare a Draft Results of Analysis and Recommendations for Follow-up of the Conflict of Interest Transaction plans to be implemented, including an additional information which has been obtained from the Implementing Unit and/or the Controlled Company (if any).

7. The Conflict of Interest Transaction is categorized into 3 (three) categories as listed in Attachment-2, namely:



- a. Category A: the Conflict of Interest Transaction which requires the approval of the Independent Shareholders at the GMS and announcement of information disclosure as described in Article 14 of this Regulation of the Board of Directors;
- b. Category B: the Conflict of Interest Transaction which does not require the approval of the Independent Shareholders at the GMS and does not require an announcement of information disclosure, but it requires reporting to the OJK as described in Article 15 of this Regulation of the Board of Directors;
- c. Category C: the Conflict of Interest Transaction which is included in the exception of the Conflict of Interest Transaction as described in Article 16 of this Regulation of the Board of Directors.



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8. In the event that the Results of the Analysis and Recommendations for Follow-Up of the Conflict of Interest Transaction Plans stated that:

a. the Conflict of Interest Transaction plan is a Category A Conflict of Interest Transaction, the Implementing Unit and the Controlled Company must follow the Category A Conflict of Interest Transaction Procedures and fill out the Conflict of Interest Transaction form in accordance with Form-3 which is an integral part of this Regulation of the Board of Directors;

b. the Conflict of Interest Transaction plan is a Category B Conflict of Interest Transaction, the Implementing Unit and the Controlled Company must follow the Category B Conflict of Interest Transaction Procedures and fill out the Conflict of Interest Transaction form in accordance with Form-4 which is an integral part of this Regulation of the Board of Directors;



- c. the Conflict of Interest Transaction plan is a Category C Conflict of Interest Transaction, the Implementing Unit and the Controlled Company must follow the Category C Conflict of Interest Transaction Procedures as described in Attachment-2 of this Regulation of the Board of Directors.
9. The table of categories of the Conflict of Interest Transaction can be seen in Attachment-2 of this Regulation of the Board of Directors.

Article 14

Category A Conflict of Interest Transaction Procedure

1. The Conflict of Interest Transaction which is included in the Category A shall be the Conflict of Interest Transaction which cannot be excluded according to Articles 15 and 16 of this Regulation of the Board of Directors, which requires the approval of the Independent Shareholders at the GMS.
2. The Conflict of Interest Transaction which is included in the Category A must be carried out in accordance with the Conflict of Interest Transaction



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Procedures as stipulated in this Regulation of the Board of Directors and the prevailing laws and regulations.

3. The Implementing Unit and/or the Controlled Company must appoint an Appraiser to determine the fair value of the object of the Conflict of Interest Transaction included in the Category A as well as the fairness of the Category A Conflict of Interest Transaction and any other such transactions.
4. In the event that the Appraiser stated that the Conflict of Interest Transaction included in the Category A is not fair, the Implementing Unit and/or the Controlled Company may decide:
 - a. not to continue the Conflict of Interest Transaction which is included in the Category A and any other such transactions; or
 - b. to review the terms and conditions of the Category A Conflict of Interest Transaction and any other such transactions and must re-appraise the Conflict of Interest



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Transaction included in the Category A and any other such transactions to which the terms and conditions have been adjusted.

5. The Implementing Unit and/or the Controlled Company shall submit the information and documents required for preparing the drafts information disclosure and announcement of the GMS to the Investor Relation Unit in accordance with Form-3 which is an integral part of this Regulation of the Board of Directors no later than 2 (two) months before the Transaction Date.
6. The Investor Relation Unit shall prepare the drafts information disclosure and announcement of the GMS no later than 5 (five) Business Days after the drafts information disclosure and announcement of the GMS are received from the Implementing Unit and/or the Controlled Company.
7. In the event that the Investor Relation Unit requires an additional information, the Investor Relation Unit may request the additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company



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must provide such additional information to the Investor Relation Unit no later than 5 (five) Business Days as from the receipt of the request for the additional information.

8. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 5 (five) Business Days as from the receipt of the additional information.

9. The Investor Relation Unit shall then submit the drafts information disclosure and announcement of the GMS to the Legal & Regulatory Unit for review no later than 2 (two) Business Days as from the receipt of the drafts information disclosure and announcement of the GMS from the Investor Relation Unit.

10. In the event that any additional information is required, the Legal & Regulatory Unit will submit a request for an additional information to the Investor Relation Unit and then the Investor Relation Unit must request the additional information from the Implementing Unit and/or the



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Controlled Company to be further provided to the Legal & Regulatory Unit.

11. In connection with the request for additional information as referred to in paragraph 10 of this Article, the Implementing Unit and/or the Controlled Company must provide the related information on a single door basis through the Investor Relation Unit within 2 (two) Business Days as from the receipt of the request for the additional information.
12. The Legal & Regulatory Unit shall then review the additional information received from the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the additional information.
13. The Legal & Regulatory Unit shall then submit a review of the drafts information disclosure and announcement of the GMS to the Investor Relation Unit for final review of the related drafts information disclosure and announcement of the GMS.
14. The Investor Relation Unit will conduct a final review of the drafts information disclosure and announcement of the GMS no later than 2 (two)



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Business Days as from the receipt of the revised drafts information disclosure and announcement of the GMS from the Legal & Regulatory Unit.

15. The final drafts information disclosure and announcement of the GMS as referred to in paragraph 9 of this Article shall then be submitted to the Board of Directors for further review and the approval shall be requested no later than 2 (two) Business Days.

16. The Investor Relation Unit shall prepare the GMS in accordance with the provisions in the Articles of Association of Mitratel and the prevailing laws and regulations in the capital market sector, commencing 45 (forty five) calendar days as from the announcement of the GMS.

17. The Investor Relation Unit shall make an announcement of the GMS which contains information disclosure on the Conflict of Interest Transaction included in the Category A which requires the approval of the GMS no later than 14 Business Days prior to the invitation to the GMS, in accordance with the provisions in the Articles of Association



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of Mitratel and the prevailing laws and regulations in the capital market sector, with assistance from the Corporate Office Unit and the Legal & Regulatory Unit.

18. If there are changes or additions to information in the information disclosure, the Investor Relation Unit will make an announcement no later than 2 (two) Business Days prior to the GMS.
19. The Implementing Unit and/or the Controlled Company shall submit information to the Investor Relation Unit when the Conflict of Interest Transaction included in the Category A has been made then to be disclosed in Mitratel's annual report.
20. If within a period of 12 (twelve) months as from the date of approval of the GMS, the Conflict of Interest Transaction has not been made, then the Implementing Unit and/or the Controlled Company shall submit to the Investor Relation Unit regarding a special explanation for the non-implementation of the Conflict of Interest Transaction included in the Category A. The special explanation will be:



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- a. disclosed in the Mitratel's annual report;
and
 - b. specifically explained in the closest GMS.
21. If the GMS does not approve the Conflict of Interest Transaction, then the approval of the GMS for the re-submission of the Independent Shareholders' approval for the Conflict of Interest Transaction can only be requested again no earlier than 12 (twelve) months after the holding of the GMS which does not approve the Conflict of Interest Transaction which must be firstly approved by the Independent Shareholders at the GMS.

Article 15

Category B Conflict of Interest Transaction Procedure

1. There are exceptions for the Implementing Unit and/or the Controlled Company for the implementation of the Conflict of Interest Transaction which is included in the Category B, so that the Implementing Unit and/or the Controlled Company concerned are/is not required to follow the provisions in Article 12



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paragraph 1 of this Regulation of the Board of Directors.

2. The Category B Conflict of Interest Transaction is required to submit a report to OJK regarding the Conflict of Interest Transaction no later than 2 (two) Business Days after the Transaction Date.
3. The exceptions as referred to in paragraph 1 for the Conflict of Interest Transaction shall be for the transactions as follows:
 - a. a transaction with transaction value not exceeding 0.5% (zero point five percent) of the paid-up capital of the Public Company or IDR5,000,000,000.00 (five billion rupiah), whichever is lower;
 - b. a transaction is made as the implementation of the laws and regulations or court decisions;
 - c. a transaction is made between:



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- i. the Public Company and the Controlled Company which shares owned by at least 99% (ninety nine percent) of the paid-up capital of the Controlled Company;
 - ii. other Controlled Company which shares of, at least 99% (ninety nine percent), are owned by the Public Company concerned; or
 - iii. the Controlled Company and a company which shares at least 99% (ninety nine percent) of the company's paid-up capital, are owned by the Controlled Company.
- d. a transaction for the purpose of restructuring performed by the Public Company which is controlled, directly or indirectly, by the government.
4. In the event that the transaction falls into the Category B, the Implementing Unit and/or the Controlled Company shall submit information to the



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Investor Relation Unit regarding the Conflict of Interest Transaction which is included in the exceptions in the Category B in accordance with Form-4 which is an integral part of this Regulation of the Board of Directors no later than 2 (two) months before the Conflict of Interest Transaction included in the exceptions in the Category B is made.

5. The Investor Relation Unit shall prepare a draft report to OJK which contains at least information on the Conflict of Interest Transaction as stated in Form-4 which is an integral part of this Regulation of the Board of Directors no later than 2 (two) Business Days since the information related to the Conflict of Interest Transaction which is included in the exceptions in the Category B is received from the Implementing Unit and/or the Controlled Company in the form of Form-4.
6. In the event that the Investor Relation Unit requires an additional information, the Investor Relation Unit may request the additional information from the Implementing Unit and/or the Controlled Company and the Implementing Unit and/or the Controlled Company must provide such additional information to the



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Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the request for the additional information.

7. The Investor Relation Unit shall then review the additional information received from the Implementing Unit and/or the Controlled Company no later than 2 (two) Business Days as from the receipt of the additional information.
8. The Investor Relation Unit shall then submit a draft report to OJK to the Legal & Regulatory Unit for review no later than 2 (two) Business Days as from the receipt of the draft report to OJK from the Investor Relation Unit.
9. In the event that any additional information is required, the Legal & Regulatory Unit shall submit a request for such additional information to the Investor Relation Unit and then the Investor Relation Unit must request the additional information from the Implementing Unit and/or the Controlled Company to be further provided to the Legal & Regulatory Unit.



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10. In connection with the request for an additional information as referred to in paragraph 9, the Implementing Unit and/or the Controlled Company must provide the related information on a single door basis through the Investor Relation Unit within 2 (two) Business Days as from the receipt of the request for the additional information.
11. The Legal & Regulatory Unit shall then review the additional information received from the Investor Relation Unit no later than 2 (two) Business Days as from the receipt of the additional information.
12. The Legal & Regulatory Unit shall then submit a review of the draft report to OJK to the Investor Relation Unit for final review of the draft report to the relevant OJK.
13. The Investor Relation Unit will conduct a final review of the draft report to OJK no later than 2 (two) Business Days after the receipt of the revised draft report to OJK from the Legal & Regulatory Unit.
14. The final draft report to OJK as referred to in paragraph 13 shall then be submitted to the Board of



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Directors for further review and the approval shall be requested no later than 2 (two) Business Days.

15. The Investor Relation Unit shall submit a report to OJK no later than the end of the 2nd (second) Business Day after the Transaction Date accompanied by a statement from the Board of Directors and the Board of Commissioners stating that all material information has been disclosed and the information is not misleading.

Article 16

Category C Conflict of Interest Transaction Procedure

1. There are exceptions for the Implementing Unit and/or the Controlled Company for the implementation of the Conflict of Interest Transaction which included in the Category C, so that the Implementing Unit and/or the Controlled Company concerned can make the Conflict of Interest Transaction as a normal transaction without the need to comply with the provisions in Article 12 paragraph 1 of this Regulation of the Board of Directors.



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2. The exceptions as referred to in paragraph 1 for Conflict of Interest Transaction shall be as follows:

a. use of any facilities provided by the Public Company to members of the Board of Commissioners, members of the Board of Directors, and/or Principal Shareholder in the event that the Principal Shareholders also serve as employees and such facilities are directly related to their responsibilities to the Public Company and in accordance with the Public Company policy, and have been approved by the GMS such as but not limited to official residence and official vehicles;

b. the Public Company transaction with employees, members of the Board of Directors or members of the Board of Commissioners of the Public Company or with employees, members of the Board of Directors or members of the Board of Commissioners of the Controlled Company, including to provide loans and support for insurance premium



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shall be made by the Public Company or the Controlled Company to all employees, members of the Board of Directors, or members of the Board of Commissioners with the same requirements, according to the policies established by the Public Company to the extent that the proposal regarding the transactions is in accordance with the policies established by the Public Company, and has been approved by the GMS;

- c. allowances, including salaries, pension fund contributions, and/or special benefits given to members of the Board of Directors and members of the Board of Commissioners, and Principal Shareholders in the event that the Principal Shareholders also serve as employees, if the total amount of the allowances is disclosed in the periodic financial reports, to the extent that it has been approved by the GMS;

- d. continuing transactions that have been made before the Public Company carries out an initial public offering or before the



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statement of registration as a public company is delivered, provided that:

(iii) the transactions have been disclosed in a public offering prospectus or information disclosure on a public company registration statement; and

(iv) the terms and conditions of the transaction have not changed which may be detrimental to the Public Company; and/or

e. continuing transactions made after the Public Company carries out its initial public offering or after the statement of registration as a public company becomes effective, provided that:

(iii) the initial transaction underlying the subsequent transaction has complied with the POJK 42/2020; and

(iv) the terms and conditions of the transaction have not changed which



may be detrimental to the Public Company.

Article 17

Other Transactions

In the event that Mitratel Group carries out Other Transactions, Mitratel Group must implement the Category A Conflict of Interest Transaction Procedures as stipulated in Article 14 of this Regulation of the Board of Directors.

CHAPTER IV

**INFORMATION DISCLOSURE ON THE AFFILIATED TRANSACTIONS, THE
CONFLICT OF INTEREST TRANSACTIONS, AND/OR OTHER
TRANSACTIONS**

Article 18

Implementation of Information Disclosure

1. Announcement of information disclosure on the Affiliated Transaction to the public and submission of information disclosure and its supporting documents to OJK must be carried out:



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- a. no later than 2 (two) Business Days after the Transaction Date; or
 - b. together with the announcement of the GMS, in the event that the Affiliated Transaction made by the Public Company is required to obtain the approval of the GMS.
2. Announcement of information disclosure on the Conflict of Interest Transactions and/or Other Transactions to the public as well as submission of information disclosure together with its supporting documents to OJK must be carried out simultaneously with the announcement of the GMS for the Conflict of Interest Transactions and/or Other Transactions.
3. In the event that there are changes or additions to information in the information disclosure on the Affiliated Transactions, the Conflict of Interest Transactions and/or Other Transactions which require the approval of the GMS, then the changes or additions to the information will be announced no later than 2 (two) Business Days prior to the GMS.



Information Disclosure Material

1. Information disclosure on the Affiliated Transactions, Conflict of Interest Transactions and/or Other Transactions must contain at least:

a. a description of the Affiliated Transaction containing at least:

- 1) transaction date;
- 2) transaction object;
- 3) transaction value;
- 4) the name of the parties who conduct the transaction and the relationship with the Public Company; and
- 5) the nature of the Affiliation relationship of the parties who conduct the transaction with the Public Company;



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b. description regarding the Conflict of Interest Transactions and/or Other Transactions, containing at least:

- 1) transaction object;
- 2) transaction value;
- 3) the name of the parties who conduct the transaction and the relationship with the Public Company; and
- 4) the nature of the Conflict of Interest of the parties involved in such transactions;

c. in the event that the Public Company uses an Appraiser to conduct an appraisal of the object of the transaction, a summary of the Appraiser's report containing at least:

- 1) party identity;
- 2) object of appraisal;



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- 3) purpose of appraisal;
- 4) assumptions and limiting conditions;
- 5) appraisal approach and method; and
- 6) conclusion of the value;

d. summary of the Appraiser's report regarding the fairness of the transactions, containing at least:

- 1) party identity;
- 2) object of appraisal;
- 3) purpose of appraisal;
- 4) assumptions and limiting conditions;
- 5) appraisal approach and method; and
- 6) fairness opinion on the transactions;



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- e. proforma impact of the Affiliated Transaction on the financial condition of the Public Company shall be prepared at least based on financial reports with limited review provided that the date of the financial statements is the same as the date of the appraisal report, in the event that the Affiliated Transaction has the potential to disrupt the business continuity of the Public Company, if the transaction constitutes the Affiliated Transaction;
- f. proforma impact of the Conflict of Interest Transaction on Other Transactions on the financial condition of the Public Company which is prepared at least based on financial reports with limited review provided that the date of the financial statements is the same as the date of the valuation report, if the transaction constitutes the Conflict of Interest Transaction or Other Transactions;
- g. explanations, considerations, and reasons for making the transactions, compared to other similar transactions which are not



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made with the Affiliated parties and/or do not contain a conflict of interest;

h. the Public Company plan, the acquired company data, and any other related information, if the Affiliated Transactions and/or Conflict of Interest Transactions made constitute the company acquisition transaction;

i. summary of reports from the expert or the independent consultant, if any;

j. in the event that the transaction constitutes the Affiliated Transaction, it must contain:

1. statement of the Board of Directors that the Affiliated Transaction has gone through the Affiliated Transaction Procedures;

2. statement of the Board of Commissioners and the Board of Directors that the Affiliated



Transaction does not contain a
Conflict of Interest; and

3. statement of the Board of
Commissioners and the Board of
Directors that all material
information has been disclosed and
the information is not misleading.

k. In the event that the transactions
constitute the Conflict of Interest
Transactions and/or Other Transactions, it
is mandatory to include a statement from the
Board of Commissioners and the Board of
Directors stating that all material
information has been disclosed and the
information is not misleading.

2. Supporting documents for information disclosure
submitted to OJK shall be as follows:

- a. Appraiser's report; and
- b. any other supporting documents.



Article 20

Announcement of Information Disclosure

Announcement of the Affiliated Transactions and/or Conflict of Interest Transactions and/or Other Transactions, shall be made at least through:

- a. the Public Company website; and
- b. the Stock Exchange website.

CHAPTER V

MISCELLANEOUS

Article 21

Affiliated Transaction Constituting Material Transaction

1. In the event that Affiliated Transaction has the value that fulfills the criteria for the Material Transaction as referred to in Regulation of the OJK No. 17/POJK.04/2020 regarding Material Transactions and Changes of Business Activities including amendments thereto (if any), the Public Company must only comply with the provisions of Regulation of the OJK No. 17/POJK.04/2020 regarding Material



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Transactions and Changes of Business Activities including amendments thereto (if any).

2. In the event that the Conflict of Interest Transaction has the value that fulfills the criteria for the Material Transaction as referred to in Regulation of the OJK No. 17/POJK.04/2020 regarding Material Transactions and Changes of Business Activities including amendments thereto (if any), the Public Company must comply with the provisions of this Regulation of the Board of Directors, the POJK 42/2020, and Regulation of the OJK No. 17/POJK.04/2020 regarding Material Transactions and Changes of Business Activities including amendments thereto (if any).

Article 22

Transaction With Fund Manager

In the event that the Public Company carries out a transaction with a fund manager in which the securities portfolio it manages contains shares of the Public Company with a total of at least 20% (twenty percent) of all shares with voting rights that have been fully paid-up, the Public Company must comply with the provisions stipulated in this



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Regulation of the Board of Directors together with the POJK 42/2020.

Article 23

Legal Consultant and Appraiser Services

To fulfill the Compliance and Governance aspects in the implementation of the Affiliated Transaction and/or Conflict of Interest Transaction Procedures, if necessary, the services of legal consultant and Appraiser can be used in coordination with the functional unit of the Controlled Company, Investor Relation Unit, and/or Legal & Regulatory Unit, in accordance with the requirement.

CHAPTER VI

CLOSING

Article 24

Transitional Provisions

With effectiveness of the POJK 42/2020 as of 1 January 2021, in order to fulfil the compliance aspects within the Mitratel Group, all Affiliated Transactions and/or Conflict of Interest Transactions made by PT Dayamitra Telekomunikasi Tbk as a Public Company and/or with the Controlled Company



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and/or with its Affiliates, shall be made with reference to the provisions of the POJK 42/2020.

Article 25

Closing Provisions

1. This Regulation of the Board of Directors and the attachments accompanying thereto constitute an integral and inseparable part.
2. With the enactment of this Regulation of the Board of Directors, all Affiliated Transactions and/or Conflict of Interest Transactions and/or Other Transactions within the Mitratel Group shall be made by referring to the Affiliated Transaction and/or Conflict of Interest Transaction Procedures in this Regulation of the Board of Directors.
3. Any matters which are not or have not been sufficiently regulated in this Regulation of the Board of Directors may be determined in the future by the relevant Director in accordance with his authority.



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4. This Regulation of the Board of Directors can be used as a reference or enforced for the Controlled Company by adopting directly, either partly or wholly, in the regulation/policy of the board of directors through a decision-making mechanism in each Controlled Company or ratification of this Regulation of the Board of Directors.
5. This Regulation of the Board of Directors shall come into effect on the date of its stipulation.

Stipulated in Jakarta

On : 12 November 2021

on behalf of THE BOARD OF DIRECTORS OF PT
DAYAMITRA TELEKOMUNIKASI Tbk

[*signed*]

THEODORUS ARDI HARTOKO

PRESIDENT DIRECTOR



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This Company Regulation is delivered to:

1. Members of the Board of Commissioners;
2. Members of the Board of Directors;
3. SVP/VPs;
4. EGM/GMs;
5. Directors of the Controlled Company.



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FORM-1 INITIAL INFORMATION AND CHECKLIST OF
THE AFFILIATED TRANSACTIONS AND/OR CONFLICT OF INTEREST
TRANSACTIONS OF MITRATEL GROUP

I, the undersigned:

Name : _____

Position: _____

Hereby declare that the initial information contained in
this Form is true and the checklist of the Affiliated
Transactions and/or Conflict of Interest Transactions is
filled out truthfully.

INFORMATION ABOUT THE TRANSACTIONS

A. Type of the Transactions

*(It shall contain a description of the type of the
transactions. Example: Purchase of Tower and PT A by PT B)*

B. Value of the Transactions



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(It shall contain a description of the value of the transactions. Please also inform if there are stages of payment in the transactions. Example: The value of a transaction is IDR X billion for the first stage and IDR Y billion for the second stage)

C. The Parties who Conduct the Transactions

(It shall contain a description of the Parties involved in a Transaction and their relationship with Mitratel. Example: This Transaction involves (1) PT A (a Mitratel subsidiary with X% ownership), and (2) Bank B (a State-Owned Enterprise company which majority of shares are equally owned by the Republic of Indonesia)

D. Nature of the Affiliation relationship

(It shall contain a description of the nature of the Affiliated relationship if any. Example: Mitratel and PT A are owned and controlled directly by the Republic of Indonesia)

E. Purpose of the Transactions



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(It shall contain a description of the purpose of making the Transactions. Example. This transaction is made to develop the business of a Subsidiary and is a strategic step for the Subsidiary to be able to enter a certain industry)



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CHECKLIST

A. The Affiliated Transactions and/or Conflict of
Interest Transactions

1. The relationship between each Party in the
transactions has one or more of the following
relationships:

- | | | |
|---------------------------------|---------------------------------------|---------------------------------------|
| <input type="checkbox"/> Family | <input type="checkbox"/> Relationship | <input type="checkbox"/> Relationship |
| relationship | between the | between 2 |
| by marriage | party and the | companies where |
| and descent to | Employee, | there are 1 or |
| the second | Director or | more of the |
| degree, both | Commissioner | same members of |
| horizontally | of the party. | the Board of |
| and | | Directors or |
| vertically. | | members of the |
| | | Board of |
| | | Commissioners. |



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☐ Relationship between the company and the party,
either directly or indirectly, controls or is controlled by the company.
☐ Relationship between 2 companies that are controlled, either directly or indirectly, by the same party.
☐ Relationship between the company and principal shareholders.

☐ There is no Affiliation Relationship.

2. Does the transaction plan contain differences in the economic interests of the Public Company and the personal economic interests of members of the Board of Directors of the Public Company, members of



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the Board of Commissioners of the Public
Company, Principal Shareholders or
controller that could harm the Public
Company?*

Notes:

What is meant by differences in economic
interests are differences in interests in
meeting economic needs. Example: A
transaction if it is made, it will benefit
the Directors of Mitralel from an economic
point of view, however, it will also cause
economic expenses to Mitratel. If such
expenses prove to be detrimental to
Mitratel, this transaction will become a
Conflict of Interest Transaction.

☐ Yes

☐ No

**If Yes, then please continue to fill in
Letter C regarding Conflict of Interest
Transaction.*



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**If No, then please continue to fill in
Letter B regarding Affiliated Transaction.*

**If there is no Affiliation and Conflict of
Interest relationships, then continue to
fill in Letter D regarding Other
Transactions.*

B. Categories in the Affiliated Transaction

1. The Affiliated Transaction is included in
the following activities:

☐ The Affiliated ☐ Resulting in the
Transaction value exceeds disruption of the
the limit for the business continuity
Material Transaction of the Public
value as stated in Company.
Regulation of the OJK No.
17/POJK.04/2020
regarding Material
Transactions and Changes



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of Business Activities
and their amendments
thereto (if any).*

☐ Not included in the ☐
activities mentioned at
this point.

* Notes:

A transaction can be categorized as a material transaction if the transaction value is equal to 20% or more of the Public Company's equity. If the Public Company has negative equity, the transaction shall be categorized as a Material Transaction if the transaction value is equal to 10% or more of the total assets of the Public Company. Transactions in the form of acquiring and disposing of company assets or operating segments can also be categorized as a Material Transaction if:

- a. transaction value is equal to 20% or more of the Public Company's equity;



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- b. the total assets which are the transaction object divided by the total assets of the Public Company are equal to or more than 20%;
- c. the net profit of the transaction object divided by the net profit of the Public Company is equal to or more than 20%; or
- d. the business revenue of the transaction object divided by the business revenue of the Public Company is equal to or more than 20%.
2. The Affiliated Transaction is included in the following activities:

☐ The use of any ☐ The Public ☐ Allowances,
facilities Company including
provided by the transaction salaries,
Public Company with pension fund
to members of Employees, contributions
the Board of members of the , and/or



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Commissioners, Board of special
members of the Directors or benefits
Board of members of the given to
Directors, Board of members of
and/or Commissioners the Board of
Principal of the Public Directors,
Shareholders in Company or members of
the event that with the Board of
the Principal Employees, Commissioners
Shareholders members of the , and
also serve as Board of Principal
Employees and Directors or Shareholders
such facilities members of the in the event
are directly Board of that the
related to Commissioners Principal
their of the Shareholders
responsibilitie Controlled also serve as
s towards the Company with Employees, if
Public Company the same the total
and in conditions, to amount of the
accordance with the extent allowances is



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Public Company that it has disclosed in
policies, and been approved the periodic
have been by the GMS. financial
approved by the Example: reports, to
GMS. Provision of the extent
Example: loans or that it has
Medical support for been approved
facility. insurance by the GMS.
premiums.

☐ Continuing ☐ Continuing ☐ Not included
transaction transaction in the
that has been made after the activities
made before the Public Company mentioned at
Public Company carries out an this point.
carries out its Initial Public
initial Public Offering or
Offering or after the
before the statement of
registration registration
statement as a as a Public



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Public Company	Company
is submitted,	becomes
provided that:	effective,
a. the	provided that:
transaction	a. the initial
has been	transaction
disclosed in	underlying
the initial	the
Public	subsequent
Offering	transaction
prospectus	s has
or in the	fulfilled
information	the
disclosure	requirement
on the	s of the
Public	POJK
Company	42/2020
registratio	including
n statement;	its
and	amendments



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b. the terms thereto (if
and any); and
conditions b. the terms
of the and
transaction conditions
s have not of the
changed transaction
which may be s have not
detrimental changed
to the which may
Public be
Company. detrimental
to the
Public
Company.

3. The Affiliated Transaction is included in
the following activities:



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☐ The ☐ Transactions ☐ Transactions
Transactions between a between
are made as Public Company Controlled
the and a Companies
implementatio Controlled whose shares
n of the laws Company whose are owned at
and shares are least 99% by
regulations owned by at the Public
or court least 99% of the Company
decisions. paid-up capital concerned.
of the
Controlled
Company by the
Public Company.

☐ The ☐ The ☐ Loan
Transactions Transactions transactions
between the with a received
Controlled transaction directly from
Company and a value not banks,



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company which exceeding 0.5% venture
shares of, at of the paid-up capital
least 99% of capital of the companies,
the company's Public Company finance
paid-up or not companies, or
capital are exceeding infrastrucur
owned by the IDR5,000,000,00 e financing
Controlled 0 (five billion companies
Company. Rupiah), is either
used, whichever domestically
is lower. or abroad.

<input type="checkbox"/> The	<input type="checkbox"/> The	<input type="checkbox"/> The
Transactions	Transactions	Transactions
which provide	for adding or	for the
guarantee to	decreasing the	purpose of
banks,	capital	restructuring
venture	participation	made by the
capital	to maintain its	Public
companies,	ownership	Company which
finance	percentage	is



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companies, or after the controlled,
infrastructur participation directly or
e financing concerned made indirectly,
companies for at least 1 by the
either year. government.
domestically
or abroad for
loans
received
directly by
the Public
Company or the
Controlled
Company.

☐ Not listed in
the
transactions
mentioned at
this point.



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4. The Affiliated Transaction which constitutes business activities carried out in order to generate business revenue and carried out routinely, repeatedly and/or continuously.

Notes:

In this case, it is necessary to ensure that the transactions is made in accordance with the provisions of business activities in the articles of association of the company bound by the transactions.

☐ Yes

☐ No

C. Categories in the Conflict of Interest Transaction

1. The Conflict of Interest Transaction is included in the following activities:



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☐ The Transactions ☐ The ☐ The
with a Transactions Transactions
transaction are made as between the
value not the Public
exceeding 0.5% implementatio Company and
of the paid-up n of the laws the
capital of the and Controlled
Public Company regulations or Company which
or not exceeding court shares of at
IDR5,000,000,00 decisions. least 99% of
0 (five the
billion Rupiah), Controlled
is used Company's
whichever is paid-up
lower. capital, are
owned by the
Public
Company.

☐ The Transactions ☐ The ☐ The
between other Transactions Transactions



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Controlled between the for the
Companies which Controlled purpose of
shares of, at Company and a restructurin
least 99%, are company which g made by the
owned by the shares of at Public
Public Company least 99% of Company which
concerned. the company's is
paid-up controlled,
capital, are directly or
owned by the indirectly,
Controlled by the
Company. government.

☐ Not included in
the transactions
mentioned at
this point.

2. The Conflict of Interest Transaction is
included in the following activities:



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☐ The use of any ☐ The Public ☐ Allowances,
facilities Company including
provided by the transactions salaries,
Public Company either with pension fund
to members of Employees, contributions
the Board of members of , and/or
Directors, the Board of special
members of the Directors or benefits given
Board of members of to members of
Commissioners, the Board of the Board of
and/or Principal Commissioner Commissioners
Shareholders in s of the , members of
the event that Public the Board of
the Principal Company or Directors, and
Shareholders with Principal
also serve as Employees, Shareholders
Employees, and members of who also serve
such facilities the Board of as Employees,
are directly Directors or if the total
related to their members of amount of the
responsibilities the Board of benefits is



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s to the Public Commissioner disclosed in
Company and in s of the the periodic
accordance with Controlled financial
the Public Company, or reports, to
Company policy, the the extent
and have been Controlled that this has
approved by the Company been approved
GMS. transactions by the GMS.

Example:

Medical Employees,
facility. members of
the Board of
Directors or
members of
the Board of
Commissioner
s of the
Controlled
Company or
with
Employees,



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members of
the Board of
Directors, or
members of
the Board of
Commissioner
s of the
Public
Company with
the same
conditions,
to the extent
that this has
been approved
by the GMS.

Example:

Provision of
loans or
support for
insurance
premiums.



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☐ Continuing ☐ Not included

transactions in the
made after the transactions
Public Company mentioned at
carries out an this point.

Initial Public
Offering or
after the
Registration

Statement as a
Public Company
becomes

effective, with
the following
requirements:

- a. the initial
transaction
underlying
the
subsequent



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transaction
has
fulfilled
the
requirement
s of the
POJK
42/2020
including
its
amendments
thereto (if
any); and
b. the terms
and
conditions
of the
transaction
s have not
changed
which may be



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detrimental
to the
Public
Company.

D. Other Transactions

1. Other Transactions are included in the
following activities:

<input type="checkbox"/> The	<input type="checkbox"/> The	<input type="checkbox"/> Not included in
Transactions	Transactions	the
which may	which may	transactions
cause the	cause the	mentioned at
decrease by	Public Company	this point.
80% or more in	to suffer	
the business	losses for the	
revenue of the	current year.	
Public		
Company		



ENGLISH TRANSLATION

Form-1 Regulation of PT Dayamitra
Telekomunikasi Tbk
Number: C.Tel.001/HK 200/JDMT-
1340000/2021
Dated: 12 November 2021

This form shall be filled out in order to comply with the
Affiliated Transaction and/or Conflict of Interest
Transaction procedures that apply within the Mitratel Group
and is also a form of compliance with Regulation of the
Financial Services Authority No. 42/POJK.04/2020 regarding
Affiliated Transactions and Conflict of Interest
Transactions.

Thus, we hereby submit this form. Thank you for your
attention.

Jakarta, _____ 20

Name:

Title:



FORM-2

Regulation of PT Dayamitra

Telekomunikasi Tbk

Number: C.Tel.001/HK

200/JDMT-1340000/2021

Dated: 12 November 2021

FORM-2. STANDARD FORM FOR THE CATEGORY A AFFILIATED
TRANSACTION OR THE AFFILIATED TRANSACTION WHICH DOES NOT
REQUIRE THE GMS BUT IT REQUIRES INFORMATION DISCLOSURE

INFORMATION DISCLOSURE TO THE SHAREHOLDERS

**In Order To Comply With Regulation of The Financial
Services Authority No. 42/POJK.04/2020 regarding
Affiliated Transactions and Conflict of Interest
Transactions**



ENGLISH TRANSLATION

THE INFORMATION AS SET OUT IN THIS INFORMATION DISCLOSURE
IS IMPORTANT TO BE READ AND NOTICED BY THE SHAREHOLDERS
OF PT DAYAMITRA TELEKOMUNIKASI TBK ("**Company**")

If you have a difficulty to understand the information as set out in this Information Disclosure, you should consult with a broker dealer, fund manager, legal counsel, public accountant or any other professional advisor.

[Logo of Mitratel]

PT Dayamitra Telekomunikasi Tbk

Business activities:

[Business activities carried out by Mitratel]

Head Office:

[Address of Mitratel's Head Office]

Operational Office:

[Address of

Mitratel's

Operational Office]



ENGLISH TRANSLATION

Website: [Mitratel's Website]

Email: [Mitratel's Email]

THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS OF THE COMPANY SHALL BE RESPONSIBLE FOR THE TRUTHFULNESS OF ALL MATERIAL INFORMATION SET OUT IN THIS INFORMATION DISCLOSURE AND AFTER CONDUCTING A CAREFUL RESEARCH ON THE AVAILABLE INFORMATION REGARDING THE TRANSACTIONS, IT IS HEREBY STATED THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF THERE ARE NO IMPORTANT OR OTHER RELEVANT MATERIAL FACTS WHICH ARE NOT DISCLOSED IN CONNECTION WITH THIS TRANSACTION WHICH COULD CAUSE THIS INFORMATION DISCLOSURE TO BE INCORRECT OR MISLEADING.



INFORMATION DISCLOSURE ON THE AFFILIATED TRANSACTION PLAN

DEFINITION	
POJK 42/2020	: Regulation of the Financial Services Authority No. 42/POJK.04/2020 regarding Affiliated Transactions and Conflict of Interest Transactions
POJK 17/2020	: Regulation of the Financial Services Authority No. 17/POJK.04/2020 regarding Material Transactions and Change of Business Activities.
Procedures for the Affiliated Transaction	: [Document of Procedures for the Affiliated Transactions and Conflict of Interest Transactions approved by the Board of Directors and stipulated by the President Director of Regulation of the Board of Directors of PT Dayanitra Telekomunikasi Tbk (or



ENGLISH TRANSLATION

		it can also be written down the Number of Regulation of the Board of Directors related to the Procedures for the Affiliated Transactions and Conflict of Interest Transactions]]
Other definitions	:	[It shall contain definition of other terms relevant to this Information Disclosure]

I. INTRODUCTION

[It shall contain brief information about the Affiliated
Transaction]

The information as set out in this Information Disclosure
shall be prepared in connection with any transaction
("Transactions").

Referring to the provisions of Article 4 paragraph (1) letter
b of the POJK 42/2020, by making the Transactions which are
indicated with the signing of _____ [Filled in with the
Agreement/Other Documents underlying the Affiliated
Transaction], the Board of Directors of the Company hereby



ENGLISH TRANSLATION

announce the Information Disclosure for the purpose of providing the explanations, considerations, and reasons for making the Transactions to the Shareholders of the Company as part of compliance of the obligations of the Company with the provisions of the POJK 42/2020.

II. DESCRIPTION OF THE TRANSACTIONS

A. Schedule and Date of the Transactions

[Description of the schedule and important dates in the performance of the Affiliated Transaction].

B. The Transactions Object

[Full description and explanation regarding the object of the Affiliated Transaction]

C. The Transactions Value

[Disclosure regarding the value of the Affiliated Transaction]

D. The Parties Who Conduct the Transactions



ENGLISH TRANSLATION

1. Identity of the First Party

- a. Name : [Name is in accordance with the Articles of Association of the First Party]
- b. Address : [Address of the First Party]
- c. Phone Number : [The First Party's Telephone Number which can be contacted]
- d. Email address : [The First Party's email address which can be contacted]
- e. Business : [Business Activities of the First Activities Party]
- f. Management : The Board of Directors
Composition a. _____
b. etc.
The Board of Commissioners
a. _____
b. etc.
- g. Ownership : [Ownership Composition of the Composition First Party]
- h. Relationship : [Relationship between the First with the Party and the Public Company in Company these Transactions]

2. Identity of the Second Party



ENGLISH TRANSLATION

- a. Name : *[Name is in accordance with the Articles of Association of the Second Party]*
- b. Address : *[Address of the Second Party]*
- c. Phone Number : *[The Second Party's Telephone Number which can be contacted]*
- d. Email address : *[The Second Party's email address which can be contacted]*
- e. Business : *[Business Activities of the Second Party]*
- f. Management : The Board of Directors
Composition a. _____
b. etc.
The Board of Commissioners
a. _____
b. etc.
- g. Ownership : *[Ownership Composition of the Second Party]*
- h. Relationship : *[Relationship between the Second with the Party and the Public Company in Company these Transactions]*
- E. Nature of the Affiliation Relationship between the Parties Who Conduct the Transactions and the Company**

