

## **CHARTER OF CORPORATE SECRETARY PT ELNUSA Tbk**

### **A. Background**

As a public company with shares listed in Indonesia Stock Exchange with code ELSA, the Company must have a Corporate Secretary as regulated under Financial Services Authority Regulation No.35/POJK.04/2014 dated 8 December 2014 on Corporate Secretary of Issuer or Public Company as well as Indonesia Stock Exchange Regulation No.I-A Attachment to Board of Director of Indonesia Stock Exchange Decree No. Kep.0001/BEI/01-2014 dated 20 January 2014.

### **B. Purpose**

The establishment of the corporate secretary function and the issuance of the Charter are aimed primarily at assurance that the Company's actions are constantly aligned with the principles and rules of the corporate governance and in accordance with applicable laws and regulations.

### **C. Structure and Position of the Corporate Secretary**

1. The Corporate Secretary is appointed by decision of Board of Directors. Under the Company's organization structure, the Corporate Secretary is responsible to the President Director.
2. Function of Corporate Secretary can be carried out by individual of working unit led by one person in charge.
3. The Corporate Secretary may be held by member of the Board of Director.
4. The appointment of Corporate Secretary shall be reported to Financial Services Authority ("OJK") and announced to public through Company's and iDX official website at least two (2) days after the appointment.

### **D. Qualifications of Corporate Secretary**

The Corporate Secretary must meet the requirements of at least:

1. Have a sound legal capacity to take any legal actions.
2. Have knowledge and understanding in law, finance and corporate governance
3. Understand the Company's business activities
4. Able to communicate well
5. Domiciled in Indonesia.

### **E. Duties and Responsibilities of Corporate Secretary**

1. Preparing, executing and arranging the Board of Directors Meetings, Board of Commissioners Meetings, General Meeting of Shareholders (GMS) as well as monitoring the implementation of decision in the Board of Directors, Board of Commissioners and GMS and managing and coordinating the related resources.
2. Service as a corporate information center and communication channel manager (email blast, internal magazine, website, intranet, press release), both for internal and external stakeholders.
3. Preparing strategies to enhance the corporate image and performance, as well as managing negative issues that may arise and have an impact on corporate image, reputation and performance.
4. Ensuring the Company's comply with legal capital market regulations and conducting review on all information disclosure issued by the Company in relation to the capital market regulations.
5. Being in charge of Good Corporate Governance (GCG) by supervising the implementation of the Company's GCG Code and Code of Conduct (CoC)
6. Accompanying Corporate Social Responsibilities (CSR) activities for internal and external communities, so as to support operational activities and the establishment/development of corporate positive image.
7. Directing, managing, monitoring and evaluating all activities related to corporate event,

- particularly those that will influence the corporate image and needs.
8. Being responsible for the implementation of orientation programs for the newly appointed Board of Commissioners and Board of Directors.
  9. Maintain and continuously update the registry of shareholders and communicates any movements in shareholding to Board of Directors and submit report to Regulators in accordance with existing laws and regulations.
  10. Facilitate the induction of new members of the Commissioners and members of the Committee with materials prepared by the Corporate Secretary.
  11. Submit periodic reports at least once a year regarding the implementation of Corporate Secretary functions to the Board of Directors and copied to the Board of Commissioners.

**F. Resignation/Termination of the Corporate Secretary**

The Company, in any resignation/termination of Corporate Secretary must:

1. Submit report to OJK on resignation/termination of Corporate Secretary; and
2. Announce the resignation/termination and vacant position of Corporate Secretary in Company's and IDX official website.
3. The abovementioned report as well as announcement must be done at least 2 (two) days after such resignation/termination.

The the Corporate Secretary Charter is authorized by the Board of Directors of the Company to serve as guidelines and the Charter may also be reviewed for adjustments in accordance with the Company's development and amendments to prevailing laws and regulations.

Jakarta, 12 January 2015

Board of Directors