



Good Corporate Governance

Tata Kelola Perusahaan



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TATA KELOLA PERUSAHAAN

Executive Summary

MBA is committed to excellence in corporate governance and maintains clear policies and practices that promote Good Corporate Governance (GCG). In recognition of the fact that sound and transparent GCG is essential to the maximization of shareholder value, MBA is committed to ensure that all risks and challenges are handled and mitigated through a comprehensive, efficient and effective mechanism.

Each year the Company upholds and improves its execution of GCG principles. We actively instill, at all levels of the Company, the awareness that good GCG implementation will bring positive results to all stakeholders. Awareness campaigns are conducted through various training sessions - supplemented by periodic up-to-date manuals, incorporating internationally accepted GCG regulations and best practices.



MBA strongly believes that any successful business must be committed to a strong company culture emphasizing the importance of sustainable GCG and building a trusting relationship with all constituents. To this end, both the Board of Commissioners and Board of Directors performed their duties and functions professionally, transparently and responsibly with due consideration to the interests of the Company, its stakeholders and society at large.

To supervise the overall affairs of the Company in various areas and assist the Board in discharging its responsibilities, MBA has also established Internal Control Committees as bodies that serve to enhance the transparency and objectivity of management. Presently, the Company has in place established relevant rules as well as a structure that includes the Audit Committee, Nomination and Remuneration Committee, Corporate Secretary, Internal Audit Unit, Internal Control, Independent Directors and Independent Commissioners.

Complementing the GCG implementation, the Company continues to instill and foster a culture of Corporate Social Responsibility (CSR) that permeates MBA's operations at every level. Each year, MBA participates in various charitable and community programs as part of its CSR initiatives, including areas such as health, education, and environment.



Ringkasan

MBA berkomitmen untuk menerapkan Tata Kelola Perusahaan dan mempertahankan kebijakan dan praktik-praktik yang mempromosikan Tata Kelola Perusahaan yang baik. Dengan memahami fakta bahwa Tata Kelola Perusahaan yang solid dan transparan sangat penting untuk memaksimalkan nilai pemegang saham, MBA berkomitmen untuk memastikan bahwa semua risiko dan tantangan ditangani dan diantisipasi melalui mekanisme yang komprehensif, efisien dan efektif.

Setiap tahun Perusahaan menjunjung tinggi dan meningkatkan penerapan prinsip-prinsip Tata Kelola Perusahaan. Kami secara aktif menanamkan, di semua tingkat Perusahaan, kesadaran bahwa penerapan Tata Kelola Perusahaan, yang meliputi transparansi, akuntabilitas, tanggung jawab, kemandirian dan keadilan, akan membawa hasil positif kepada seluruh pemangku kepentingan. Kampanye kesadaran dilakukan melalui berbagai sesi pelatihan, di atas pembentukan manual prosedur kerja yang rinci dan secara berkala diperbaharui, sesuai dengan peraturan-peraturan Tata Kelola Perusahaan yang diterima secara internasional dan berdasarkan praktik terbaik.

Perusahaan sangat percaya bahwa setiap bisnis yang sukses harus berkomitmen untuk menanamkan budaya perusahaan yang kuat yang menekankan pentingnya penyelenggaraan Tata Kelola Perusahaan yang berkelanjutan dan membangun hubungan kepercayaan dengan semua konstituen. Untuk mencapai tujuan ini, Dewan Komisaris dan Direksi telah melaksanakan tugas dan fungsi secara profesional, transparan dan bertanggung jawab dengan pertimbangan untuk kepentingan Perusahaan, pemangku kepentingan dan masyarakat luas.

Untuk mengawasi keseluruhan urusan Perusahaan di berbagai bidang dan membantu Dewan dalam melaksanakan tanggung jawabnya, MBA juga telah membentuk Komite Pengendalian Internal sebagai badan yang berfungsi untuk meningkatkan transparansi dan objektivitas manajemen. Saat ini, Perusahaan telah menempatkan peraturan yang relevan dan sebuah struktur yang mencakup Komite Audit, Komite Nominasi dan Remunerasi, Sekretaris Perusahaan, Unit Audit Internal, Unit Pengendalian Internal, Direktur Independen dan Komisaris Independen.

Untuk menyempurnakan penerapan Tata Kelola Perusahaan, maka Perusahaan terus menanamkan dan menumbuhkan budaya Tanggung Jawab Sosial Perusahaan yang meliputi seluruh operasi MBA di semua tingkat. Perusahaan mengambil bagian dalam berbagai program amal sebagai bagian dari inisiatif Tanggung Jawab Sosial Perusahaan, termasuk di bidang kesehatan, pendidikan, dan kepedulian lingkungan.





Board of Commissioners

The Board of Commissioners ("BOC") is responsible for overseeing the Board of Directors ("BOD"), in their role in managing the company in accordance with GCG principles. The BOC also provides input to the BOD pertaining to their management of the Company - as well as other duties mandated by the Annual General Meeting of Shareholders ("AGMS") and the Articles of Association of the Company or applicable laws and regulations.

In compliance with the Articles of Association, laws and regulatory provisions, members of the BOC must prioritize the Company's best interest over other interests, whilst making necessary adjustments to support a more effective implementation of GCG to enhance the Company's competitiveness.

Each BOC member holds his or her position for a two-year term according to the decision of an AGMS. Upon expiration of this term, members may be re-appointed for another two-year term.

In 2017, The Group provides short-term employee benefits to its Board of Directors amounting to Rp 16,536 million and Rp 12,918 million in 2017 and 2016, respectively.

Certain members of the Board of Commissioners of the Group are also directors of PT Mitra Adiperkasa Tbk. All of the benefits given to these commissioners are being borne and paid by PT Mitra Adiperkasa Tbk.

During full year 2017, the BOC convened four meetings with 100% attendance to address and decide on strategic issues with Directors.

Dewan Komisaris

Dewan Komisaris bertanggung jawab untuk mengawasi pengelolaan Perusahaan yang dilakukan oleh Direksi, terkait dengan prinsip-prinsip Tata Kelola Perusahaan. Dewan Komisaris juga memberikan masukan kepada Direksi sehubungan dengan pengelolaan Perusahaan, serta untuk pelaksanaan tugas-tugas lain sebagaimana yang diamanatkan pada Rapat Umum Tahunan Pemegang Saham (RUPS) dan anggaran dasar Perusahaan atau hukum dan peraturan yang berlaku.

Sesuai dengan anggaran dasar Perusahaan, undang-undang dan ketentuan-ketentuan, anggota Dewan Komisaris harus memprioritaskan kepentingan Perusahaan di atas kepentingan lainnya, dan membuat penyesuaian yang diperlukan untuk mendukung pelaksanaan Tata Kelola Perusahaan sehingga meningkatkan daya saing Perusahaan.

Masing-masing anggota Dewan Komisaris memegang masa jabatan untuk dua tahun sesuai keputusan RUPS dan mendekati akhir masa jabatannya, anggota dapat diangkat kembali untuk masa jabatan dua tahun berikutnya.

Pada tahun 2017, Grup memberikan manfaat jangka pendek untuk anggota Direksi sebesar Rp 16.536 juta dan Rp 12.918 juta masing-masing pada tahun 2017 dan 2016.

Beberapa anggota Dewan Komisaris Grup juga menjabat sebagai direktur di PT Mitra Adiperkasa Tbk. Seluruh imbalan bagi komisaris ini menjadi beban dan dibayarkan oleh PT Mitra Adiperkasa Tbk.

Sepanjang tahun 2017, Dewan Komisaris menghadiri empat rapat dengan 100% tingkat kehadiran untuk membicarakan dan mengambil keputusan mengenai isu-isu strategis dengan Direksi.

The page features a decorative background with a pink watercolor wash on the right side and several donuts scattered around. In the top left, there are three donuts: one with red frosting and a white swirl, one with plain light-colored frosting, and one with brown sprinkles. In the top center, there is a donut with white frosting and dark chocolate swirls. In the bottom right, there are three more donuts: one with green frosting and white glaze, one with dark chocolate frosting and white grid lines, and one with brown frosting and white sprinkles.

Board of Directors

The Board of Directors ("BOD") is responsible for formulating corporate policies and strategies - as well as execution of management actions to achieve established targets as stipulated in the Articles of Association.

The Company's Directors are appointed by election at the Annual General Meeting of Shareholders for a two-year term and they can be re-elected for another two-year term.

In 2017, The Group provides short-term employee benefits to its Board of Directors amounting to Rp 16,536 million and Rp 12,918 million in 2017 and 2016, respectively.

Certain members of the Board of Commissioners of the Group are also directors of PT Mitra Adiperkasa Tbk. All of the benefits given to these commissioners are being borne and paid by PT Mitra Adiperkasa Tbk.

Direksi

Direksi bertanggung jawab dalam merumuskan berbagai kebijakan dan strategi Perusahaan – serta melaksanakan semua tindakan manajemen untuk mencapai target yang telah ditentukan – sebagaimana dinyatakan pada anggaran dasar Perusahaan.

Penunjukan anggota Direksi dilakukan berdasarkan pemilihan pada saat Rapat Umum Pemegang Saham Tahunan untuk masa jabatan dua tahun dan selanjutnya dapat dipilih kembali untuk masa jabatan dua tahun berikutnya.

Pada tahun 2017, Grup memberikan manfaat jangka pendek untuk anggota Direksi sebesar Rp 16.536 juta dan Rp 12.918 juta masing-masing pada tahun 2017 dan 2016.

Beberapa anggota Dewan Komisaris Grup juga menjabat sebagai direktur di PT Mitra Adiperkasa Tbk. Seluruh imbalan bagi komisaris ini menjadi beban dan dibayarkan oleh PT Mitra Adiperkasa Tbk.

Disclosure of Affiliation with Other Members of The Board Of Commissioners, Directors, and Shareholders

Pursuant to Regulations of Financial Service Authority (OJK) number 33/POJK.04/2014 regarding Board of Directors and Board of Commissioners of an Issuer or a Public Company, members of the Board of Commissioners and Board of Directors of the Company have no affiliation with fellow members of the Board of Commissioners, the Board of Directors or Controlling Shareholders of MBA.

Ungkapan Hubungan Afiliasi antara Anggota Dewan Komisaris, Direksi dan Pemegang Saham

Memenuhi persyaratan sebagaimana dimaksud dalam Peraturan Otoritas Jasa Keuangan (OJK) No.33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, anggota Dewan Komisaris dan Direksi Perusahaan tidak memiliki hubungan afiliasi dengan anggota Dewan Komisaris, anggota Direksi lainnya, atau Pemegang Saham Utama MBA.





Enhancement of BOC & BOD Competencies

Both the Board of Commissioners and Directors members did not participate in any competency enhancement program throughout 2017.

Peningkatan Kompetensi Dewan Komisaris & Direksi

Dewan Komisaris dan Direksi Perusahaan tidak mengikuti program peningkatan kompetensi selama tahun 2017.

Company Policy on Meeting Frequency of the Board of Commissioners

In accordance with the Regulations of the Financial Services Authority No.33 / POJK.04 / 2014, Article 31, dated December 8, 2014, regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company, the Board of Commissioners shall hold regular meeting at least once every 2 (two) months. In addition, the Board of Commissioners may hold a meeting at any time when deemed necessary by the President Commissioner or 2 (two) or more members of the Board of Commissioners or upon a request of 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total number of shares with valid voting rights.

Frequency of Meetings

During 2017, the Board of Commissioners held 4 (four) meetings.

Attendance of the Board of Commissioners

Period: 1st June – 31st December 2017

Kebijakan Perusahaan tentang Frekuensi Rapat Dewan Komisaris

Sesuai Peraturan Otoritas Jasa Keuangan (POJK) No.33/ POJK.04 / 2014, Pasal 31, tanggal 8 Desember 2014, mengenai Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, Dewan Komisaris wajib mengadakan rapat berkala 1 (satu) kali dalam setiap 2 (dua) bulan. Selain itu, Dewan Komisaris dapat mengadakan rapat setiap saat bilamana dipandang perlu oleh Presiden Komisaris atau 2 (dua) atau lebih anggota Dewan Komisaris atau atas permintaan dari 1 (satu) pemegang saham atau lebih yang bersama sama mewakili sedikitnya 1/10 (sepersepuluh) bagian dari jumlah seluruh saham dengan hak suara yang sah.

Frekuensi Rapat

Selama periode tahun 2017, Dewan Komisaris telah menyelenggarakan Rapat sebanyak 4 (empat) kali.

Tingkat Kehadiran Dewan Komisaris

Periode: 1 Juni – 31 Desember 2017

Name Nama	Meeting Attendance Jumlah Kehadiran	% Attendance % Kehadiran
Agus Gozali	4	100%
Handaka Santosa	4	100%
Sandeep Achyut Naik	4	100%
Sean Gustav Standish Hughes	4	100%
Wai Hoong Fock	4	100%

Company Policy on Meeting Frequency of the Board of Directors

In accordance with the Regulations of the Financial Services Authority No.33 / POJK.04 / 2014, Article 16, dated December 8, 2014, regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company, the Board of Directors shall hold a regular meeting once every month. In addition, the Board of Directors may hold a meeting at any time when deemed necessary by the President Director or 1 (one) or more member of the Board of Directors or upon a request of the Board of Commissioner or 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total number of shares with valid voting rights.

Frequency of Meetings

In 2017, the Board of Directors conducted 7 (seven) meetings

Attendance of the Board of Directors

Period: 1st June – 31st December 2017

Kebijakan Perusahaan tentang Frekuensi Rapat Direksi

Sesuai Peraturan Otoritas Jasa Keuangan (POJK) No.33/ POJK.04 / 2014, Pasal 16, tanggal 8 Desember 2014, mengenai Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, Direksi wajib mengadakan rapat berkala setidaknya satu kali setiap bulan. Selain itu, Direksi dapat mengadakan rapat setiap saat setiap kali dianggap perlu oleh Presiden Direktur atau seorang atau lebih anggota Direksi atau atas permintaan Dewan Komisaris atau salah 1 (satu) pemegang saham atau lebih yang mewakili setidaknya 1/10 (sepersepuluh) dari jumlah saham dengan hak suara yang sah.

Frekuensi Rapat

Selama periode tahun 2017, Direksi telah menyelenggarakan Rapat sebanyak 7 (tujuh) kali.

Tingkat Kehadiran Direksi

Periode: 1 Juni – 31 Desember 2017

Name Nama	Meeting Attendance Jumlah Kehadiran	% Attendance % Kehadiran
Anthony Cottan	7	100%
Sjeniwati Gusman	7	100%
Rohan Marinus Lallantha St. George	7	100%
Ravi Kumar Sreeramulu	7	100%
Fetty Kwartati	7	100%
Pinky Ong Torres	7	100%



Joint Meetings of the Board of Commissioners and Board of Directors

In accordance with the Regulations of the Financial Services Authority No.33 / POJK.04 / 2014, Article 16 and 31, dated December 8, 2014, regarding the Board of Directors and Board of Commissioners of an Issuer or a Public Company, the Board of Directors shall meet with the Board of Commissioners regularly at least once every 4 (four) months.

Rapat Gabungan Dewan Komisaris dan Direksi

Sesuai Peraturan Otoritas Jasa Keuangan (POJK) No.33/ POJK.04 / 2014, Pasal 16 dan Pasal 31, tanggal 8 Desember 2014, mengenai Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, Direksi wajib mengadakan rapat gabungan berkala dengan Dewan Komisaris setidaknya satu kali setiap 4 (empat) bulan.

Frequency of Meetings

In 2017, the Board of Commissioners and Board of Directors conducted 2 (two) Joint Meetings.

Frekuensi Rapat

Selama periode tahun 2017, telah diadakan Rapat Gabungan Dewan Komisaris dan Direksi sebanyak 2 (dua) kali.

Attendance of the Board of Commissioners and Board of Directors in Joint Meetings

Period: 1st June – 31st December 2017

Tingkat Kehadiran Dewan Komisaris dan Direksi dalam Rapat Gabungan

Periode: 1 Juni – 31 Desember 2017

Name Nama	Meeting Attendance Jumlah Kehadiran	% Attendance % Kehadiran
Agus Gozali	2	100%
Handaka Santosa	2	100%
Sandeep Achyut Naik	2	100%
Sean Gustav Standish Hughes	2	100%
Wai Hoong Fock	2	100%

Name Nama	Meeting Attendance Jumlah Kehadiran	% Attendance % Kehadiran
Anthony Cottan	2	100%
Sjeniwati Gusman	2	100%
Rohan Marinus Lallantha St. George	2	100%
Ravi Kumar Sreeramulu	2	100%
Fetty Kwartati	2	100%
Pinky Ong Torres	2	100%

Corporate Secretary

The Corporate Secretary acts as the liaison between the Company and external parties - and serves the interests of both parties, particularly in protecting the Company's image and fulfilling Company's obligations. The Corporate Secretary also manages secretariat duties for the Boards, public and investor relations, legal matter and compliance with authoritative bodies across the industry and the capital market as well as monitoring GCG practices. Through various activities involving the public, the Corporate Secretary assists in promoting the overall corporate image of MBA - and represents the Board of Directors in all external communications, specifically those of regulators, investors, the capital market community and other stakeholders. Since March 2010, the position of Corporate Secretary has been assumed by Fetty Kwartati who was appointed based on Decision Letter of the Company No.02/SK-DIR/MBA/III/2017 dated 23rd March 2017.

Fetty Kwartati

Indonesian citizen, born in 1968. She earned her Master of Business Administration (Major in Finance) from California State University, San Bernardino, California, United States as well as her Professional Designation Degree (Major in International Business) from University of California, Los Angeles, California, United States - both in 1994.

Sekretaris Perusahaan

Sekretaris Perusahaan bertindak sebagai penghubung yang menjembatani kepentingan antara Perusahaan dengan pihak eksternal, dan melayani kepentingan kedua pihak, terutama menjaga citra Perusahaan dan pemenuhan tanggung jawab oleh Perusahaan. Fungsi Sekretaris Perusahaan mencakup tugas-tugas kesekretariatan Perusahaan, hubungan investor dan masyarakat, legal dan penegakan kepatuhan terhadap otoritas industri dan pasar modal, serta ketentuan Tata Kelola Perusahaan yang baik. Melalui berbagai kegiatan yang berhubungan dengan masyarakat, Sekretaris Perusahaan turut menjaga citra Perusahaan dan mewakili Direksi dalam kegiatan komunikasi eksternal, khususnya dengan pihak regulator, investor, komunitas pasar modal dan para pemangku kepentingan lainnya. Sejak bulan Maret 2010, posisi Sekretaris Perusahaan dijabat oleh Fetty Kwartati yang ditunjuk berdasarkan Surat Keputusan Perusahaan No.02/SK-DIR/MBA/III/2017 tanggal 23 Maret 2017.

Fetty Kwartati

Warga negara Indonesia, lahir pada tahun 1968. Beliau memperoleh gelar Master of Business Administration (Major in Finance) dari California State University, San Bernardino, California, Amerika Serikat pada tahun 1994, serta gelar sebagai Professional Designation Degree (Jurusan Bisnis Internasional) dari University of California, Amerika Serikat di tahun yang sama.



Audit Committee

The Audit Committee functions to support the Board of Commissioners in performing its oversight duties in accordance with prevailing requirements of OJK Regulations No. 55/POJK.04/2015, dated December 29, 2015, regarding the Establishment and Guidelines for the Work of Audit Committees, and the Indonesia Stock Exchange - pertaining to the integrity of financial report, risk management and internal control; compliance with legal and regulatory requirements; the external auditor's performance, qualifications and independence; and the performance of the internal audit function. The Audit Committee, however, functioned independently.

Members of the Company's Audit Committee are elected by the Board of Commissioners. One of the members is the Company's Independent Commissioner who reports directly to the Board of Commissioners. All members of Audit Committee intensively attend meetings which are scheduled every quarter (4 times a year) to review the effectiveness of internal audit functions, evaluate the effectiveness of audit implementation by external auditor, review all financial statement, and evaluate effectiveness of internal control.

In 2017, the Audit Committee members were:

Mr. Sean Gustav Standish Hughes (Chairman)

Born on 19 July 1953. He earned his Bachelor's Degree in Accounting, and is a member of the Institute of Chartered Accountants in Australia and the Financial Services Institute of Australia. He has served as Independent Commissioner of the Company since June 2017.


Mr. Riono Trisongko (Member)

Born on 16 January 1959. He earned his Diploma in Accountancy in 1988. He has served as a member of Audit Committee of the Company since 2017.

Mr. Imam Sugiarto (Member)

Born on 15 July 1959. He earned his Diploma in Accountancy in 1988 from Sekolah Tinggi Akuntansi Negara. He has served as a member of Audit Committee of the Company since 2017.

Appointment of Chairman and Members of the Audit Committee was based on Resolutions of Board of Commissioners' meeting on 23 March 2017.



Komite Audit

Peran Komite Audit adalah untuk mendukung kinerja Dewan Komisaris dalam melaksanakan fungsi pengawasan sesuai dengan ketentuan yang berlaku dari serta Peraturan Otoritas Jasa Keuangan Nomor 55/POJK.04/2015 tanggal 29 Desember 2015 tentang Pembentukan dan Pedoman Pelaksanaan Kerja Komite Audit serta Bursa Efek Indonesia yang merujuk kepada integritas laporan keuangan, manajemen risiko dan pengendalian internal; kepatuhan kepada hukum dan peraturan lainnya; kinerja, kualifikasi, serta independensi auditor eksternal dan kinerja fungsi audit internal. Komite Audit melaksanakan fungsinya secara independen.

Anggota Komite Audit Perusahaan dipilih oleh Dewan Komisaris. Salah satu anggotanya adalah Komisaris Independen Perusahaan dan bertanggungjawab secara langsung kepada Dewan Komisaris. Seluruh anggota Komite Audit menghadiri pertemuan intensif yang dijadwalkan sekali setiap kuartal (4 kali setahun) untuk mengkaji keefektifan fungsi audit internal, penerapan audit oleh auditor eksternal, mengkaji seluruh laporan keuangan serta melakukan evaluasi efektifitas pengendalian internal.

Pada tahun 2017, para anggota Komite Audit terdiri dari:

Bapak Sean Gustav Standish Hughes (Ketua)

Lahir pada 19 Juli 1953, beliau memperoleh gelar Sarjana Akuntansi, dan merupakan anggota Institute of Chartered Accountants di Australia, dan Financial Services Institute of Australia. Sejak Juni 2017, menjabat sebagai Komisaris Independen Perusahaan.

Bapak Riono Trisongko (Anggota)

Lahir pada 16 Januari 1959, beliau meraih Diplomas di bidang Akuntansi pada tahun 1988. Sejak tahun 2017 menjabat sebagai anggota Komite Audit Perusahaan.

Bapak Imam Sugiarto (Anggota)

Lahir pada 15 Juli 1959, beliau meraih Diploma di bidang Akuntansi pada tahun 1988. Sejak tahun 2017 menjabat sebagai anggota Komite Audit Perusahaan.

Pengangkatan Ketua dan Anggota Komite Audit Perusahaan adalah berdasarkan Berita Acara Rapat Dewan Komisaris pada tanggal 23 Maret 2017.





Remuneration and Nomination Committee

On 8 December 2014, The Financial Service Authority (Otoritas Jasa Keuangan - "OJK") issued regulation No. 34/POJK.04/2014 on Nomination and Remuneration Committees of Public Companies.

The Nomination and Remuneration Committees are intended to support the supervisory function of the Board of Directors, Board of Management and employees' nominations, and their remunerations.

The criteria and rules for the appointment of members of the Nomination and Remuneration Committee, are discussed and decided at the General Meeting of Shareholders.

a. Structure and Membership

In 2017, the Nomination and Remuneration Committee were made up of:

Chairman	: Sean Gustav Standish Hughes (Independent Commissioner)
Member	: Susiana Latif
Member	: Anastasia Dwiyani

b. Duties and Responsibilities

The Committee is responsible for the following duties:

I. Nomination Functions:

1. Make recommendations to the BOC on:
 - a. Composition and nomination procedure of membership of the BOD and/or BOC;
 - b. Required policies and criteria for nomination procedure
 - c. Performance evaluation policies for BOD and/or BOC
2. Assist the BOC in evaluating the performance of the BOD and/or BOC based on the prepared benchmarks
3. Make recommendations to the BOC on programs for developing the capabilities of the BOD and/or BOC
4. Propose to the BOC any candidate who might qualify as a member of the BOD or BOC to be submitted to the general meeting of shareholders ("GMS")



Komite Remunerasi dan Nominasi

Pada tanggal 8 Desember 2014, Otoritas Jasa Keuangan (OJK) mengeluarkan peraturan, Peraturan OJK No. 34/POJK.04/2014 mengenai Komite Nominasi dan Remunerasi.

Pembentukan Komite Nominasi dan Remunerasi dimaksudkan sebagai wujud dukungan terhadap fungsi pengawasan atas penerapan kebijakan nominasi dan remunerasi Direksi, Tim Manajemen dan karyawan.

Sehubungan dengan kriteria dan peraturan pengangkatan anggota Komite Nominasi dan Remunerasi dibicarakan dan diputuskan dalam Rapat Umum Pemegang Saham.

a. Struktur dan Keanggotaan

Pada tahun 2017, Komite Nominasi dan Remunerasi terdiri dari:

Ketua	: Sean Gustav Standish Hughes (Komisaris Independen)
Anggota	: Susiana Latif
Anggota	: Anastasia Dwiyani



b. Tugas dan Tanggung Jawab

Komite Nominasi dan Remunerasi bertanggung jawab untuk:

1. Fungsi Nominasi:

1. Memberikan rekomendasi kepada Dewan Komisaris terkait:
 - a. Komposisi dan proses nominasi jabatan anggota Direksi dan/atau Dewan Komisaris
 - b. Kebijakan dan kriteria yang dibutuhkan dalam proses nominasi
 - c. Kebijakan evaluasi kinerja bagi anggota Direksi dan/atau Dewan Komisaris.
2. Membantu Dewan Komisaris melakukan evaluasi kinerja Direksi dan/atau Dewan Komisaris
3. Memberikan rekomendasi kepada Dewan Komisaris mengenai program pengembangan kemampuan anggota Direksi dan/atau Anggota Dewan Komisaris.
4. Melakukan telaah dan memberikan usulan calon anggota Direksi atau Dewan Komisaris yang memenuhi syarat untuk disampaikan ke RUPS

II. Remuneration Functions:

1. Make recommendations to the BOC on:

- a. Remuneration Structure
- b. Policy on remuneration
- c. Amount of remuneration

2. Assist the BOC in evaluating the performance of the BOD and/or BOC in accordance with their remunerations.

a. Frequency and Attendance

The Nomination and Remuneration Committee met 3 times in 2017, representing an attendance rate of 100%.

b. Performance Assessment of Members of the Boards of Commissioners and Directors

The individual performance of the members of the Board of Commissioners and the Board of Directors is assessed on an annual basis by the Nomination and Remuneration Committee.

c. Remuneration Policy for Members of the Boards of Commissioners and Directors

The amount of the remuneration received by the Board of Commissioners and Board of Directors is determined annually by the Nomination and Remuneration Committee. The calculation of this amount is reviewed by the Board of Commissioners and presented to the Annual General Meeting of Shareholders for their approval.

The following factors are included in the calculation of remuneration of the Board of Commissioners and Board of Directors for the year 2017: individual performance, the Company's results, market competitiveness, the Company's financial capacity, and other matters.

The General Meeting of Shareholders also authorized the Board of Commissioners to design, establish and execute the remuneration system, including honoraria, allowances, salaries, bonuses and other remuneration for members of the Company's Board of Directors.

In 2017, The Group provides short-term employee benefits to its Board of Directors amounting to Rp 16,536 million and Rp 12,918 million in 2017 and 2016, respectively. Certain members of the Board of Commissioners of the Group are also directors of PT Mitra Adiperkasa Tbk. All of the benefits given to these commissioners are being borne and paid by PT Mitra Adiperkasa Tbk.

II. Fungsi Remunerasi:

1. Memberikan rekomendasi kepada Dewan Komisaris mengenai:

- a. Struktur Remunerasi bagi anggota Direksi dan Dewan Komisaris*
- b. Kebijakan atas Remunerasi bagi anggota Direksi dan Dewan Komisaris*
- c. Besaran Remunerasi bagi anggota Direksi dan Dewan Komisaris*

2. Membantu Dewan Komisaris melakukan penilaian kinerja Direksi dan/atau Dewan Komisaris berikut dengan remunerasi mereka.

- a. Frekuensi Rapat dan Kehadiran*
Komite Nominasi dan Remunerasi bertemu 3 kali pada tahun 2016, dengan tingkat kehadiran mencapai 100%.
- b. Penilaian Kinerja Anggota Dewan Komisaris dan Direksi*
Komite Nominasi dan Remunerasi melakukan penilaian kinerja individual terhadap setiap anggota Dewan Komisaris dan Direksi setahun sekali.
- c. Kebijakan Remunerasi Anggota Dewan Komisaris dan Direksi*
Komite Nominasi dan Remunerasi melakukan perhitungan jumlah nilai remunerasi yang diterima oleh Dewan Komisaris dan Direksi setahun sekali. Penghitungan jumlah tersebut ditinjau oleh Dewan Komisaris dan dipresentasikan dalam Rapat Umum Pemegang Saham Tahunan untuk dimintakan persetujuan.

Komponen penghitungan remunerasi Dewan Komisaris dan Direksi untuk tahun 2017 termasuk kinerja individual, hasil-hasil yang dicapai Perseroan, persaingan pasar, kapasitas keuangan Perseroan dan hal-hal lain.

Rapat Umum Pemegang Saham juga memberikan wewenang kepada Dewan Komisaris untuk merancang, membentuk dan mengimplementasikan sistem remunerasi, termasuk honoraria, tunjangan, gaji, bonus dan remunerasi lain bagi anggota Direksi Perseroan.

Pada tahun 2017, Grup memberikan manfaat jangka pendek untuk anggota Direksi sebesar Rp 16.536 juta dan Rp 12.918 juta masing-masing pada tahun 2017 dan 2016. Beberapa anggota Dewan Komisaris Grup juga menjabat sebagai direktur di PT Mitra Adiperkasa Tbk. Seluruh imbalan bagi komisaris ini menjadi beban dan dibayarkan oleh PT Mitra Adiperkasa Tbk.



Internal Audit Unit

Pursuant to Bapepam - LK Rule No. IX.1.7 on the formation and Charter's guidelines on Internal Audit Unit, the Company established an Internal Audit Unit on 7 December 2009. The Internal Audit Unit was established to improve the efficiency and effectiveness of the Company's operations, including risk management governance. The Internal Audit Unit is neutral and operates independently from other business activities of the Company.

Duties and responsibilities of the Internal Audit Unit include, among others, the development and execution of the Annual Internal Audit Plan - as well as the testing, evaluation and implementation of internal control and risk management system. The Internal Audit Unit also conducts evaluation and assessment of various key corporate functions including finance, accounting, operations, human resources, marketing and information technology. Another responsibility of the Audit Internal Unit is to conduct Investigative Auditing if deemed necessary to protect the Company's interest.

The Internal Audit Unit monitors, analyzes and reports the Follow-Up Auditing process to ensure that all internal audit findings and related recommendations are properly addressed. In carrying out its responsibilities, the Internal Audit Unit works closely with the Audit Committee.

Independency, integrity, honesty and objectivity, as well as the quality of audit implementation are always upheld based on Code of Ethics by the Internal Auditor. All audit results are submitted to the organizational unit to be evaluated – as well as the President Director and Board of Commissioners.

Daniel Septianto

Internal Audit Unit

Indonesian citizen, born in 1982, Daniel Septianto is currently the Internal Auditor for MBA. He was previously the Internal Audit Manager for PT Mitra Adiperkasa Tbk (MAP) in 2013, and subsequently became the Internal Control Manager for MAP (2014 – 2017). Before he joined the Company, he has over 10 years of extensive experience in the field of Internal Audit, working in various industries, including Pulp & Paper, Chipmill, Plantation, Forestry, Leasing, PEC (Procurement Engineering Construction), Chemical Plant, and Retail.

Daniel Septianto earned his Bachelor Degree from UPN "Veteran" Yogyakarta, in 2004, and is currently studying for his Master of Information Technology (MIT) in Cyber Security at Swiss German University (SGU), Indonesia. He is a Certified Ethical Hacker (CEH), received his internationally-acknowledged certificate from EC-Council, and is a Certified Fraud Examiner (CFE), certified by ACFE. He is also an active member of ACFE Indonesia Chapter, HoneyNet Indonesia Chapter, and Indonesian Digital Forensic Association (IDFA).

Review of Internal Audit Effectiveness

Our internal audit activities in 2017 included review of MBA stores and Warehouse for: Inventory / Merchandise, Cash Count (Petty Cash and Cash Register), Fixed Asset, and General Store Operations such as the condition of stores, grooming of store staff and administration in the stores. In total, we conducted an average of two to three internal audits for stores and one for Warehouse in 2017. These audits were conducted without prior notice to minimize fraud, and additional audits were conducted for stores to minimize stock losses.

Follow up investigations were conducted for variance of stocks and the stores responsible for the missing stocks. To ensure better transparency and accountability, additional audits were conducted at the request of management as and when required. The overall audit result in 2017 was satisfactory, in line with the Company's expectation. Reviews of most stores were generally positive with strong customer engagement, but we are continually looking for ways to strengthen the Company's internal control.

Unit Audit Internal

Sesuai Peraturan Bapepam - LK No. IX. 1. 7 tentang Pembentukan dan Pedoman Penyusunan Piagam Unit Audit Internal, Perusahaan telah membentuk Unit Audit Internal per tanggal 7 Desember 2009. Unit Audit Internal dibentuk untuk meningkatkan efisiensi dan efektifitas pelaksanaan kegiatan Perusahaan termasuk tata kelola manajemen risiko. Unit Internal Audit bersifat netral dan beroperasi secara independen dari kegiatan usaha lainnya dalam Perusahaan.

Tugas dan tanggung jawab Unit Audit Internal mencakup antara lain, penyusunan dan pelaksanaan Rencana Audit Internal Tahunan, serta menguji, mengevaluasi dan menerapkan pengendalian internal dan sistem manajemen risiko. Unit Audit Internal juga melaksanakan evaluasi dan penilaian atas berbagai fungsi utama dalam Perusahaan termasuk di bidang keuangan, akuntansi, operasional, sumber daya manusia, pemasaran dan teknologi informasi. Tanggung jawabnya yang lain adalah melakukan audit investigasi, apabila diperlukan untuk mengamankan kepentingan Perusahaan.

Unit Audit Internal juga memantau, menganalisa dan melaporkan proses tindak lanjut untuk memastikan penemuan audit internal dan rekomendasi yang terkait telah tertangani. Dalam melaksanakan tanggung jawabnya Unit Audit Internal bekerja sama dengan Komite Audit.

Independensi, integritas, kejujuran dan objektivitas serta mutu pelaksanaan audit selalu menjunjung Kode Etik sebagai Auditor Internal. Seluruh hasil audit diserahkan kepada unit organisasi untuk dievaluasi - dan juga kepada Presiden Direktur serta Dewan Komisaris.

Daniel Septianto

Unit Audit Internal

Warga negara Indonesia, kelahiran tahun 1982 saat ini menjabat sebagai Auditor Internal Perusahaan.

Daniel Septianto pertama bergabung di MBA pada tahun 2013 dan menjabat posisi Manager Internal Audit untuk PT Mitra Adiperkasa Tbk (MAP), kemudian sebagai Manager Internal Control untuk MAP (2014 – 2017). Sebelum bergabung dengan Perusahaan, beliau memiliki lebih dari 10 tahun pengalaman kerja di bidang Internal Audit untuk berbagai bidang usaha, termasuk diantaranya Pulp & Kertas, Chipmill, Plantasi, Kehutanan, Leasing, PEC (Procurement Engineering Construction), Pabrik Kimia, dan Ritel.

Daniel Septianto memperoleh gelar Sarjana dari UPN "Veteran" Yogyakarta pada tahun 2004, dan saat ini sedang melanjutkan studi Master of Information Technology (MIT) bidang Cyber Security di Swiss German University (SGU), Indonesia. Beliau adalah Certified Ethical Hacker (CEH), memperoleh sertifikasi yang diakui secara internasional dari EC-Council, dan Certified Fraud Examiner (CFE) dari ACFE. Disamping itu, beliau juga anggota aktif dalam ACFE Indonesia Chapter, HoneyNet Indonesia Chapter, dan Asosiasi Forensik Digital Indonesia (AFDI).

Tinjauan Efektivitas Audit Internal

Kegiatan audit internal kami pada tahun 2017 meliputi tinjauan dari gerai-gerai dan gudang MBA terkait: Inventory / Merchandise, Perhitungan Kas (Petty Cash dan Cash Register), Aset Tetap, dan General Store Operations seperti kondisi gerai, penampilan staf di gerai dan juga kegiatan administrasi di gerai-gerai. Secara keseluruhan, rata-rata kami melakukan dua sampai tiga kali audit internal untuk gerai-gerai, dan satu kali untuk gudang di 2017. Audit ini dilakukan tanpa pemberitahuan sebelumnya untuk meminimalkan penipuan, selain itu audit tambahan dilakukan agar gerai-gerai bisa meminimalkan hilangnya stok barang.

Tindak lanjut atas investigasi dilakukan terhadap beragam stok barang dan pertanggungjawaban gerai-gerai atas stok barang yang hilang. Untuk memastikan transparansi dan akuntabilitas yang lebih baik, audit tambahan dilakukan atas permintaan manajemen dan apabila diperlukan. Hasil audit secara keseluruhan pada tahun 2017 cukup memuaskan, sejalan dengan ekspektasi perusahaan. Meskipun tinjauan secara umum dari sebagian besar gerai kami positif dengan keterlibatan pelanggan yang kuat, namun kami terus mencari cara untuk memperkuat pengendalian internal Perusahaan.

Whistleblowing System

Whistleblowing System is a mean of communication that handles complaints in a responsive, transparent, safe and responsible manner - which also guarantees the confidentiality and security of the whistleblower in conveying allegations of irregularity or breach of Company policy and provision. The system is a fairly reliable method and a key tool in our efforts to uphold the implementation of good corporate governance. The company has implemented the Whistleblowing system since October 2010.

A whistleblower is an employee or other individual associated with MAP who in good faith reports what they believe to be a breach of Company policy.

The company recognizes that the success of the whistleblowing system is determined by several factors, namely the commitment of management, dissemination, understanding and acceptance of guidelines by all employees as well as a tangible follow-up. The Company has executed all these critical factors flawlessly to date.

The Company's philosophy in the implementation of whistleblowing system is as follows: "Everyone associated with the Company are required to oversee and take responsibility of themselves and their surroundings."

Ethical reporting standards applicable in this system are as follows:

1. Any complaint or disclosure on any allegation should be informed through facilities that have been provided, e.g. telephone, SMS, WhatsApp, e-mail and snail mail addressed to the Hotline Service
2. The whistleblower should provide sufficient information which includes: name, address and employee ID (specifically for employees of the Company)
3. The whistleblower must provide a telephone number where he or she can be contacted
4. The whistleblower must fill in and submit the whistleblowing form for administration purposes
5. During the investigation process, confidentiality, presumption of innocence and professionalism must be prioritized
6. Confidentiality of whistleblower's identity is guaranteed by the Company

Several key aspects in implementing the Company's whistleblowing system include:

A. Structure

- Based on management discussions
- In accordance with the Law on Witness and Victim Protection (Law No. 13/2006).
- Policy: Whistleblowing process, information that can be accepted and be accounted for, follow-up action, confidentiality and protection of whistleblower

Whistleblowing System

Salah satu program yang diterapkan oleh Unit Audit Internal adalah Whistleblowing System. Whistleblowing System merupakan sistem yang menangani pengaduan secara tanggap, transparan, aman dan bertanggungjawab, yang menjamin kerahasiaan dan keamanan whistleblower untuk menyampaikan dugaan adanya penyimpangan atau pelanggaran terhadap kebijakan dan ketentuan Perusahaan. Sistem ini merupakan metode yang cukup handal serta menjadi salah satu wujud implementasi Perusahaan dalam menjalankan Tata Kelola Perusahaan yang baik. Perusahaan telah menjalankan sistem ini sejak Oktober 2010.

Whistleblower adalah karyawan atau orang-orang di lingkungan perusahaan, yang melaporkan suatu tindakan yang dianggap melanggar kebijakan dan ketentuan Perusahaan.

Perusahaan menyadari bahwa keberhasilan Whistleblowing System ditentukan oleh beberapa faktor, yaitu komitmen manajemen, sosialisasi, pemahaman dan penerimaan seluruh karyawan serta tindak lanjut yang nyata. Oleh karenanya seluruh faktor keberhasilan tersebut telah dijalankan dan tetap dipegang teguh hingga saat ini.

Filosofi yang diterapkan Perusahaan dalam menjalankan Whistleblowing System ini, yaitu: "Jadikan setiap orang yang berhubungan dengan Perusahaan menjadi pengawas atas dirinya sendiri dan lingkungan sekitarnya."

Adapun standar etika pelaporan yang berlaku dalam sistem ini adalah sebagai berikut:

1. Pengaduan harus melalui sarana yang telah disediakan, yaitu telepon, SMS, WhatsApp, email dan surat yang ditujukan ke alamat Hotline Service
2. Identitas whistleblower harus jelas, antara lain: nama, alamat, dan nomor induk karyawan (khusus bagi pelapor karyawan Perusahaan)
3. Whistleblower harus memberikan nomor telepon yang dapat dihubungi
4. Whistleblower mengisi formulir whistleblowing untuk kepentingan administrasi
5. Dalam melakukan proses pemeriksaan atas setiap pengaduan, wajib mengedepankan kerahasiaan, asas praduga tidak bersalah dan profesionalisme
6. Identitas whistleblower dijamin kerahasiaannya oleh Perusahaan

Sejumlah aspek yang perlu diperhatikan dalam menjalankan Whistleblowing System adalah:

A. Struktur

- Berdasarkan keputusan manajemen
- Sesuai dengan peraturan perundangan perlindungan saksi (UU No. 13/2006)
- Kebijakan: proses whistleblowing, informasi yang dapat diterima dan dapat dipertanggungjawabkan, tindak lanjut, kerahasiaan informasi dan perlindungan atas pelapor

B. Process

- Monitor technical implementation
- Utilize a tool for assisting preliminary analysis of information
- Maintain records or documentation of all complaints received
- Expertise to receive and examine a report
- Periodically assess the effectiveness of the whistleblowing system

C. People

- Compliance with ethical reporting standards
- Conduct socialization to encourage the realization of an ethical and responsible culture in the workplace
- Build whistleblower's trust in the process

Process for dealing with whistleblowing disclosures are as follows:

1. Manager and/or General Manager of Internal Audit receive complaints or disclosure from the whistleblower through the hotline service (telephone, SMS, WhatsApp, e-mail and mail).
2. Manager and/or General Manager of Internal Audit and team carry out investigation to find evidence and conduct interrogation to obtain written acknowledgement from the related parties.
3. The Internal Audit Unit will produce a report of investigation result for complaints that are proven true, by attaching the evidence and statements from the parties concerned. As for complaints that have not been proven, implementation of audit will be terminated or put on hold pending further information from the whistleblower
4. Report of the investigation result will be submitted to the Industrial Relation Department for further follow-up.
5. The Industrial Relation Department will then - alone or together with the Case Centre Department - initiate disciplinary action against the wrongdoer, including hand over to the police authority if deemed necessary.

Litigation

There were no legal/regulatory disputes involving the Company, subsidiaries of the Company, the Board of Commissioners and/or the Board of Directors during the financial year ended 31st of December 2017 that could have adverse effect on the Company's business or operation.

B. Proses

- Memperhatikan teknis pelaksanaan di lapangan
- Menggunakan perangkat untuk membantu analisa awal informasi
- Melakukan dokumentasi atas pengaduan yang diterima
- Memiliki keahlian dalam menerima dan memeriksa laporan
- Melakukan penilaian efektivitas whistleblowing system secara berkala.

C. Pelapor

- Memperhatikan standar etika pelaporan
- Mengikuti sosialisasi untuk mendorong terciptanya budaya beretika dan bertanggungjawab
- Membangun kepercayaan whistleblower

Langkah-langkah dalam penanganan pelaporan dari Whistleblower adalah sebagai berikut :

1. Manajer dan/atau GM Audit Internal menerima pelaporan dari Whistleblower melalui hotline service (telepon, SMS, WhatsApp, email dan surat).
2. Manajer dan/atau GM Audit Internal bersama team melakukan investigasi untuk mencari bukti-bukti serta melakukan interogasi untuk mendapatkan pengakuan tertulis dari pihak-pihak terkait.
3. Unit Audit Internal akan membuat Laporan Hasil Investigasi untuk pengaduan yang terbukti kebenarannya dengan melampirkan bukti-bukti serta Surat Pernyataan dari pihak-pihak terkait. Sedangkan untuk pengaduan yang tidak/belum terbukti, pelaksanaan audit akan dihentikan atau menunggu pelaporan lanjutan dari whistleblower.
4. Laporan Hasil Investigasi akan diserahkan kepada Industrial Relation Department untuk ditindak lanjuti.
5. Industrial Relation Department sendiri atau bersama Case Centre Department akan menetapkan sanksi terhadap pelaku penyimpangan/pelanggaran maupun proses kepada pihak kepolisian bila diperlukan.

Litigasi

Tidak ada masalah hukum yang melibatkan Perusahaan, Entitas Anak, Dewan Komisaris dan/ atau Direksi selama tahun buku yang berakhir pada 31 Desember 2017 yang dapat mempengaruhi kelangsungan usaha Perusahaan.