



PT TIRA AUSTENITE Tbk

PIAGAM DIREKSI (Board of Directors Charter) PT TIRA AUSTENITE Tbk

PIAGAM DIREKSI PT TIRA AUSTENITE Tbk ini ("Piagam") ditetapkan dan berlaku sebagai pedoman bagi Direksi PT Tira Austenite Tbk ("Perseroan") serta merupakan satu kesatuan dan bagian tidak terpisahkan dari Anggaran Dasar Perseroan.

Landasan Hukum

Undang-Undang Nomor 40/2007 tentang Perseroan Terbatas.
Undang-Undang Nomor 8/1995 tentang Pasar Modal jo. Undang-Undang Nomor 21/2011 tentang Otoritas Jasa Keuangan pelaksanaannya.
Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Perusahaan Terbuka.
Anggaran Dasar PT Tira Austenite Tbk.

Tugas & Wewenang

Tugas

- a. Direksi bertanggung jawab penuh dalam melaksanakan tugasnya untuk kepentingan Perseroan dalam mencapai maksud dan tujuannya.
- b. Selain yang diatur dalam Landasan Hukum dari Piagam ini, maka termasuk dalam wewenang dan tanggung jawab Direksi yang terkait tugasnya, adalah:
 1. mempersiapkan rencana kerja termasuk anggaran tahunan serta laporan tahunan Perseroan bersama-sama dengan laporan keuangan Perseroan.
 2. menyusun organisasi Perseroan untuk mengatur fungsi kerja dalam menjalankan kegiatan usaha Perseroan.
 3. mewakili Perseroan dalam setiap transaksi dan investasi yang dilakukan oleh Perseroan.

This BOARD OF DIRECTORS CHARTER OF PT TIRA AUSTENITE Tbk (the "Charter") is set out and shall be in fully effect as guidance for the Board of Directors ("BOD") of PT Tira Austenite Tbk. (the "Company") and as unity and integrated part of the Articles of Association of the Company.

Legal Reference

*Law Number 40/2007 of Limited Liability Company (the "Company Law")
Law Number 8/1995 of Capital Market jo. Law Number 21/2007 of Financial Service Authority (the "Capital Market Law"), including all of its amendments and regulations.
Regulation of Otoritas Jasa Keuangan No. 33/POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of a Public Company.
Articles of Association of PT Tira Austenite Tbk.*

Duty & Authority

Duty

- a. *BOD shall lead and manage the Company in accordance with the working plan prepared by BOD by considering the purposes and objectives of the Company as stipulated in the Articles of Association of the Company.*
- b. *Other than stipulated in the Legal Reference of this Charter, then including in the authorities and responsibilities of BOD in connection with its duties, are:*
 1. *to prepare working plan including its annual budget and annual report of the Company together with its financial report.*
 2. *to set up the Company organization to organize its job function for running the Company business.*
 3. *to represent the Company in any transaction and investment executed by the Company.*



PT TIRA AUSTENITE Tbk

Nilai-Nilai Perusahaan

Terpercaya
Komitmen
Sinergi
Kerja sama
Kemanusiaan

Struktur Keanggotaan

Direksi terdiri dari sedikitnya 2 (dua) orang, termasuk yang salah satunya dapat diangkat menjadi Direktur Utama atau Presiden Direktur.

Jam Kerja

Jam kerja Direksi tidak ditentukan, namun Direksi dapat menentukan sendiri waktu kerjanya jika dianggap perlu.

Rapat & Keputusan

Tanpa mengesampingkan ketentuan Hukum Pasar Modal mengenai kewajiban penyelenggaraan rapat Direksi secara berkala, maka rapat Direksi akan diselenggarakan menurut prosedur serta ketentuan yang diatur dalam Landasan Hukum dari Piagam ini, dengan secara berkala paling kurang satu kali dalam setiap bulan.

Direksi akan mengadakan Rapat bersama-sama dengan Dewan Komisaris secara berkala paling kurang satu kali dalam empat bulan.

Pelaporan & Pertanggungjawaban

Anggota Direksi dapat menjalankan tugasnya serta membuat keputusan dalam lingkup tugas dan kewenangan masing-masing, namun Direksi mempertanggungjawabkan tugasnya secara kolektif dan tanggung renteng.

Direksi menuangkan seluruh kegiatan pengurusan yang dilakukan selama tahun berjalan di dalam Laporan Tahunan Perseroan, yang mana akan dilaporkan dan dimintakan persetujuan pemegang saham dalam RUPS Tahunan Perseroan.

The Company Values

Trustworthy
Commitment
Synergy
Team work
Humanity

Membership Structure

The Board of Directors shall consist of at least 2 (two) Directors, with one member of the Board of Directors appointed as President Director.

Office Hour

The working hour of BOD has not determined, but BOD could determine its working hour by their self if deemed necessary.

Meeting & Resolution

Notwithstanding the Capital Market Law regarding to the obligation to organize BOD meeting periodically, then BOD meeting shall be organized at least at least once a month in accordance with the procedures and provisions stipulated in the Legal Reference of this Charter.

BOD shall convene a joint meeting with BOC to review the Company performance for the respective quarter period.

Reporting & Responsibility

BOD member is able to conduct his/her duties and to make decisions within its specified duties and authorities respectively, but BOD discharges its duties in a collegial manner and shared collegial responsibility.

The Board of Directors sets out all the management activities carried out during the year in the Company's Annual Report, which will be reported and sought by shareholder approval in the Annual General Meeting of Shareholders of the Company.