



# Corporate Governance Commitment

Good Corporate Governance (GCG) is a critical and continuous commitment that XL Axiata integrates into its daily operational framework. This commitment encompasses a diverse range of activities, all aimed at upholding exemplary customer service standards. The organization places great emphasis on managing its business and operational practices with the utmost professionalism, which entails the implementation of rigorous processes and comprehensive training programs that equip employees with the necessary competencies to excel in their roles.

To reinforce its dedication to GCG, XL Axiata consistently invests in the advancement of its organizational infrastructure. This investment involves the enhancement of technological systems, the refinement of internal processes, and the assurance that all operations comply with applicable regulations and established best practices. The Company is proactive in identifying potential areas for improvement and is committed to fostering a culture rooted in accountability and transparency throughout its operations.

Furthermore, XL Axiata acknowledges the significance of legal compliance and endeavors to adhere to all relevant laws and regulations governing its industry. By fulfilling these obligations, the company affirms its commitment to ethical business conduct and responsible corporate citizenship. XL Axiata firmly believes that adherence to exemplary Corporate Governance practices will be instrumental in achieving its strategic objective of becoming the leading convergence operator in Indonesia.

In addition to regulatory compliance, XL Axiata is dedicated to implementing initiatives that emphasize social and environmental responsibility. The organization actively seeks opportunities to engage in sustainable practices, including reducing its ecological footprint and contributing to community development. Through these initiatives, XL Axiata not only aims to meet regulatory requirements but also aspires to generate a positive impact on society and the environment, thereby reinforcing its position as a responsible leader within the telecommunications sector.

## Corporate Governance Legal References

As a publicly traded entity on the Indonesia Stock Exchange, XL Axiata is committed to upholding the Corporate Governance guidelines as stipulated in the Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Companies, along with its implementing regulations, as well as Law No. 8 of 1995 regarding the Capital Market. The Company is dedicated to complying with all pertinent regulations, particularly those promulgated by the Financial Services Authority (OJK) and the Indonesia Stock Exchange.

XL Axiata adheres to a variety of internal regulations, including updated Articles of Association that align with current legal requirements. The organization has established comprehensive internal policies, which encompass an Employee Code of Ethics and Conduct Policies, a Good Corporate Governance (GCG) Manual, Work Guidelines, and a Code of Ethics for the Board of Directors and Board of Commissioners (Board Manual). These policies address various operational aspects of the company.

Furthermore, XL Axiata has instituted a Whistleblowing System accessible to all employees and has enacted an Anti-Bribery and Anti-Corruption Policy that applies uniformly to all company personnel, in addition to third-party individuals and stakeholders who engage in business with XL Axiata.

In executing its Good Corporate Governance (GCG) framework, XL Axiata references existing laws and regulations, including capital market authority regulations and established best practices. These best practices encompass various guidelines and standards aimed at fostering transparency, accountability, and ethical conduct within the organization:

## Corporate Governance Legal References

1. Law No. 8 of 1995 concerning Capital Market.
2. Law No. 40 of 2007 concerning Limited Liability Companies.
3. Law No. 4 of 2023 concerning the Development and Strengthening of the Financial Sector.

Financial Services Authority Regulations (POJK) and Financial Services Authority Circulars (SEOJK), among others:

1. POJK No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.
2. POJK No. 34/POJK.04/2014 concerning the Nomination and Remuneration Committee of Issuers or Public Companies.
3. POJK No. 35/POJK.04/2014 concerning Corporate Secretary of Issuers or Public Companies.
4. POJK No. 8/POJK.04/2015 concerning Website of Issuers or Public Companies.
5. POJK No. 21/POJK.04/2015 concerning the Implementation of Public Company Governance Guidelines.
6. POJK No. 31/POJK.04/2015 concerning Disclosure of Material Information or Facts by Issuers or Public Companies.
7. POJK No. 55/POJK.04/2015 concerning the Establishment and Work Guidelines of the Audit Committee.
8. POJK No. 56/POJK.04/2015 concerning the Establishment and Guidelines for the Preparation of Internal Audit Unit Charter.
9. POJK No. 29/POJK.04/2016 concerning Annual Report of Issuers or Public Companies.
10. POJK No. 15/POJK.04/2020 concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies.
11. POJK No. 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies.
12. POJK No. 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities.
13. POJK No. 42/POJK.04/2020 concerning Affiliate Transactions and Conflict of Interest Transactions.
14. SEOJK No. 32/SEOJK.04/2015 concerning Guidelines for Public Company Governance.
15. SEOJK No. 16/SEOJK.04/2021 concerning the Format and Content of the Annual Report of Issuers or Public Companies.
16. Roadmap of Indonesian Corporate Governance Guidelines issued by OJK.
17. ASEAN Corporate Governance Scorecard (ACGS) issued by the ASEAN Capital Market Forum (ACMF).
18. Indonesian General Guidelines for Corporate Governance issued by the National Governance Policy Committee (KNKG).

## Good Corporate Governance Principles

In the application of Good Corporate Governance (GCG) principles, XL Axiata has implemented digitalization to enhance the efficiency of operational processes, ensure consistency, and uphold the quality of the organization. Furthermore, XL Axiata adheres to the foundational principles of GCG in accordance with the Indonesian Corporate

Governance General Guidelines (PUGKI) 2021, which have been revised by the National Committee on Governance Policy (KNKG). The principles encompass Ethical Conduct, Accountability, Transparency, and Sustainability.

The following is an elucidation of each GCG principle adopted by the Company:





### Ethical Conduct



The corporation places a premium on honesty in its operations, treats all stakeholders with respect, fulfills commitments, and consistently cultivates and maintains moral values and trust. It takes into consideration the interests of shareholders and other stakeholders based on principles of fairness and equity. The corporation is managed independently, ensuring that no individual corporate entity can dominate or intervene in the affairs of another.

#### Implementation at XL Axiata

All decision-making processes within the Company are required to avoid conflicts of interest. In circumstances where any corporate action may present a conflict of interest, such action shall only proceed in compliance with applicable regulations. All shareholders are entitled to impartial and equitable treatment as mandated by existing laws and regulations. Moreover, each shareholder and stakeholder possesses the right to provide feedback and receive an equivalent level of information regarding the company.

### Accountability



The corporation is fully accountable for its performance, presenting information in a transparent and equitable manner. It is essential that the corporation is managed correctly, with measurable outcomes aligned with corporate interests while also considering the interests of shareholders and stakeholders. Accountability is vital for achieving sustainable performance.

#### Implementation at XL Axiata

The Company takes responsibility for all information provided to shareholders and stakeholders, ensuring that the activities conducted by any corporate organ align with their respective duties and responsibilities.

### Transparency



To maintain objectivity in its business operations, the corporation disseminates material and relevant information in a manner that is accessible and comprehensible to stakeholders. The corporation takes the initiative to disclose not only those matters required by laws and regulations but also other significant issues that are vital for decision-making by shareholders, creditors, and other stakeholders.

#### Implementation at XL Axiata

The Company provides all relevant information that may influence the decision-making processes of shareholders through various channels, such as the Annual Report, Financial Statements accessible on the IDX website, the Company's official website, and/or newspapers.

### Sustainability



The corporation adheres to legal regulations and is committed to fulfilling its social and environmental responsibilities, thereby contributing to sustainable development through collaboration with relevant stakeholders to enhance their well-being in alignment with business interests and the sustainable development agenda.

#### Implementation at XL Axiata

XL Axiata is devoted to upholding the principles of Environmental, Social, and Corporate Governance in all operational aspects. With a strong emphasis on sustainability and responsible business practices, XL Axiata endeavors to create a positive impact on both the environment and society while maintaining high standards of corporate governance, which reflects the company's commitment to long-term value creation and ethical business conduct.

### Digitization



The Company asserts that digitalization will stimulate business growth, enhance the efficiency of existing processes, and ensure consistency and quality. Additionally, it will empower the organization and its Board Members to adapt to ongoing disruptions in business models by initiating modifications to its internal governance techniques, Board leadership, structure, and processes.



# Corporate Governance Implementation in 2024

To strengthen the implementation of GCG in 2024, XL Axiata carried out the following actions:

1. Improvement and updating of the Company's GCG policies, including the Board Manual, Financial Limit of Authority (LOA), Risk and Business Continuity Committee Charter, Information Security Policy, Human Capital Policy, and Anti-Bribery and Anti-Corruption Policy.
2. Updating information on the Company's website, including updating information on the Company's policies, core values, changes to the Board of Directors, disclosure announcements, Financial Statements, Privacy Policy, materials related to the AGM, and information on corporate actions.
3. Updating the Company's internal policies and procedures, including those related to software & product development process, asset accounting, VAS Partner service process & service modification, vendor document exclusion procedure, and Anti-Bribery and Anti-Corruption clauses, legal document process, procedures related to Home Business operations, financial reporting process, data privacy risk audit procedure, data sharing and data development cycle management, network planning and design process, customer complaint handling procedure.
4. Prepare and update the Power of Attorney for delegation of authority of the Board of Directors to internal and external parties in accordance with the provisions stipulated in the Articles of Association, Limit of Authority (LOA), and applicable laws and regulations.
5. Organize training and/or competency improvement for the Board of Directors, Board of Commissioners, and members of Committees under the Board of Commissioners, including topics on the Indonesian Economy and the latest developments in the global Telecommunications industry.
6. Conducting Board Induction for new members of the Board of Directors related to GCG aspects in the Company.
7. Integrate the Single Registration System in all lines of the Company with the Document Record Management system.
8. Conducting socialization of Anti-Bribery Anti-Corruption (ABAC) & Gift Donation Sponsorship (GDS) self-declaration filling and refreshing training related to ABAC implementation for employees.
9. Organizing the Annual General Meeting of Shareholders (AGM).
10. Organizing Board of Directors, Board of Commissioners, Joint Board of Directors and Board of Commissioners meetings, Nomination and Remuneration Committee meetings, Transformation Advisory Committee meetings, and Strategy meetings attended by the Board of Commissioners, Board of Directors, and leaders one level below the Board of Directors.
11. Organizing annual Public Expose and meetings with investors for the issuance of Bonds and Sukuk.
12. Prepare and publish the 2024 Annual Report.
13. Carry out the dividend distribution process for the financial year 2024.
14. Implement a blackout period program to prevent insider trading.
15. Updating the Company's Record Management system.
16. Updating the Decree of the Board of Directors on the Division of Duties and Authorities of the Board of Directors in connection with changes in the composition of the Board of Directors and adjustments to the changes in the Company's organization.
17. Prepare and compile share ownership reports and dual position reports for members of the Board of Commissioners, Board of Directors, and Committees under the Board of Commissioners.
18. Ensure that there is no conflict of interest in corporate actions by making a statement letter of no conflict of interest for the Board of Directors and Board of Commissioners on affiliated transactions carried out by the Company in 2024.
19. Implementation of the Company's compliance with capital market regulations for the implementation of the Company's corporate actions in 2024.



# GCG Assessment

## ASEAN Corporate Governance Scorecard (ACGS)

In October 2023, the OECD published new parameters for the ACGS. The assessment based on these updated parameters will be conducted in 2024.

The latest assessment results for XL Axiata, based on the ACGS for the fiscal year 2021, were received in early 2023.

### Assessor

The assessment of Good Corporate Governance (GCG) implementation based on ACGS parameters for the fiscal year 2021 was initiated by the Financial Services Authority in collaboration with PT Bursa Efek Indonesia. They appointed PT RSM Indonesia Consultant as the assessor.

## Assessment Criteria

The ACGS 2021 evaluation was based on publicly accessible information, including the Annual Report, the Company's website, and disclosures made by the Company published in English, with a deadline for submission by 31 August 2021.

The assessment covered five key aspects:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Responsibility of the Boards

## Assessment Results

In the assessment of the ASEAN Corporate Governance Scorecard (ACGS) for the fiscal year 2021, the Company received its results in early 2023. The overall score obtained by the Company was 95.15.

| Scorecard Level 1                    | Total item | Item(s) Not Applicable | Items Adopted | Adoption Rate |
|--------------------------------------|------------|------------------------|---------------|---------------|
| Part A                               | 21         | 1                      | 19            | 95.00%        |
| Part B                               | 15         | 2                      | 12            | 92.31%        |
| Part C                               | 13         | 0                      | 12            | 92.31%        |
| Part D                               | 32         | 0                      | 27            | 87.10%        |
| Part E                               | 65         | 0                      | 46            | 70.77%        |
| <b>Total Score (Level 1 &amp; 2)</b> |            |                        | <b>95.15</b>  |               |

# Corporate Governance Implementation Framework

XL Axiata has established a comprehensive framework for the implementation of Corporate Governance, which can be categorized into three distinct components:

## 1. Governance Structure

This component encompasses the company's organizational framework and infrastructure for corporate governance.

## 2. Governance Process

This includes the processes and mechanisms facilitating effective corporate governance implementation, specifically comprising awareness, internalization, monitoring, and evaluation.

## 3. Governance Outcome

This pertains to the results derived from the implementation of governance practices, with the ultimate objective of achieving the status of a "good corporate citizen."

# Corporate Governance Structure

The Corporate Governance structure of XL Axiata is developed in alignment with the functions, authorities, and responsibilities assigned to each organ, as stipulated by Law No. 40 of 2007, applicable Financial Services Authority Regulations, and the Articles of Association. This structure includes the following key components:

## 1. General Meeting of Shareholders

This assembly serves as a forum for shareholders to engage in discussions and make informed decisions pertaining to XL Axiata.

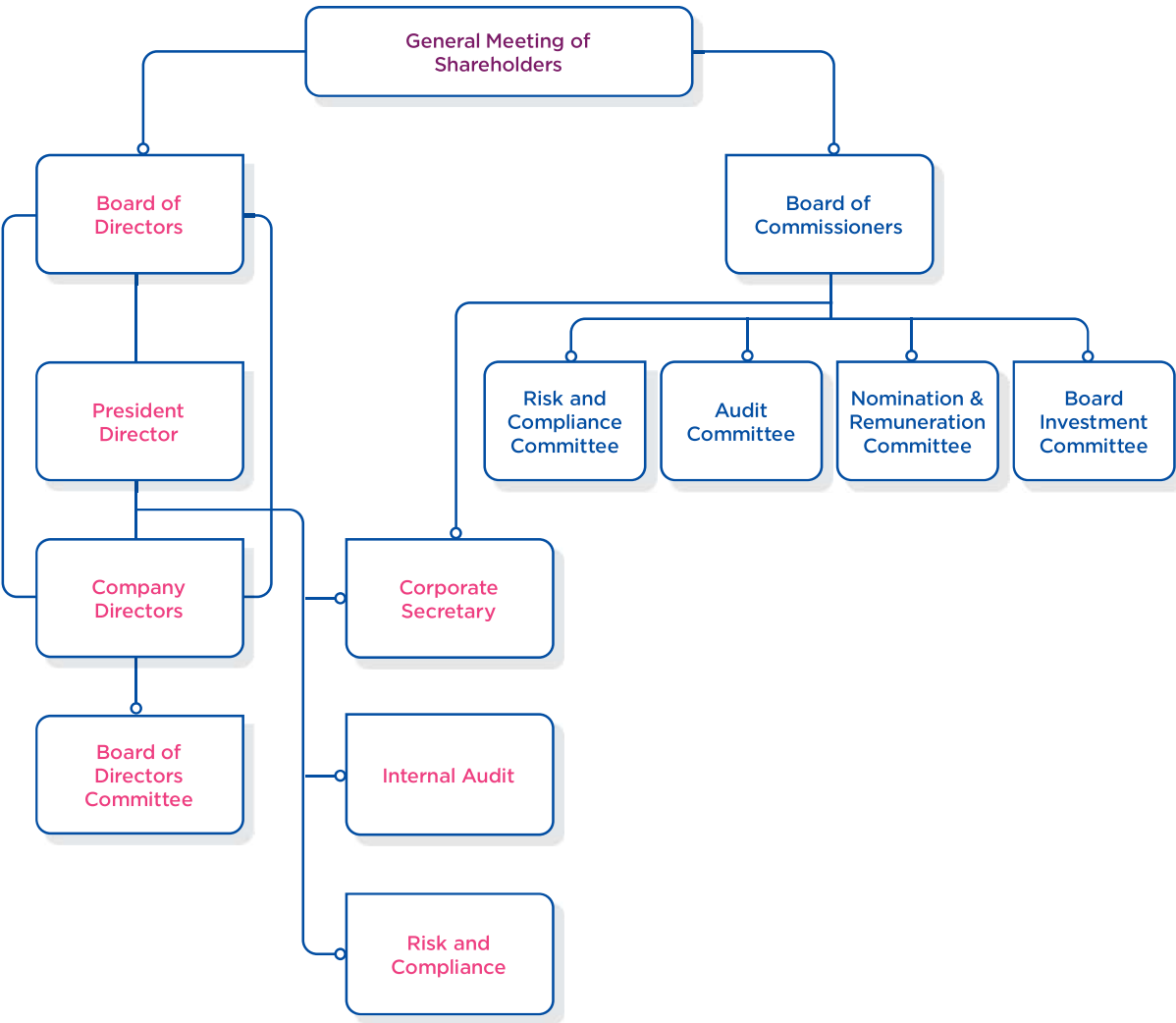
## 2. Board of Commissioners

This organ oversees the Company's management activities conducted by the Board of Directors.

## 3. Board of Directors

This organ is responsible for the management of XL Axiata and acts as the representative of the Company.

These three organs constitute the fundamental elements of the Company's business system. In executing their respective functions, duties, and responsibilities, the Board of Commissioners and the Board of Directors may also establish supporting organs. The Governance Structure at XL Axiata is generally classified into Main Organs and Supporting Organs as follows:





# General Meeting of Shareholders



The General Meeting of Shareholders (GMS) constitutes a corporate entity endowed with authorities not conferred upon the Board of Directors or the Board of Commissioners, as delineated by the Articles of Association and pertinent legal regulations.

The GMS acts as a forum in which shareholders may exercise their rights, fulfill their responsibilities, express their viewpoints, cast their votes, and seek information concerning strategic decision-making and the overall management of XL Axiata.

XL Axiata recognizes two forms of GMS: the Annual General Meeting of Shareholders (AGMS) and the Extraordinary General Meeting of Shareholders (EGMS). The EGMS may be convened at any time in response to the Company's requirements, in accordance with regulatory standards and the provisions set forth in the Company's Articles of Association.

## Shareholder Rights and Authority in the GMS

Shareholders possess the right to attend the GMS either in person or via authorized proxies. Proxies may be obtained from the company's official website ([www.xlaxiata.co.id](http://www.xlaxiata.co.id)) following the release of the GMS invitation.

In accordance with the Articles of Association and applicable legal frameworks, the GMS is authorized to:

1. Approve the Annual Report, which includes the Company's course of business, as well as the Board

of Commissioners' Supervisory Activity Report during the fiscal year, as detailed in the Company's Integrated Annual Report.

2. Ratify the financial statements, comprising of the balance sheet and income statement of the financial year, audited by a public accountant.
3. Provide approval for the proposed use of the Company's profits.
4. Appoint, or delegate the Board of Commissioners to appoint, a Public Accountant for the current year.
5. Appoint and/or dismiss members of the Board of Directors and Board of Commissioners, if necessary.
6. Determine the remuneration for members of the Board of Directors and the Board of Commissioners.
7. Approve other GMS agendas as duly proposed in accordance with the provisions of the Articles of Association.

Furthermore, Shareholders have the following rights in the Extraordinary GMS to:

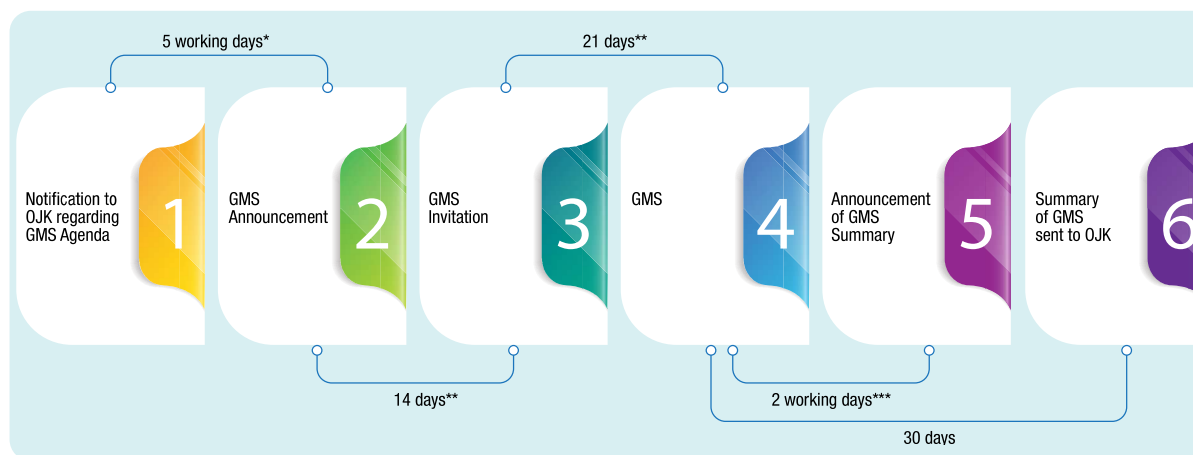
1. Approve the merger, consolidation, acquisition, and separation, filing for bankruptcy over the Company, the extension of the period of the Company, dissolution and liquidation;
2. Appoint and terminate members of the Board of Directors and/or Board of Commissioners;
3. Ratify the amendment of Articles of Association;
4. Approve additional Authorized Capital and/or Issued and Paid-Up Capital;
5. Approve material transaction based on authority threshold as regulated under prevailing regulations and/or amendments of business activities;
6. Approve distribution of new shares in portfolio;
7. Approve plan and results allocation from funding activity;
8. Approve the proposed corporate action in accordance with prevailing regulations;
9. For transactions that may involve conflicts of interest, approval must be granted by the Independent Shareholders or their authorized representatives in the GMS.

## Equal Treatment of Shareholders

The Company is committed to ensuring equal treatment of all shareholders by providing them with equitable access to information and voting mechanisms that are commensurate with the number of shares they hold, in accordance with their respective ownership stakes.

## Implementation of GMS

Stages involved in the implementation of the XL Axiata General Meeting of Shareholders (GMS) are as follows:



\* By excluding GMS announcement date

\*\* By excluding announcement date and invitation date

\*\*\* By excluding invitation date and GMS date

## Efforts to Promote Shareholder Participation

The Company facilitates shareholder engagement by offering access to comprehensive information and materials related to the GMS on the Company's official website. Documentation pertinent to the agenda of the GMS will be accessible on the website commencing from the date the GMS invitation is issued.

In an effort to enhance accessibility for all shareholders, the Company is adopting an electronic GMS (e-RUPS), which will allow for virtual participation irrespective of the shareholders' geographical locations. This method presents a significant advancement over traditional in-person GMS meetings, which may impose limitations on attendance.

## Code of Conduct for GMS

The GMS Code of Conduct is published and thoroughly communicated to shareholders prior to the GMS. This document includes critical information regarding the role of the meeting chairman, the agenda, as well as the voting mechanisms and procedures that will be employed during the meeting.

## GMS Quorum

The quorum requirements for the Company's GMS adhere to the stipulations outlined in the Articles of Association and the applicable regulatory framework, which delineate the quorum necessary for various corporate actions.

| No.    Conditions |                                                        | First GMS  |     |     |          |      |      | Second GMS |     |     |          |      |      |      |  |  |
|-------------------|--------------------------------------------------------|------------|-----|-----|----------|------|------|------------|-----|-----|----------|------|------|------|--|--|
|                   |                                                        | Attendance |     |     | Approval |      |      | Attendance |     |     | Approval |      |      |      |  |  |
|                   |                                                        | >1/2       | 2/3 | 3/4 | >1/2     | >2/3 | >3/4 | >1/2       | 1/3 | 2/3 | 3/5      | >1/2 | >2/3 | >3/4 |  |  |
| 1                 | Amendments to the Articles of Association              | √          |     |     | √        |      |      |            |     |     | √        |      |      | √    |  |  |
| 2                 | Additional Authorized Capital                          | √          |     |     | √        |      |      | √          |     |     |          |      |      | √    |  |  |
| 3                 | Additional Paid-up and Issued Capital                  | √          |     |     | √        |      |      | √          |     |     |          |      |      | √    |  |  |
| 4                 | Ratification of Annual Report and Financial Statements | √          |     |     | √        |      |      | √          |     |     |          |      |      | √    |  |  |
| 5                 | Use of Net Profit                                      | √          |     |     | √        |      |      | √          |     |     |          |      |      | √    |  |  |
| 6                 | Dismissal of Members of the Board of Directors         | √          |     |     | √        |      |      | √          |     |     |          |      |      | √    |  |  |





| No. Conditions |                                                                       | First GMS  |     |     |          |      |      | Second GMS |     |     |          |      |      |      |
|----------------|-----------------------------------------------------------------------|------------|-----|-----|----------|------|------|------------|-----|-----|----------|------|------|------|
|                |                                                                       | Attendance |     |     | Approval |      |      | Attendance |     |     | Approval |      |      |      |
|                |                                                                       | >1/2       | 2/3 | 3/4 | >1/2     | >2/3 | >3/4 | >1/2       | 1/3 | 2/3 | 3/5      | >1/2 | >2/3 | >3/4 |
| 7              | Takeover of Company Management by the Board Of Commissioners          | √          |     |     | √        |      |      | √          |     |     |          | √    |      |      |
| 8              | Transfer or pledge 50% or more of the Company's assets from net worth |            |     | √   |          |      | √    |            |     |     | √        |      |      | √    |
| 9              | Mergers, Consolidations, Acquisitions, and Separations                |            |     | √   |          |      | √    |            |     |     | √        |      |      | √    |
| 10             | Insolvency, Dissolution                                               |            |     | √   |          |      | √    |            |     |     | √        |      |      | √    |
| 11             | Extension request establishment of the duration of the Company        |            |     | √   |          |      | √    |            |     |     | √        |      |      | √    |
| 12             | Conflict of Interest *for Independent GMS                             | √          |     |     | √        |      |      | √          |     |     |          | √    |      |      |

## Questions and Answers During the General Meeting of Shareholders (GMS)

In every execution of the GMS, which includes both the Annual GMS and the Extraordinary GMS, the Company facilitates an opportunity for attending shareholders to inquire about matters related to the agenda of the meeting. These inquiries will be addressed or responded to by representatives of the Company. Shareholders wishing to pose questions during an electronically conducted GMS may do so via the eASY.KSEI application. Furthermore, this question and answer session is documented in the Minutes of the GMS, which are prepared by a Notary appointed by the Company.

The regulations governing this question and answer process are detailed in the Articles of Association, the Good Corporate Governance (GCG) Manual, and the GMS Rules of Procedure.

## Electronic Voting

Shareholders who appoint a proxy utilizing the e-proxy mechanism through the eASY.KSEI application will be deemed to have exercised their rights using the aforementioned application. For participants attending the meeting electronically through eASY.KSEI, the voting process will be conducted via the eASY.KSEI application under the E-Meeting Hall, specifically within the Live Broadcasting submenu, henceforth referred to as "eASY.KSEI e-voting."

Upon the completion of voting on the meeting agenda, all votes submitted by the participants regardless of whether submitted through e-Proxy or e-Voting in eASY.KSEI will be tabulated by the Share Registrar. The results of the voting calculations will be verified by the Notary, ensuring independence from the Securities Administration Bureau and the Notary themselves. Subsequently, the Notary will announce the results of the vote count to the participants of the meeting.

## Implementation of General Meeting of Shareholders in 2024

In 2024, XL Axiata held Extraordinary General Meeting of Shareholders (EGMS) on 11 January 2024 and Annual General Meeting of Shareholders on 3 May 2024, both were held at Jayawijaya Meeting Room, 36<sup>th</sup> Floor, Gedung XL Axiata Tower, Jl. H.R. Rasuna Said X5 Kav.11-12, Kuningan Timur, Setiabudi, Jakarta.

The detailed information about the implementation of EGMS and AGMS can be found in the following table:

| Remark                                                                     | EGMS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--|----------------|--------------------|---------------|----------|-------------------|----------|----------------------|----------|--------------------|----------|------------------|----------|-------------------------------|--|--------------------------|------------------------|-----------------------|--------------|--------------------|--------------------------|------------------|--------------------------|------------------|--------------------------|
| <b>Meeting Agenda</b>                                                      | <ol style="list-style-type: none"> <li>1. Approval of the Amendment to Article 3 of the Company's Articles of Association related to Change of the Company's Business Activities, including the Feasibility Study discussion on the additional of the Company's business activity to comply with the requirements and provisions of Financial Services Authority Regulation No.17/POJK.04/2020 concerning Material Transaction and Change of Business Activity ("POJK No.17/2020")</li> <li>2. Approval of Changes in the Composition of the Company's Board of Commissioners.</li> </ol>                                                                                                                                                                                                                                            |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Fulfillment of Legal Procedures for Meeting</b>                         | <ol style="list-style-type: none"> <li>1. Notification of Meeting Agenda to OJK on 29 November 2023;</li> <li>2. Announcement of Meeting on 5 December 2023;</li> <li>3. Invitation for the Meeting on 20 December 2023, including the materials that will be presented at the Meeting – 22 days prior to EGMS.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Meeting Chairman</b>                                                    | Mr. Muhamad Chatib Basri, President Commissioner of the Company, who was appointed based on the resolution of the Board of Commissioners Meeting on 30 October 2024.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Attendance Quorum</b>                                                   | The Meeting was attended by Shareholders and/or Proxy Holder representing 10,399,489,776 shares in the Company, constituting 79.55% of the total 13,128,430,665 shares issued by the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Attendance of the Board of Directors and the Board of Commissioners</b> | <table> <tr> <td><b>Board of Directors</b></td><td></td></tr> <tr> <td>Dian Siswarini</td><td>President Director</td></tr> <tr> <td>Feiruz Ikhwan</td><td>Director</td></tr> <tr> <td>Yessie D. Yosetya</td><td>Director</td></tr> <tr> <td>Abhijit J. Navalekar</td><td>Director</td></tr> <tr> <td>David Arcelus Osos</td><td>Director</td></tr> <tr> <td>I Gede Darmayusa</td><td>Director</td></tr> <tr> <td><b>Board of Commissioners</b></td><td></td></tr> <tr> <td>Dr. Muhamad Chatib Basri</td><td>President Commissioner</td></tr> <tr> <td>Dr. Hans Wijayasuriya</td><td>Commissioner</td></tr> <tr> <td>Yasmin S. Wirjawan</td><td>Independent Commissioner</td></tr> <tr> <td>Julianto Sidarto</td><td>Independent Commissioner</td></tr> <tr> <td>Muliadi Rahardja</td><td>Independent Commissioner</td></tr> </table> | <b>Board of Directors</b> |  | Dian Siswarini | President Director | Feiruz Ikhwan | Director | Yessie D. Yosetya | Director | Abhijit J. Navalekar | Director | David Arcelus Osos | Director | I Gede Darmayusa | Director | <b>Board of Commissioners</b> |  | Dr. Muhamad Chatib Basri | President Commissioner | Dr. Hans Wijayasuriya | Commissioner | Yasmin S. Wirjawan | Independent Commissioner | Julianto Sidarto | Independent Commissioner | Muliadi Rahardja | Independent Commissioner |
| <b>Board of Directors</b>                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Dian Siswarini                                                             | President Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Feiruz Ikhwan                                                              | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Yessie D. Yosetya                                                          | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Abhijit J. Navalekar                                                       | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| David Arcelus Osos                                                         | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| I Gede Darmayusa                                                           | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Board of Commissioners</b>                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Dr. Muhamad Chatib Basri                                                   | President Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Dr. Hans Wijayasuriya                                                      | Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Yasmin S. Wirjawan                                                         | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Julianto Sidarto                                                           | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| Muliadi Rahardja                                                           | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Independent parties</b>                                                 | <ul style="list-style-type: none"> <li>› Mr. Aulia Taufani, S.H. as a Public Notary;</li> <li>› PT Datindo Entrycom as the Share Registrar;</li> <li>› Kantor Jasa Penilai Publik Yanuar, Rosye &amp; Rekan as Independent Appraisal Firm; and</li> <li>› Maramis Purba Santi Singara Law Firm as Legal Consultant.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Opportunity to Raise Question</b>                                       | During the Meeting, the Company has provided the opportunity for shareholders or proxy's holder to be able to ask question(s) opinion(s) related to the discussion of each agenda of the Meeting Until the end of the session of the Meeting there were 3 (three) questions and/ or responses from shareholders or shareholder proxies, 2 (two) questions on the First Agenda and 1 (one) question on the Second Agenda.                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Decision Making Mechanism</b>                                           | <p>Decision making is conducted by e-Voting on the eASY.KSEI platform.</p> <p>This Summary of Minutes is a fulfillment of the Financial Services Authority Regulation No. 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders of Public Companies and Financial Services Authority Regulation No. 16/ POJK.04/2020 regarding the Implementation of the Electronic General Meeting of Shareholders of Public Companies.</p>                                                                                                                                                                                                                                                                                                                                                                  |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |                       |              |                    |                          |                  |                          |                  |                          |



| Remark                                                                     | AGMS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--|----------------|--------------------|---------------|----------|-------------------|----------|----------------------|----------|--------------------|----------|------------------|----------|-------------------------------|--|--------------------------|------------------------|------------|--------------|-----------------------|--------------|--------------------|--------------------------|------------------|--------------------------|------------------|--------------------------|
| <b>Meeting Agenda</b>                                                      | <ol style="list-style-type: none"> <li>1. Approval on the Company's Annual Report including the Board of Commissioners' Supervisory Report as well as Ratification of the Company's Financial Statement for the Fiscal Year Ended on 31 December 2023, and granting of full release and discharge (<i>volledig acquit et de charge</i>) to all members of the Board of Directors and the Board of Commissioners from the Management and supervisory actions carried out for the fiscal year of 2023.</li> <li>2. Approval on the Allocation of the Company's Net Profit for Fiscal Year Ended on 31 December 2023.</li> <li>3. Appointment of Accounting Firm and/or Public Accountant to Perform Audit on the Company's Financial Statement for Fiscal Year ended on 31 December 2024 and Other Financial Statement Audit as Required by the Company.</li> <li>4. Determination of Remuneration for the Members of the Board of Directors and/or the Board of Commissioners for Year 2024.</li> <li>5. Reappointment and Change to the Composition of Board of Directors and Board Commissioners composition.</li> <li>6. Accountability Report on The Realization of The Use of Proceeds of Capital Increase with Rights Issue III of PT XL Axiata Tbk Year 2022.</li> </ol> |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Fulfillment of Legal Procedures for Meeting</b>                         | <ol style="list-style-type: none"> <li>1. Notification of Meeting Agenda to OJK on 13 March 2024;</li> <li>2. Announcement of Meeting on 20 March 2024;</li> <li>3. Invitation for the Meeting on 4 April 2024, including the materials that will be presented at the Meeting – 29 days prior to AGMS.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Meeting Chairman</b>                                                    | Mr. Muhamad Chatib Basri, President Commissioner of the Company, who was appointed based on the resolution of the Board of Commissioners Meeting on 9 February 2024.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Attendance Quorum</b>                                                   | The Meeting was attended by Shareholders and/or Proxy Holder representing 10,527,294,634 shares in the Company, constituting 80.53% of the total 13,128,430,665 shares issued by the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Attendance of the Board of Directors and the Board of Commissioners</b> | <table> <tr> <td><b>Board of Directors</b></td><td></td></tr> <tr> <td>Dian Siswarini</td><td>President Director</td></tr> <tr> <td>Feiruz Ikhwan</td><td>Director</td></tr> <tr> <td>Yessie D. Yosetya</td><td>Director</td></tr> <tr> <td>Abhijit J. Navalekar</td><td>Director</td></tr> <tr> <td>David Arcelus Oses</td><td>Director</td></tr> <tr> <td>I Gede Darmayusa</td><td>Director</td></tr> <tr> <td><b>Board of Commissioners</b></td><td></td></tr> <tr> <td>Dr. Muhamad Chatib Basri</td><td>President Commissioner</td></tr> <tr> <td>Vivek Sood</td><td>Commissioner</td></tr> <tr> <td>Dr. Hans Wijayasuriya</td><td>Commissioner</td></tr> <tr> <td>Yasmin S. Wirjawan</td><td>Independent Commissioner</td></tr> <tr> <td>Julianto Sidarto</td><td>Independent Commissioner</td></tr> <tr> <td>Muliadi Rahardja</td><td>Independent Commissioner</td></tr> </table>                                                                                                                                                                                                                                                                                                                                                                                        | <b>Board of Directors</b> |  | Dian Siswarini | President Director | Feiruz Ikhwan | Director | Yessie D. Yosetya | Director | Abhijit J. Navalekar | Director | David Arcelus Oses | Director | I Gede Darmayusa | Director | <b>Board of Commissioners</b> |  | Dr. Muhamad Chatib Basri | President Commissioner | Vivek Sood | Commissioner | Dr. Hans Wijayasuriya | Commissioner | Yasmin S. Wirjawan | Independent Commissioner | Julianto Sidarto | Independent Commissioner | Muliadi Rahardja | Independent Commissioner |
| <b>Board of Directors</b>                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Dian Siswarini                                                             | President Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Feiruz Ikhwan                                                              | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Yessie D. Yosetya                                                          | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Abhijit J. Navalekar                                                       | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| David Arcelus Oses                                                         | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| I Gede Darmayusa                                                           | Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Board of Commissioners</b>                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Dr. Muhamad Chatib Basri                                                   | President Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Vivek Sood                                                                 | Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Dr. Hans Wijayasuriya                                                      | Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Yasmin S. Wirjawan                                                         | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Julianto Sidarto                                                           | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| Muliadi Rahardja                                                           | Independent Commissioner                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Independent parties</b>                                                 | <ul style="list-style-type: none"> <li>› Mr. Aulia Taufani, S.H. as a Public Notary;</li> <li>› PT Datindo Entrycom as the Share Registrar;</li> <li>› Public Accounting Firm Tanudiredja, Wibisana, Rintis &amp; Rekan (since 16 May 2024, Public Accounting Firm Tanudiredja, Wibisana, Rintis &amp; Rekan, a member of the PricewaterhouseCoopers network of firms, has changed its name to KAP Rintis, Jumadi, Rianto &amp; Rekan) a member of PricewaterhouseCoopers global network as Public Accounting Firm; and</li> <li>› Makes &amp; Partners as Legal Consultant.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Opportunity to Raise Question</b>                                       | During the Meeting, the Company has provided the opportunity for shareholders or proxy's holder to be able to ask question(s) opinion(s) related to the discussion of each agenda of the Meeting Until the end of the session of the Meeting there were 2 (two) questions and/or responses from shareholders or shareholder proxies, 1 (one) question on the First Agenda and 1 (one) question on the Second Agenda.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |
| <b>Decision Making Mechanism</b>                                           | <p>Decision making is conducted by e-Voting on the eASY.KSEI platform.</p> <p>This Summary of Minutes is a fulfillment of the Financial Services Authority Regulation No. 15/POJK.04/2020 regarding the Plan and Implementation of the General Meeting of Shareholders of Public Companies and Financial Services Authority Regulation No. 16/ POJK.04/2020 regarding the Implementation of the Electronic General Meeting of Shareholders of Public Companies.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                           |  |                |                    |               |          |                   |          |                      |          |                    |          |                  |          |                               |  |                          |                        |            |              |                       |              |                    |                          |                  |                          |                  |                          |

## Voting Results

| EGMS   |                |                          |                              |
|--------|----------------|--------------------------|------------------------------|
| Agenda | Against        | Abstain                  | Approve                      |
| First  | 0 (0,0000000%) | 107,891,955 (1.0374735%) | 10,291,597,821 (98.9625265%) |
| Second | 0 (0,0000000%) | 107,893,755 (1.0374909%) | 10,291,596,021 (98.9625091%) |

| AGMS   |                                                                                                                        |                          |                              |
|--------|------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------------|
| Agenda | Against                                                                                                                | Abstain                  | Approve                      |
| First  | 0 (0,0000000%)                                                                                                         | 267,941,440 (2.5452070%) | 10,259,353,194 (97.4547930%) |
| Second | 0 (0,0000000%)                                                                                                         | 261,216,820 (2.4813291%) | 10,266,077,814 (97.5186709%) |
| Third  | 1,516,610 (0.0144065%)                                                                                                 | 261,216,820 (2.4813291%) | 10,264,561,204 (97.5042645%) |
| Fourth | 12,793,063 (0.1215228%)                                                                                                | 261,219,320 (2.4813528%) | 10,253,282,251 (97.3971244%) |
| Fifth  | 30,746,700 (0.2920665%)                                                                                                | 261,216,820 (2.4813291%) | 10,235,331,114 (97.2266045%) |
| Sixth  | This Agenda does not require any vote from the shareholders. Thus, there was no Q&A and Voting session in this Agenda. |                          |                              |

## Resolutions of the Extraordinary General Meeting of Shareholders, 11 January 2024

EGMS Convention Resolutions: All EGMS resolutions have been fully implemented by the Company.

### First Agenda

1. Approved Change of the Company's Business Activities in the form of adding new business activities based on the Feasibility Study conducted in accordance with the provisions of the Financial Services Authority Regulation No. 17/POJK.04/2020 on the Material Transactions and Change of Business Activities as well as to approve the amendment to Article 3 of the Articles of Association of the Company in the context of Change of Business Activities in the form of adding new business activities and restate the entire Articles of Association of the Company in connection with the such changes in Business Activities.
2. Appointed and authorized with the right of substitution to the Board of Directors of the Company to take all actions related to the resolutions of this meeting, including but not limited to appearing before the authorities, holding talks, giving and/or requesting information, submitting applications for approval and/or notification of changes to the Company's Articles of Association to the Minister of Law and Human Rights of the Republic of Indonesia and other relevant authorities, making or and signing deeds and letters and other documents that are necessary or deemed necessary, appearing before a Notary to make and sign a deed of statement of the Company's Meeting resolutions and carrying out other matters that must be and/or can be implemented in connection with the Meeting resolutions.

### Second Agenda

1. Accepted the resignation of Doctor David Robert Dean as member of the Board of Commissioners of the Company from 90 (ninety) days since the date of his resignation letter namely 24 December 2023, and granting the release and discharge of all responsibilities (*Acquit et de Charge*) to him for all supervising actions from his appointment as a member of the Board of Commissioners of the Company until the end of his term of office, to the extent those actions are reflected in the Annual Report and recorded in the Company's Financial Statements and do not constitute a criminal offense or breach of the provisions of the applicable laws and regulations.
2. With the acceptance of the resignation as agreed above, the composition of the members of the Board of Commissioners of the Company as of 24 December 2023 is as follows:

|                          |                          |
|--------------------------|--------------------------|
| President Commissioner   | Dr. Muhamad Chatib Basri |
| Commissioner             | Vivek Sood               |
|                          | Dr. Hans Wijayasuriya    |
| Independent Commissioner | Muliadi Rahardja         |
|                          | Yasmin S. Wirjawan       |
|                          | Julianto Sidarto         |

3. Appointed and authorized with the right of substitution to the Board of Directors of the Company to take all actions related to the resolutions of this meeting, including but not limited to appearing before the authorities, holding talks, giving and/or requesting information, submitting applications for approval and/or notification of the change of Board of Commissioners of the Company's composition to the Minister of Law and Human Rights of the Republic of Indonesia and



other relevant authorities, making or and signing deeds and letters and other documents that are necessary, appearing before a Notary to make and sign a deed of statement of the Company's Meeting resolutions and carrying out other matters that must be and/or can be implemented in connection with the Meeting resolutions.

### Resolutions of the Annual General Meeting of Shareholders, 3 May 2024

AGMS Convention Resolutions: All AGMS resolutions have been fully implemented by the Company.

#### First Agenda

1. Approved and accept the Annual Report of the Board of Directors of the Company on the activities and course of events of the Company, including but not limited to the results that have been achieved during the financial year ended 31 December 2023, the Supervisory Report of the Board of Commissioner of the Company for financial year 2023 as well as to approve and ratify the Financial Statements of the Company for the financial year ended on 31 December 2023 as audited by Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (since 16 May 2024, Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, a member of the PricewaterhouseCoopers network of firms, has changed its name to Public Accounting Firm Rintis, Jumadi, Rianto & Rekan); and
2. Approved the granting of full release and discharge (*volledig acquit et de charge*) for the members of the Board of Directors of the Company upon the management and members of the Board of Commissioners of the Company upon the supervision that has been conducted in the financial year ended on 31 December 2023, as long as those actions reflected in the Annual Report and recorded in the Financial Statement of the Company and not a criminal offense or a breach of the prevailing laws and regulations.

#### Second Agenda

1. Approved allocation of net profit of the Company for the fiscal year ended 31 December 2023 as per following details:
  - a. 50% of normalized net profit after tax and minority interest (normalized PATAMI) with the amount of IDR635,555,000,000 (six hundred and thirty-five billion five hundred fifty-five million Rupiah) (rounded) will be distributed to shareholders as dividend, equivalent to IDR48.6 (forty-eight point six Rupiah) per share.
  - b. Grant authorization and power to the Board of Directors of the Company with substitution rights to decide on schedule including terms and conditions of dividend payout to all shareholders duly eligible based on the prevailing regulations.
2. Reserve Fund Allocation of IDR100,000,000 (one

hundred million Rupiah); and

3. The remaining of IDR635,455,000,000 (six hundred and thirty-five billion four hundred fifty-five million Rupiah) (rounded) will be recorded as Retained Earnings to support the business development of the Company.

#### Third Agenda

1. Appointed Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (since 16 May 2024, Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, a member of the PricewaterhouseCoopers network of firms, has changed its name to Public Accounting Firm Rintis, Jumadi, Rianto & Rekan) as the Company external auditor with Mr. Lok Budianto, S.E., Ak., CPA as the Public Accountant to perform audit on the Financial Statement of the Company for Financial Year ended on 31 December 2024 and other Financial Statement as required by the Company; and
2. Granted authority to the Board of Commissioners and/or Board of Directors of the Company to take necessary action and arrangements, including but not limited to determine the amount of professional fee, signing documents, or appoint other Public Accounting Firm listed in the Financial Services Authority if for one or another reason the above-mentioned public accounting firm is not able to carry out their duties.

#### Fourth Agenda

1. Granted authorization to the Board of Commissioners of the Company to determine the remuneration, bonus, and other benefit for members of the Board of Directors of the Company based on structure and amount of remuneration as stipulate under the remuneration policy of the Company for year ended on 31 December 2024; and
2. Granted authorization to the Nominating and Remuneration Committee of the Company to determine the remuneration, bonus and other benefits for the members of the Board of Commissioners based on structure and amount of remuneration as stipulated under the remuneration policy of the Company for financial year ended on 31 December 2024.

#### Fifth Agenda

1. Approved the end of term of the member of Board of Directors and Board of Commissioners as of the closing of this Meeting, and further granted full repayment and release of responsibility (*volledig acquit et de charge*) to all members of the Board of Directors and Board of Commissioners for management and supervision actions starting from 1 January 2024 until the end of term of office, from the end of Annual General Meeting of Shareholders, as long as these actions are recorded in the books and records of the Company and do not constitute a criminal act or violation of the provisions of the applicable laws and regulations.
2. Reappointed all members of the Board of Directors of the Company for the period 2024-2029 starting from the





- closing of this Meeting until the end of the term of office of the members of the Board of Directors at the close of the 2029 Annual General Meeting of Shareholders.
3. Reappointed M. Chatib Basri as President Commissioner, and Vivek Sood also Dr. Hans Wijayasuriya as the member of the Board of Commissioners, and Julianto Sidarto as Independent Commissioner for the 2024-2029 period starting from the closing of this Meeting until the end of the term of office of the members of the Board of Commissioners at the close of the 2029 Annual General Meeting of Shareholders.
  4. Appointed Yasmin Binti Aladad Khan and Didi Syafruddin Yahya as Independent Commissioners for the period 2024-2029 starting from the closure of this Meeting until the end of the term of office of the new members of the Board of Commissioners at the closing of the 2029 Annual General Meeting of Shareholders.
  5. Appointed Nik Rizal Kamil as a member of the Board of Commissioners for the period 2024-2029 starting from the closure of this Meeting until the end of the term of office of the new members of the Board of Commissioners at the closing of the 2029 Annual General Meeting of Shareholders.
  6. Appointed Rico Usthavia Frans as a member of the Board of Directors for the period 2024-2029 starting from the closure of this Meeting until the end of the term of office of the new members of the Board of Directors at the closing of the 2029 Annual General Meeting of Shareholders.
  7. With regards to the reappointment of members of the Board of Directors and Board of Commissioners, as well as the appointment of new members of the Board of Directors and Board of Commissioners above, the composition of the Board of Directors and Board of Commissioners for the period 2024-2029 starts from the closure of this Meeting until the end of the term of office of the new members of the Board of Directors and Board of Commissioners of the Company on the closing of the Annual General Meeting of Shareholders in 2029, is as follows:

#### Board of Directors

|                    |                        |
|--------------------|------------------------|
| President Director | : Dian Siswarini       |
| Director           | : Yessie D. Yosetya    |
| Director           | : Feiruz Ikhwan        |
| Director           | : David Arcelus Oses   |
| Director           | : Abhijit J. Navalekar |
| Director           | : I Gede Darmayusa     |
| Director           | : Rico Usthavia Frans  |

#### Board of Commissioners

|                        |                       |
|------------------------|-----------------------|
| President Commissioner | : Dr. M. Chatib Basri |
| Commissioner           | : Vivek Sood          |

|                          |                            |
|--------------------------|----------------------------|
| Commissioner             | : Dr. Hans Wijayasuriya    |
| Commissioner             | : Nik Rizal Kamil          |
| Independent Commissioner | : Julianto Sidarto         |
| Independent Commissioner | : Yasmin Binti Aladad Khan |
| Independent Commissioner | : Didi Syafruddin Yahya    |

8. Authorized with substitution right to the members of the Board of Directors of the Company to state this Meeting resolution in relation with the change and appointment on composition of the Directors and the Board of Commissioners of the Company in the deed of Resolution Statement of the Meeting made before a Notary and submit the notification on the change of the data of the Company to the Minister of Law and Human Rights of the Republic of Indonesia to obtain letter of receipt of notification on the change of the data of the Company from the Minister of Law and Human Rights of the Republic Indonesia.

#### Sixth Agenda

This agenda does not require any vote from the Shareholders. Thus, there was no Q&A and Voting session in the Sixth Agenda.

#### Summary of the Annual General Meeting of Shareholders Resolutions, 5 May 2023

Implementation of AGMS Resolutions: All of the AGMS resolutions have been fully implemented by the Company.

#### First Agenda

1. Approved and accepted the Annual Report of the Company's Board of Directors on the activities and course of events of the Company, including but not limited to the results that have been achieved during the financial year ended 31 December 2022, the Supervisory Report of the Company's Board of Commissioner for financial year 2022 as well as to approve and ratify the Company's Financial Statements for the financial year ended on 31 December 2022 as audited by Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (since 16 May 2024, Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, a member of the PricewaterhouseCoopers network of firms, has changed its name to Public Accounting Firm Rintis, Jumadi, Rianto & Rekan); and
2. Approved to grant full release and discharge (*volledig acquit et de charge*) for the members of the Company's Board of Directors upon the management and members of the Company's Board of Commissioners upon the supervision that has been conducted in the fiscal year ended on 31 December 2022, as long as those actions reflected in the Annual Report and recorded in the Company's Financial Statement and not a criminal offense or a breach of the prevailing laws and regulations.





## Second Agenda

1. Approved allocation of the Company's net profit for the fiscal year ended 31 December 2022 as per following details:
  - a. 50% of normalized net profit after tax and minority interest (normalized PATAMI) with the amount of IDR551,726,000,000 (five hundred fifty-one billion seven hundred twenty-six million Rupiah) (rounded) will be distributed to shareholders as dividend, equivalent to IDR42 (forty-two Rupiah) per share.
  - b. Granted authorization and power to Company's Board of Directors with substitution rights to decide on schedule including terms and conditions of dividend pay-out to all shareholders duly eligible based on the prevailing regulations.
2. Allocation on Reserve Fund amounting IDR100,000,000 (one hundred million Rupiah); and
3. The remaining of IDR557,613,000,000 (five hundred fifty-seven billion six hundred thirteen million Rupiah) (rounded) will be recorded as Retained Earnings to support the Company's business development.

## Third Agenda

1. Appointed Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan (since 16 May 2024, Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, a member of the PricewaterhouseCoopers network of firms, has changed its name to Public Accounting Firm Rintis, Jumadi, Rianto & Rekan) a member of PricewaterhouseCoopers global network as the Company external auditor with Mr. Lok Budianto, S.E., Ak., CPA as the Public Accountant to perform audit on the Company's Financial Statements for Financial Year ended on 31 December 2023 and other Financial Statements as required by the Company; and
2. Granted authority to the Board of Commissioners and/or Board of Directors of the Company to take necessary action and arrangements, including but not limited to determine the amount of professional fee, signing documents, or appoint other Public Accounting Firm listed in the Financial Services Authority if for one or another reason the above-mentioned public accounting firm is not able to carry out their duties.

## Fourth Agenda

This agenda does not require any vote from the Shareholders.

## Fifth Agenda

1. Granted authorization to the Company's Board of Commissioners to determine the remuneration, bonus, and other benefit for members of the Company's Board of Directors based on structure and amount of remuneration as stipulated under the Company's remuneration policy for year ended on 31 December 2023; and
2. Granted authorization to the Company's Nominating and Remuneration Committee to determine the remuneration, bonus and other benefits for the members

of the Company's Board of Commissioners based on structure and amount of remuneration as stipulated under the Company's remuneration policy for financial year ended by 31 December 2023.

## Sixth Agenda

1. Accepted the resignation and granted full release and discharge (*acquiesce et de charge*) to Budi Pramantika as the Director of the Company or his respective supervisory duties from his appointment as the member of the Board of Directors of the Company until the end of his terms of office or effective as of the closing of this Meeting, to the extent those actions reflected in the Annual Report and recorded in the Company's Financial Statement and not a criminal offense or breach of the prevailing laws and regulations;
2. Appointed Feiruz Ikhwan as the Director of the Company replacing Budi Pramantika effective as of the closing of this Meeting until the end of term of Directors upon the closing of the Annual General Meeting of Shareholders which will be held in 2024;
3. With the approval of the resignation and without prejudice to the right of the Company's General Meeting of Shareholders to dismiss each of the members of Directors and/or the Board of Commissioners, the composition of the Board of Directors of the Company as of the closing of this Meeting is as follows:
 

|                    |                        |
|--------------------|------------------------|
| President Director | : Dian Siswarini       |
| Director           | : Feiruz Ikhwan        |
| Director           | : Abhijit J. Navalekar |
| Director           | : Yessie D. Yosetya    |
| Director           | : David Arcelus Oses   |
| Director           | : I Gede Darmayusa     |
4. Authorized with right of substitution to the members of the Board of Directors of the Company to state the this meeting resolution in relation with the change on composition of the Directors of the Company in the deed of Resolution Statement of the Meeting made before a Notary and submit the notification on the change of Company's data to the Minister of Law and Human Rights of the Republic of Indonesia to obtain letter of receipt of notification on the change of Company's data from the Minister of Law and Human Rights of the Republic of Indonesia.

# Board of Commissioners

According to the Company's Articles of Association, the Board of Commissioners is a corporate body that is directly accountable to the General Meeting of Shareholders (GMS). Its primary responsibility is to supervise and provide guidance to the Board of Directors. The Board of Commissioners is tasked with ensuring that the Company's operations align with its business objectives and goals, as well as monitoring and evaluating the Company's practices related to Good Corporate Governance (GCG).

## Legal References

1. Law No. 40 Year 2007 on Limited Liability Company.
2. OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Issuers or Public Company.
3. Articles of Association of the Company.
4. Board Manual & Code of Ethics of the Company.

## Composition of the Board of Commissioners

The Board of Commissioners shall comprise a minimum of two members, including Independent Commissioners, with their number being adjusted in accordance with the requirements set forth by the prevailing laws and regulations within the capital market sector. In instances where multiple members are appointed to the Board of Commissioners, one individual may be designated as the President Commissioner.

In light of the resignation of Mr. DR. David Richard Dean as the Company's Commissioner, the composition of the Board of Commissioners, based on the resolution of the EGMS dated 11 January 2024, was as follows:

| Name                     | Position                 |
|--------------------------|--------------------------|
| Dr. Muhamad Chatib Basri | President Commissioner   |
| Vivek Sood               | Commissioner             |
| Dr. Hans Wijayasuriya    | Commissioner             |
| Mulia Rahardja           | Independent Commissioner |
| Yasmin S. Wirjawan       | Independent Commissioner |
| Julianto Sidarto         | Independent Commissioner |

Due to the expiration of the terms for all members of the

Board of Commissioners, the Annual General Meeting of Shareholders (AGMS) reappointed them for the period 2024-2029. This new term will commence at the close of the AGMS held on 3 May 2024 and will conclude at the end of the term for all members of the Board of Commissioners at the closing of the AGMS in 2029. Additionally, the AGMS appointed Nik Rizal Kamil as a Commissioner, Mr. Didi Syafruddin Yahya as Independent Commissioner and Mrs. Yasmin Binti Aladad Khan as an Independent Commissioner for the same 2024-2029 period, effective from the AGMS closing until the end of the term for the new members of the Board of Directors at the closing of the AGMS in 2029.

Thus, the latest composition of the Company's Board of Commissioners is as follows:

| Name                     | Position                 |
|--------------------------|--------------------------|
| Dr. Muhamad Chatib Basri | President Commissioner   |
| Vivek Sood               | Commissioner             |
| Dr. Hans Wijayasuriya    | Commissioner             |
| Nik Rizal Kamil          | Commissioner             |
| Julianto Sidarto         | Independent Commissioner |
| Yasmin Binti Aladad Khan | Independent Commissioner |
| Didi Syafruddin Yahya    | Independent Commissioner |



## Profile of the Board of Commissioners

### Dr. Muhamad Chatib Basri

President Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 59 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024        |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

### Appointment History in the Company

- President Commissioner, Third Term, appointed at the Annual General Meeting of Shareholders dated 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.
- President Commissioner, Second Term, appointed at the Annual General Meeting of Shareholders dated 29 April 2019, term of office 2019 – 2024.
- President Commissioner, First Term, appointed at the Extraordinary General Meeting of Shareholders dated 29 September 2016, term of office 2016 – 2019.
- Commissioner, First Term, appointed at the Annual General Meeting of Shareholders dated 1 April 2015, term of office 2015 – 2016.
- Commissioner, First Term, appointed at the Annual General Meeting of Shareholders dated 14 April 2011, term of office 2011 – 2012.

### Educational Background and Certifications

- PhD. in Economics from Australian National University, 2001.
- Master of Economic Development from Australian National University, 1996.
- Bachelor's Degree in Economics from Universitas Indonesia, 1992.

### Professional Experience

- President Commissioner/Independent Commissioner, PT Bank Mandiri (Persero) Tbk (2020 – present).
- Member at Dewan Ekonomi Nasional (2024 - present).
- Senior Partner and Founder, Creco Research (2010 – present).
- President Commissioner, XL Axiata (2016 – present).
- Member of Advisory Council on Gender and Development, World Bank (2016 – present).
- Senior Lecturer, Economic Faculty-University of Indonesia (1992 – present).
- Independent Non-Executive Director, Axiata Group Berhad (2015 – 2020).
- Senior Fellow Harvard Kennedy School, Harvard Kennedy School (2015 – 2016).

- Commissioner, XL Axiata (April 2015 – September 2016).
- Minister of Finance of Republic Indonesia, Ministry of Finance of Republic Indonesia (May 2013 – October 2014).
- Chairman of Investment Coordination Board, Investment Coordination Board of Republic of Indonesia (June 2012 – October 2013).
- Commissioner, XL Axiata (2011 – 2012).

### Concurrent Positions

- President Commissioner/independent at PT Bank Mandiri (Persero) Tbk.
- Co-Chair of the Governing Board of the Pandemic Fund (World Bank).
- Committee Member at the Advisory Council on Gender and Development, World Bank.

### Affiliate Relations

None.

### Association Membership

None.

### Training or Competency Development in 2024

| Training/Workshop                            | Venue    | Date of Implementation |
|----------------------------------------------|----------|------------------------|
| Risk Management Certification – Bank Mandiri | Jakarta  | January 2024           |
| J.P. Morgan Asia Pacific Macro Conference    | Hongkong | March 2024             |
| Forbes Global CEO Conference                 | Thailand | November 2024          |

**Vivek Sood**

Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 60 years old as of December 2024                                             |
| <b>Nationality</b>                | Indian                                                                       |
| <b>Domicile</b>                   | Kuala Lumpur, Malaysia                                                       |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

- › Commissioner, Third Term, appointed at the Annual General Meeting of Shareholders dated 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.
- › Commissioner, Second Term, appointed at the Annual General Meeting of Shareholders dated 29 April 2019, term of office 2019 – 2024.
- › Commissioner, First Term, appointed at the Annual General Meeting of Shareholders dated 31 March 2017, term of office 2017 – 2019.

**Educational Background and Certifications**

- › Chartered Accountant license from The Institute of Chartered Accountant of India, 1989.
- › Bachelor of Commerce from University of New Delhi, 1985.

**Professional Experience**

- › Director, Axiata Digital Services Sdn Bhd (2017-present)
- › Director, Axiata Digital Labs (Private) Limited (2018-2023)
- › Director, Axiata Digital Ecode Sdn Bhd (2019-2024)
- › Director, Dialog Axiata PLC (2019-2024)
- › Group CFO, Axiata Group Berhad (2017-2023)
- › Director, Axiata SPV1 (Labuan) Limited (2017-2023)
- › Director, Axiata SPV2 Berhad (2017-2023)
- › Director, Axiata Investments (Singapore) Limited (2017-2023)
- › Director, Axiata Investments (Labuan) Limited (2017-2023)
- › Director, Axiata Investments (Indonesia) Sdn Bhd (2017-2023)
- › Director, Axiata Investments (Cambodia) Sdn Bhd (2017-2023)
- › Director, Axiata SPV4 Sdn Bhd (2017-2023)
- › Director, Axiata Digital Labs Sdn Bhd (2017-2023)
- › Director, Robi Axiata Limited (2017-2023)
- › Director, Axiata (Cambodia) Holding Limited (2017-2023)
- › Director, Reynolds Holdings Limited (2017-2023)
- › Director, Axiata Investments (UK) Limited (2017-2023)
- › Trustee, Axiata Foundation (2023-2024)
- › Director, Axiata SPV5 (Labuan) Limited (2020-2023)

- › Director, Axiata Enterprise Sdn Bhd (2017-2018)
- › EVP and Group Chief Marketing Officer, Telenor Group (2015-2017)
- › CEO of Telenor India, Telenor Group (2014-2015)
- › CEO of Grammenphone, Bangladesh, Telenor Group (2013-2014)
- › Joint Acting Group Chief Executive Officer, Axiata Group Berhad (2022-2023)
- › CFO and COO of Tata AIA Life Insurance, Tata AIA Life Insurance Limited, Mumbai, India (2006-2010)

**Concurrent Positions**

1. Commissioner of PT Link Net Tbk
2. Committee Member of:
  - › Board Sustainability Committee and Axiata Board Investment Committee of Axiata Group Berhad.
  - › Chairman of Board Investment Committee of PT XL Axiata Tbk.
  - › Board Nomination and Remuneration of Robi Axiata Limited.
  - › Chairman of Board Governance and Risk Management Committee of CelcomDigi Berhad
  - › Board Remuneration Committee of Axiata Digital & Analytics Sdn Bhd.
  - › Board Remuneration Committee of Boost Holdings Sdn Bhd.
  - › Chairman of Board Remuneration Committee of Axiata Digital Labs (Private) Limited.

**Affiliate Relations**

- › Group Chief Executive Officer and Managing Director, Axiata Group Berhad.
- › Director of:
  1. CelcomDigi Berhad
  2. Robi Axiata Limited
  3. Axiata Digital Services Sdn Bhd
  4. Boost Holdings Sdn Bhd
  5. Axiata Digital & Analytics Sdn Bhd
  6. Axiata Lanka (Private) Limited
- › Commissioner of PT Link Net Tbk

**Association Membership**

None.



### Training or Competency Development in 2024

| Training/Workshop                                                                                                                                                                   | Venue                                                         | Date of Implementation |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|------------------------|
| BoFA 2024 ASEAN Conference                                                                                                                                                          | Singapore                                                     | 11 January 2024        |
| CDB: Board Conflict of Interest (COI) Training by Zul Rafique & Partners                                                                                                            | Virtual                                                       | 29 January 2024        |
| IIC (International Institute of Communications) Asia Forum                                                                                                                          | Axiata Tower, Kuala Lumpur, Malaysia                          | 6 February 2024        |
| Global System for Mobile Communications Association (GSMA) and Mobile World Congress (MWC) on 25 – 28 Feb                                                                           | Barcelona                                                     | 25 – 28 February 2024  |
| Anti-Money Laundering (AML) and Anti-Bribery and Anti-Corruption (ABAC)                                                                                                             | Virtual                                                       | 19 April 2024          |
| Microsoft CEO Connection                                                                                                                                                            | The Vertical Connexion, Bangsar South, Kuala Lumpur, Malaysia | 2 May 2024             |
| CelcomDigi Board Strategy Retreat 2024<br>› The AI revolution and its real-world impact – Jan Metzger<br>› Global cloud trends & opportunities for CelcomDigi – Amazon Web Services | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia           | 8 – 9 May 2024         |
| CelcomDigi Board Workshop – 5G Due Diligence #1                                                                                                                                     | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia           | 7 June 2024            |
| CLSA Asean Forum 2024                                                                                                                                                               | Four Seasons Hotel, Jakarta, Indonesia                        | 12 June 2024           |

| Training/Workshop                                                                                                                                                                       | Venue                                               | Date of Implementation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
| CelcomDigi Board Workshop – 5G Due Diligence #2                                                                                                                                         | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 15 June 2024           |
| Special Training for AGB Board Members & SLT of AGB Malaysian Cybersecurity Act 2024 by Wong & Partners<br>NIST 2.0 – Updated Cybersecurity maturity framework by Romharsh Razdan, KPMG | Virtual                                             | 2 July 2024            |
| CelcomDigi Board Strategy Workshop #1- Performance Review                                                                                                                               | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 24 June 2024           |
| BRCC Training                                                                                                                                                                           | Virtual                                             | 2 July 2024            |
| Innovate or Perish – Harnessing Generative AI for Strategic Business Advantage by Professor Ujwal Kayande                                                                               | Axiata Tower, Kuala Lumpur, Malaysia                | 12 July 2024           |
| CelcomDigi Board Workshop 2024 – 5G Tender Process #3                                                                                                                                   | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 17 July 2024           |
| Sharing session by PwC – Preparing you for the Upcoming Regulatory Requirements                                                                                                         | Axiata Tower, Kuala Lumpur, Malaysia                | 22 August 2024         |
| Group Risk & Compliance Annual Conference 2024                                                                                                                                          | Virtual                                             | 28 August 2024         |
| ICDM Advocacy Dialogue on Corporate Venture Capital (CVC)                                                                                                                               | ICDM Penta, Eco City                                | 19 September 2024      |
| APOS CEO Forum at Ayana Resort Bali                                                                                                                                                     | Bali, Indonesia                                     | 24 September 2024      |



| Training/Workshop                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Venue                                               | Date of Implementation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
| CDB Board Strategy workshop #2 – Discussion on preceding year's BP & Strategy                                                                                                                                                                                                                                                                                                                                                                                         | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 27 September 2024      |
| Khazanah Megatrend Forum                                                                                                                                                                                                                                                                                                                                                                                                                                              | Mandarin Oriental Hotel, Kuala Lumpur, Malaysia     | 7 October 2024         |
| Boost Holdings Board Retreat<br>› Insights into Fintech Landscape by Kevin Kwek, Kearney Partner<br>› Making Ecosystem Banking Work in Singapore by Dwaipayan Sadhu, CEO TrustBank<br>› Fintech Landscape in Indonesia, Pockets of Opportunity in SEA and Driving Synergies between Telcos and Digital Banks by Guillaume de Gantes, Snr Partner, McKinsey Jakarta<br>› Driving Synergies for the Underserved by HudHaifa Ahmad, Co-founder & ED of MyAngkasa Digital | Hilton Hotel, Kuala Lumpur, Malaysia                | 17 October 2024        |
| HOD Huddle Winning Culture & Living with Change by Ashley Grice, BrightHouse Consulting                                                                                                                                                                                                                                                                                                                                                                               | The Stripes Kuala Lumpur, Malaysia                  | 6 November 2024        |

| Training/Workshop                                                                                                                                                                                                                      | Venue                                               | Date of Implementation |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
| Axiata Board Retreat<br>› External Speaker 1: TEF Portfolio Rationalization by Mark Evans, Chief Strategy Officer of Telefonica Group<br>› External Speaker 2: Vantage Towers Monetization by Thomas Reisten, ex-CFO of Vantage Towers | Axiata Tower, Kuala Lumpur, Malaysia                | 4 & 5 November 2024    |
| CelcomDigi – Operational Excellence by Mckinsey                                                                                                                                                                                        | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 15 November 2024       |
| Axiata Brand Workshop by Dentsu                                                                                                                                                                                                        | Axiata Tower, Kuala Lumpur, Malaysia                | 5 December 2024        |





## Dr. Hans Wijayasuriya

Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 56 years old as of December 2024                                             |
| <b>Nationality</b>                | British                                                                      |
| <b>Domicile</b>                   | Colombo, Sri Lanka                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

### Appointment History in the Company

- Commissioner, Second Term, appointed at the Annual General Meeting of Shareholders dated 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.
- Commissioner, First Term, appointed at the Annual General Meeting of Shareholders dated 18 May 2022, term of office 18 May 2020 until the closing of Annual General Meeting of Shareholders 2024.

### Educational Background and Certifications

- Chartered Engineer and Fellow from Institute of Engineering Technology UK, 2004.
- Master of Business Administration (MBA) from University of Warwick UK, 2003
- PhD in Digital Mobile Communications from University of Bristol UK, 1994.
- Bachelor's Degree in Electrical and Electronic Engineering from University of Cambridge UK, 1989.

### Professional Experience

- Group Executive Director and Chief Executive Officer for Telecommunications Business, Axiata Group Berhad (2023 – present).
- President Commissioner, PT Link Net Tbk (June 2022 – present).
- Member of Nomination and Remuneration Committee, XL Axiata (2022 – present).
- Joint Acting Group Chief Executive Officer, Axiata Group Berhad (2022 – 2023).
- Director, Celcom Digi Berhad (formerly known as Digi.com Berhad) (2022 – present).
- Chairman of Transformation Advisory Committee, XL Axiata (2021 – February 2024).
- Member, National Innovation Commission of Sri Lanka (2021 – present).
- Commissioner, XL Axiata (2020 – present).
- CEO of Telecommunications Business & Group Executive Vice President, Axiata Group Berhad (2020 – present).
- Director, Celcom Axiata Berhad (2020 – 2022).
- Director, Sri Lankan Airlines Limited (2020 – present).
- Honorary Head, Sri Lanka Unique Digital Identity Programme, (2020 – present).
- Director, Survitec Co., Ltd. (2019 – 2022).
- Director, Axiata Digital Labs (Private) Limited, (2018 – present).

- Trustee, Sigiri Trust (2018 – present).
- Director, Smart Axiata Co., Ltd. (2017 – present).
- Limited Partners Advisory Committee, SADIF LP, (2017 – present).
- Director, Robi Axiata Limited (2016 – present).
- Director, Ncell Axiata Limited (2016 – present).
- Director, Axiata Business Services Sdn Bhd (2016 – present).
- Director, Apigate (Private) Limited (2016 – present).
- Corporate EVP & Regional CEO, South Asia, Axiata Group Berhad (2016 – 2020).
- Director, John Keells Holdings PLC (2016 – present).
- Director, Apigate Inc. (2015 – present).
- Director, Sigiriya Residencies (Private) Limited (2015 – present).
- Director, Axiata Digital & Analytics Sdn Bhd (2014 – present).
- Chief Executive Officer, Axiata Digital Services Sdn Bhd (2012 – 2014).
- Director, Tangalle Leisure (Private) Limited (2012 – present).
- Trustee, Dialog Foundation (2012 – present).
- Director, Sigiriya Leisure (Private) Limited (2011 – present).
- Director, Axiata Investments 1 (India) Limited (2010 – present).
- Director, Axiata Investments 2 (India) Limited (2010 – present).
- Trustee Present, Colours of Courage Trust (Guarantee) Limited (2009 – present).
- Director, Dialog Axiata PLC (2001 – present).
- Director, Axiata Lanka (Private) Limited (1998 – present).
- Group Chief Executive Officer, Dialog Axiata PLC (1997 – 2016).

### Concurrent Positions

- President Commissioner, PT Link Net Tbk.
- Committee Member of:
  - Axiata Board Investment Committee of Axiata Group Berhad.
  - Nominating and Remuneration Committee and Board Investment Committee of PT XL Axiata Tbk.
  - Board Investment Committee of PT XL Axiata Tbk.
  - Nomination and Remuneration Committee and Board Investment Committee of PT Link Net Tbk
  - Board Investment Committee of PT Link Net Tbk. (Chairman)
  - Board Investment Committee of Dialog Axiata PLC (Chairman)

- › Nominations and Governance Committee of Dialog Axiata PLC
- › Remuneration Committee of Dialog Axiata PLC
- › Board Nomination and Remuneration Committee of Robi Axiata Limited
- › >Board Investment Committee of Robi Axiata Limited (Chairman)
- › Board Remuneration Committee of Smart Axiata Co., Ltd.
- › Board Investment Committee of Smart Axiata Co., Ltd. (Chairman)
- › Board Remuneration Committee of Axiata Digital Labs (Private) Limited.
- › Board Nomination and Remuneration Committee of EDOTCO Group Sdn Bhd.
- › Nomination Committee, Project Risk Assessment Committee, and Human Resources and Compensation Committee of John Keels Holding PLC.
- › Human Resource & Remuneration Committee, Audit Committee and Board Group Risk Committee of Sri Lankan Airlines Limited.

#### Affiliate Relations

- › Group Chief Executive Officer and CEO of Telecommunications Business & Group Executive Vice President, Axiata Group Berhad.
- › Director of:
  1. CelcomDigi Berhad
  2. Smart Axiata Co., Ltd.
  3. 3Robi Axiata Limited
  4. Dialog Axiata PLC
  5. Axiata Enterprise Sdn Bhd
  6. Axiata Investments 1 (India) Limited
  7. Axiata Digital Labs (Private) Limited
  8. Axiata Lanka (Private) Limited
  9. Apigate Inc.
  10. Apigate (Private) Limited
- › Commissioner of PT Link Net Tbk

#### Association Membership

Director, GSM Association (2023 - present)

#### Training or Competency Development in 2024

| Training/Workshop                                                                                                                | Venue                                               | Date of Implementation |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
| CelcomDigi Directors Conflict of Interest Training by ZulRafique & Partners                                                      | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 29 January 2024        |
| BRCC Chairperson Conference, 31 January 2024                                                                                     | -                                                   | 31 January 2024        |
| IIC Asia Forum 2024. February 2024 Panel: Session 1 Creating the optimum investment environment to enable digital transformation | -                                                   | 6 February 2024        |
| Mobile World Congress MWC24 Barcelona by GSMA, Fira Gran Via, Barcelona, Spain. Speaker: API Gateway To Heaven                   | Barcelona, Spain                                    | 26-28 February 2024    |
| Mandatory Accreditation Programme Part II: Leading for Impact (LIP)                                                              | Virtual                                             | 4-5 March 2024         |
| TM Forum, Copenhagen                                                                                                             | Copenhagen                                          | 16-20 May 2024         |
| MWC Shanghai 2024                                                                                                                | Shanghai                                            | 25-27 May 2024         |
| CelcomDigi Board Workshop 2024 - 5G Due Diligence #1                                                                             | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 7 June 2024            |
| CelcomDigi Board Workshop 2024 - 5G Due Diligence #2                                                                             | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 15 June 2024           |



| Training/Workshop                                                                                                                                                                              | Venue                                               | Date of Implementation |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|------------------------|
| CelcomDigi Board Strategy Retreat 2024<br>› The AI revolution and its real-world impact – Jan Metzger<br>› Global cloud trends & opportunities for CelcomDigi – Amazon Web Services            | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 8-9 May 2024           |
| CelcomDigi Board Strategy Workshop 2024 #1- Performance Review                                                                                                                                 | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 24 June 2024           |
| Special Training for AGB Board Members & SLT of AGB<br>› Malaysian Cybersecurity Act 2024 by Wong & Partners<br>› NIST 2.0 – Updated Cybersecurity maturity framework by Romharsh Razdan, KPMG | Axiata Tower, Kuala Lumpur, Malaysia                | 2 July 2024            |
| CelcomDigi Board Workshop 2024 - 5G Tender Process #3                                                                                                                                          | CelcomDigi Tower, Petaling Jaya, Selangor, Malaysia | 17 July 2024           |
| Ideas Workshop Axiata                                                                                                                                                                          | Axiata Tower, Kuala Lumpur, Malaysia                | 6 August 2024          |

| Training/Workshop                                                                                                                                                                                                                      | Venue                                | Date of Implementation |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------|
| ERM Workshop with SLT                                                                                                                                                                                                                  | Axiata Tower, Kuala Lumpur, Malaysia | 7 August 2024          |
| CelcomDigi Board Strategy Workshop 2024 #2- BP2025-2027                                                                                                                                                                                | -                                    | 27 September 2024      |
| Axiata Board Retreat<br>› External Speaker 1: TEF Portfolio Rationalization by Mark Evans, Chief Strategy Officer of Telefonica Group<br>› External Speaker 2: Vantage Towers Monetization by Thomas Reisten, ex-CFO of Vantage Towers | Axiata Tower, Kuala Lumpur, Malaysia | -                      |
| CelcomDigi - Operational Excellence by McKinsey                                                                                                                                                                                        | -                                    | 15 November 2024       |

**Nik Rizal Kamil**

Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 52 years old as of December 2024                                             |
| <b>Nationality</b>                | Malaysian                                                                    |
| <b>Domicile</b>                   | Kuala Lumpur, Malaysia                                                       |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

Commissioner, First Term, appointed at the Annual General Meeting of Shareholders 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.

**Educational Background and Certifications**

- › Bachelor of Sciences in Economics and Accounting, University of Bristol, 1992.
- › Masters in Finance, London Business School, 2008.
- › Member, Malaysian Institute of Accountants (MIA)
- › Fellow Chartered Accountant (FCA), Institute of Chartered Accountants in England and Wales (ICAEW).

**Professional Experience**

- › Commissioner, XL Axiata (2024 – present).
- › Group Chief Financial Officer, Axiata Group Berhad, (January 2024 – present).
- › Director, Robi Axiata PLC (January 2024 – present).
- › Director, EDOTCO Group Sdn Bhd (January 2024 – present).
- › Group Chief Financial Officer, RHB Banking Group, (February 2021 – January 2024).
- › Executive Director-Investments, Khazanah Nasional (April 2011 – February 2021).
- › Non-Independent Non-Executive Director, Telekom Malaysia (November 2021 – December 2018).
- › Finance Manager, Special Projects Institution: Shell Malaysia Limited (January 2011 – March 2011).
- › Downstream Senior Financial Analyst, Shell International Petroleum Company Ltd, (February 2007 – January 2011).
- › Regional EP Senior Business Analyst, Shell EP International Ltd (Singapore) (January 2004 – January 2007).
- › Head of Planning & Economics, Shell Deepwater Borneo, (January 2004 – January 2007).
- › Supervisor PSC and JV Accounting, Sarawak Shell Berhad (October 2001 – December 2003).
- › Assistant Manager, Corporate Finance, RHB Sakura Merchant Bankers Berhad (October 2001 – December 2003).

**Concurrent Positions**

- › Special Member of Board Investment of XL Axiata.
- › Special Member of Board Investment of PT Link Net Tbk.
- › Member of Board Audit Committee, Chairman of Board Risk & Compliance Committee and Member of Board Investment Committee of Robi Axiata PLC
- › Member of Board Investment Committee of Smart Axiata Co., Ltd.
- › Member of Board Audit Committee and Board Investment Committee of EDOTCO Group Sdn Bhd (EDOTCO) and Chairman of Board Risk & Compliance Committee of EDOTCO

**Affiliate Relations**

Group Chief Financial Officer, Axiata Group Berhad

Director of:

1. Robi Axiata Limited
2. EDOTCO Group Sdn Bhd

**Association Membership**

None.

**Training or Competency Development in 2024**

| Training/Workshop                                                                          | Venue                                | Date of Implementation |
|--------------------------------------------------------------------------------------------|--------------------------------------|------------------------|
| BRCC Chairperson Conference                                                                | Axiata Tower, Kuala Lumpur, Malaysia | 31 January 2024        |
| Global System for Mobile Communications Association (GSMA) and Mobile World Congress (MWC) | Barcelona, Spain                     | 25 – 28 February 2024  |



| Training/Workshop                                                                                                                                                                                                          | Venue                                | Date of Implementation |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------|
| Special Training for Board Members & SLT of Axiata Group Berhad<br>› Malaysian Cybersecurity Act 2024 by Wong & Partners<br>› NIST 2.0 – Updated Cybersecurity maturity framework and AI Strategy by Romharsh Razdan, KPMG | Axiata Tower, Kuala Lumpur, Malaysia | 2 July 2024            |
| Ideas Workshop Axiata on AI                                                                                                                                                                                                | Axiata Tower, Kuala Lumpur, Malaysia | 6 August 2024          |
| Khazanah Investment Strategy Seminar 2024                                                                                                                                                                                  | Le Meridien, Kuala Lumpur, Malaysia  | 6 August 2024          |
| Enterprise Risk Management Workshop                                                                                                                                                                                        | Axiata Tower, Kuala Lumpur, Malaysia | 7 August 2024          |
| Axiata Group Risk & Compliance Annual Conference 2024                                                                                                                                                                      | Axiata Tower, Kuala Lumpur, Malaysia | 28 August 2024         |

| Training/Workshop                                                                                                                                                                                                                       | Venue                                           | Date of Implementation |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------|
| Khazanah Megatrend Forum 2024                                                                                                                                                                                                           | Mandarin Oriental Hotel, Kuala Lumpur, Malaysia | 7 October 2024         |
| HOD Huddle Winning Culture & Living with Change by Ashley Grice, BrightHouse Consulting                                                                                                                                                 | The Stripes Kuala Lumpur, Malaysia              | 6 November 2024        |
| Axiata Board Retreat<br>› External Speaker 1: TEF Portfolio Rationalization by Mark Evans, Chief Strategy Officer of Telefonica Group<br>› External Speaker 2: Vantage Towers Monetization by Thomas Reisten, ex-CFO of Vantage Towers. | Axiata Tower, Kuala Lumpur, Malaysia            | 4 & 5 November 2024    |



**Yasmin Binti Aladad Khan**

Independent Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 66 years old as of December 2024                                             |
| <b>Nationality</b>                | Malaysian                                                                    |
| <b>Domicile</b>                   | Singapore                                                                    |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

Commissioner, First Term, appointed at the Annual General Meeting of Shareholders 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.

**Educational Background and Certifications**

- › Master of Science in Business Administration, from Aston University (1983).
- › Higher National in Business Studies, Richmond-upon-Thames College, United Kingdom (1980).
- › Diploma in Management studies, Polytechnic of Wales (1981).

**Professional Experience**

- › Independent Commissioner, XL Axiata (Mei 2024 – present).
- › Non-Executive Director, Singapore Post (January 2024 – present).
- › Country Manager – Malaysia, Country Manager – Singapore, Senior Vice President – Southeast Asia, Senior Vice President – Southeast Asia & South Asia, Managing Director of Emerging Markets, and lastly as Executive Vice President of Commercial – Asia Pacific, DHL Express (June 2001-December 2023).
- › Chief Operating Officer, General Electric International, Thailand (February 2000-May 2001).
- › Project Manager, Alpha Capital Asset Management – Thailand, Alpha Capital Partners Group Public Company Limited (August 1999-April 2000).
- › Director of Business Development – Malaysia, and the latest position as Director of Business Development – Hong Kong, General Electric (July 1994 – July 1999).
- › Vice President – Corporate and Investment Banking, The Chase Manhattan Bank (September 1983 – June 1994).

**Concurrent Positions**

- › Chairwoman of Board Risk and Compliance Committee, XL Axiata (2024-present).
- › Member of Board Audit Committee, XL Axiata (2024-present).

**Affiliate Relations**

None.

**Association Membership**

None.

**Training or Competency Development in 2024**

| Training/Workshop                                                   | Venue        | Date of Implementation |
|---------------------------------------------------------------------|--------------|------------------------|
| Listed entity directors training at Singapore Institute of Director | Singapore    | 5-20 March 2024        |
| Top Executive WSH (workplace safety & health) E-learning            | Singapore    | 14 March 2024          |
| Group Risk & Compliance Annual Conference, Axiata                   | Kuala Lumpur | 28 August 2024         |





## Julianto Sidarto

Independent Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 63 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

### Appointment History in the Company

- › Independent Commissioner, Third Term, Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.
- › Independent Commissioner, Second Term, appointed at the Annual General Meeting of Shareholders on 29 April 2019, term of office 2019 – 2024.
- › Independent Commissioner, First Term, appointed at the Annual General Meeting of Shareholders on 9 March 2018, term of office 2018 – 2019.

### Educational Background and Certifications

- › Master of Business Administration (M.B.A) from UCLA Anderson School of Management, 1988.
- › Master's degree in computer science and Bachelor's degree in Electrical Engineering from Johns Hopkins University di Baltimore Maryland, 1984

### Professional Experience

- › Chairman of Nominating and Remuneration Committee, XL Axiata (2024-present)
- › Chairman of Nomination and Remuneration Committee, PT Honest Financial Technologies (2022-present)
- › Chairman of Risk and Monitoring Committee, PT Honest Financial Technologies (2022-present)
- › Chairman of Board Audit Committee, PT Honest Financial Technologies (2022 – present).
- › Independent Commissioner, PT Honest Financial Technologies (2022 – present).
- › Member of Board Risk and Compliance Committee, XL Axiata (2020 – present).
- › Chairman of Board Audit Committee, XL Axiata (2019 – 2024).
- › Independent Commissioner, XL Axiata (2018 – present).
- › Independent Commissioner, PT Mosaik Manajemen Global (2017 – present).
- › Member of Board Audit Committee, PT Ace Hardware Indonesia Tbk (2016-present).

- › Independent Commissioner, PT Mediatrac Sistem Komunikasi (2015 – present).
- › Member of Board Audit Committee, XI Axiata (2018-2019)
- › Managing Director of Operations in ASEAN, Accenture (2013 – 2015).
- › Country Managing Director of Indonesia, Accenture (2002 – 2013).

### Concurrent Positions

- › Chairman of Nomination and Remuneration Committee, XL Axiata.
- › Member of Board Risk and Compliance Committee, XL Axiata.
- › Member of Audit Committee, PT Ace Hardware Indonesia Tbk.
- › Chairman of Nomination and Remuneration Committee, Chairman of Risk and Monitoring Committee, Chairman of Audit Committee, PT Honest Financial Technologies.

### Affiliate Relations

None.

### Association Membership

None.

### Training or Competency Development in 2024

| Training/Workshop                        | Venue                      | Date of Implementation |
|------------------------------------------|----------------------------|------------------------|
| National Seminar on Financing Challenges | The Raffles Hotel, Jakarta | 30 January 2024        |

**Didi Syafruddin Yahya**

Independent Commissioner

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 57 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Kuala Lumpur, Malaysia                                                       |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

Independent Commissioner, First Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029.

**Educational Background and Certifications**

- › Bachelor of Arts in Economics from University of Cambridge, 1989.
- › Master of Arts in Economics from University of Cambridge, 1992.
- › Fellow Chartered Accountant by Institute of Chartered Accountants in England and Wales, 2012.

**Professional Experience**

- › Chairman of Board Audit Committee, XL Axiata (May 2024-present)
- › Chairman of Board Investment Committee, XL Axiata (May 2024-present)
- › Independent Non-Executive Director, CIMB Group Holdings Berhad, Malaysia (May 2019-present)
- › Presiden Commissioner, PT Bank CIMB Niaga Tbk (April 2019-present)
- › Independent Non-Executive Director, CIMB Investment Bank Berhad (January 2017-Juni 2022)
- › Managing Director, Head of Investment Banking (Malaysia), JP Morgan Malaysia (June 2005-September 2016)
- › Vice President Investment Banking, JP Morgan Indonesia (October 1993-June 2005)
- › Manager, Morgan, Grenfell & Co., London and Jakarta (December 1992-September 1993).
- › Senior Audit, Arthur Andersen & Co, London (August 1989 – December 1992).

**Concurrent Positions**

- › President Commissioner, PT Bank CIMB Niaga Tbk
- › Independent Non-Executive Director, CIMB Group Holdings Berhad, Malaysia
- › Chairman of Board Audit Committee, XL Axiata
- › Member of Board Investment Committee, XL Axiata
- › Chairperson Group Nomination and Remuneration Committee, CIMB Group Holdings Berhad
- › Chairperson Board Risk and Compliance Committee, CIMB Group Holdings Berhad
- › Member of Group Sustainability and Governance Committee, CIMB Group Holdings Berhad
- › Member of Nomination and Remuneration Committee, PT CIMB Niaga Tbk
- › Member of Risk Oversight Committee, PT CIMB Niaga Tbk

**Affiliate Relations**

None.

**Association Membership**

None.

**Training or Competency Development in 2024**

| Training/Workshop                              | Venue        | Date of Implementation |
|------------------------------------------------|--------------|------------------------|
| Navigating the Future with Emerging Technology | Kuala Lumpur | 23 July 2024           |
| Tier 6 Risk Management Alignment Seminar       | Jakarta      | 21-23 August 2024      |
| Anti Bribery and Corruption                    | Virtual      | 3 September 2024       |
| Boardroom Climate Essentials                   | Kuala Lumpur | 11 September 2024      |
| Deepening of SNI ISO 37001: 2016 (ISO SMAP)    | Virtual      | 14 October 2024        |



## Board Manual and Code of Ethics

The Company has developed a Board Manual and Code of Ethics that is designed to assist Board members in fostering a professional and collaborative working relationship, thereby enhancing the effectiveness of their respective duties and responsibilities.

The Board Manual encompasses the following key components:

1. Criteria and Composition.
2. Duties and Responsibilities.
3. Work Ethics – outlining provisions related to conflicts of interest, confidentiality of Company documents, and adherence to prevailing regulations.
4. Procedures for Meetings– detailing the protocols for convening meetings, including quorum requirements and voting rights.
5. Remuneration.
6. Distribution of Authority.

This manual serves as an essential resource in upholding the integrity and high standards of the Board's operations.

## Duties and Responsibilities of the Board of Commissioners

The duties and responsibilities of the Board of Commissioners are defined in the Articles of Association, in accordance with Regulation No. 40 of 2007 concerning Limited Liability Companies, as well as Financial Services Authority Regulation No. 33/POJK.04/2014. Furthermore, the roles of the Board of Commissioners are articulated in the Company's Corporate Governance Policy and Board Manual.

The Board of Commissioners of XL Axiata is responsible in carrying the following:

- › **Approving Business Plan**  
Approve the Company's proposed Business Plan for the upcoming financial year and with its strategy, at least 60 days prior to the start of the new financial year. Additionally, the Board of Commissioners shall regularly examine and provide guidance on the Company's current business plans.
- › **Provide Oversight of the Company**  
Overseeing both the development and the performance of the Board of Directors, which entails reporting to the GMS about all the duties and supervisory measures that were carried out in the preceding financial year.
- › **Board of Commissioners Meetings**  
Organizing and participating in the Board of Commissioners Meeting and Joint Meeting of the Board of Commissioners and Directors, in accordance with the applicable regulations. The Board of Directors shall examine and authorize the minutes of the meetings that are drafted by the Corporate Secretary.
- › **Annual Report**  
Reviewing and endorsing the Annual Report that is drafted by the Board of Directors. The Board of Commissioners shall verify that the Annual Report comprises precise and accurate information.

### › Public Accountant

Propose a Public Accountant and/or Public Accountant Firm for the current financial year in accordance with prevailing regulations.

### › Corporate Action

Examine and provide authorization for the Corporate Action within the limits of authority as stated in the Articles of Association and existing Regulations, which includes all business dealings that make up at least 5% of the Company's gross income (revenue before discounts) or 10% of its Net Tangible Assets.

### › Governance Monitoring

Monitoring and reviewing the implementation of Corporate Governance in the Company.

### › Disclosure of Related Parties

Disclosing to the Company on a regular basis any related parties associated with the members.

### › Disclosure of Shareholding

Reporting the share ownership of members and their families within the Company and/or in other companies.

## Duties and Responsibilities of the President Commissioner

The President Commissioner of the Company is responsible for coordinating the collective supervisory duties of the Board of Commissioners, as well as acting as the chairman for the Board of Commissioners Meeting, the Joint Meeting of the Board of Commissioners and Directors, and the General Meeting of Shareholders, in accordance with the Articles of Association and prevailing regulations.

## Board of Commissioners' Requirements and Appointment Policy

The Senior Executive Nomination Policy outlines the procedures for appointing members to the Company's Board of Commissioners. Candidates proposed by Shareholders and/or Minority Shareholders are submitted to the Company's Nomination and Remuneration Committee by the Corporate Secretary.

The Nomination and Remuneration Committee will review the nomination proposals during their meetings to ensure that the candidates meet the necessary requirements, qualifications, and background. The selected candidates will then be presented to the General Meeting of Shareholders (GMS) for approval.

The qualifications and requirements for Board members are based on POJK No. 33/ POJK.04/2014, as well as additional criteria set by the Company. This includes ensuring a diverse range of skills and an appropriate overall composition of the Board.

## Resignation Policy for the Board of Commissioners

The resignation policy for the Board of Commissioners is governed by the Company's Articles of Association and the Board Manual. Board members wishing to resign must submit a formal written notification to the Company.

This resignation letter should be addressed to the Nominating and Remuneration Committee, with copies sent to the Board of Directors and the Corporate Secretary. Following submission, the Company will convene a GMS to make a decision regarding the resignation.

Aside from the abovementioned voluntary resignation, the terms of office of the Board member shall be automatically ended upon the following conditions:

1. If he/she is involved in a civil, criminal, monetary crime and/or other dispute in a judiciary institution and/or arbitration institution whether in Indonesia or a foreign country, or an administrative dispute with an authorized government institution including any dispute in relation to manpower/industrial matters.
2. If he/she passed away.
3. Not re-appointed upon the conclusion of terms of office.
4. Dismissed by the GMS.
5. Declared bankrupt or declared under guardianship based on court decision.
6. No longer qualified according to the prevailing legislations and regulations.

### Term of Office

The term of office for the Company's Board of Commissioners is five (5) years, and he/she may be reappointed for an additional term of the same duration. If a Commissioner is appointed to fill a vacant position (either due to termination or other reasons), they will serve for the remainder of the term of the vacant position or existing Commissioner.

### Independent Commissioners

As of 31 December 2024, the Company has three (3) Independent Commissioners out of a total of seven (7) members on the Board. The Independent Commissioners are Yasmin Binti Aladad Khan, Julianto Sidarto, and Didi Syafruddin Yahya. The composition of the Company's Independent Commissioners as of 31 December 2024 made up 43% of the Board of Commissioners, exceeding 30% as required by POJK No. 33/ POJK.04/2014.

### Criteria of Independent Commissioners

Each member of the Company's Independent Commissioner has met the following criteria:

1. He/she does not work or has the responsibility or authority to plan, lead, control or supervise the Company in the last 6 (six) months.
2. He/she does not have any shares, directly or indirectly, in the Company.
3. He/she is not an affiliated party to Company's Board of Commissioners, Board of Directors or majority Shareholders.
4. He/she does not have any direct or indirect business relationship related with the core business of the Company. If he/she is also a member of the Company's Board Audit Committee (BAC), he/she can only be reappointed one (1) time as member of BAC after the end of BAC term of office.

### Independency of the Independent Commissioners

All members of the Independent Commissioner have signed a Statement certifying fulfilment of criteria as well as his/her independence of position in accordance with the criteria as set under prevailing regulations.

The Statement Letters are documented by the Corporate Secretary.

### Independent Commissioners Meetings

All Independent Commissioners of the Company meet separately at least once during the year without any other members of the Board of Commissioners and Board of Directors present. On 27 June 2024, they held 1 (one) meeting to discuss related party transactions.

### Board of Commissioners Meetings

#### Board of Commissioners Meeting Policy

In general, the policy for the Board of Commissioners meetings is as follows:

1. Board of Commissioners Meeting and Joint Meeting of the Board of Commissioners and Directors scheduled for every financial year must be arranged before the start of the financial year. The schedule for the Board of Commissioners meetings in 2024 was submitted by the Corporate Secretary at the beginning of 2024 to each member of the Board.
2. The Board of Commissioners Meeting must be convened at least once every two months, chaired by the President Commissioner or other member of the Board as appointed in the Meeting in the absence of the President Commissioner.
3. Joint meetings with the Board of Directors must be conducted at least once every four (4) months.
4. Invitation and Meeting material must be distributed to the members of the Board at least five (5) days prior to the meeting.
5. The Meeting can be convened and decisions will only be binding if it is attended by a minimum of half of the Board members. Decisions of the Board are to be made in consensus. However, in the event where such consensus cannot be reached, then a simple majority is sufficient. If the Board fails to make a majority decision, then the meeting chair shall cast the deciding vote.

#### Board of Commissioners Meetings in 2024

In 2024, the Board of Commissioners has convened 24 meetings, and 4 Joint Meetings of the Board of Commissioners with the Board of Directors. Herewith the details of frequency and agenda of these meetings.



## Board of Commissioners Meeting

| No                      | Dated             | No. Meeting | Type (R/S) | Agenda                               | Status (Approval/Noting) |
|-------------------------|-------------------|-------------|------------|--------------------------------------|--------------------------|
| 1                       | 9 February 2024   | 1/24        | R          | Report from NRC                      | Approval                 |
|                         |                   |             |            | Report from BAC                      | Approval                 |
|                         |                   |             |            | Report from BRCC                     | Noting                   |
|                         |                   |             |            | BIC Composition Member Discussion    | Approval                 |
| 2                       | 13 March 2024     | 1.S/24      | S          | T&C Director Discussion              | Approval                 |
|                         |                   |             |            | Nomination and Director's T&C        | Approval                 |
|                         |                   |             |            | BOC Remuneration and BOD Allowances  | Noting & Approval        |
|                         |                   |             |            | Board Assessment Result FY 2023      | Noting                   |
| 3                       | 27 March 2024     | 2.S/24      | S          | IT Discussion                        | Approval                 |
| 4                       | 29 April 2024     | 2/24        | R          | Report from BAC                      | Approval                 |
|                         |                   |             |            | Report from BRCC                     | Noting                   |
|                         |                   |             |            | Report from BIC                      | Noting                   |
| 5                       | 3 May 2024        | 3.S/24      | S          | BOC's Committees Composition         | Approval                 |
| 6                       | 16 May 2024       | 4.S/24      | S          | Merger Discussion                    | Noting                   |
| 7                       | 25 June 2024      | 3/24        | R          | NRC Matters                          | Approval                 |
|                         |                   |             |            | Merger Discussion                    | Approval                 |
| 8                       | 27 June 2024      | 5.S/24      | S          | Related Party Transaction Discussion | Approval                 |
| 9                       | 26 July 2024      | 4/24        | R          | Report from BAC                      | Noting                   |
|                         |                   |             |            | Report from BRCC                     | Noting                   |
|                         |                   |             |            | Report from BIC                      | Noting                   |
| 10                      | 5 August 2024     | 6.S/24      | S          | Q2 2024 Financial Statement          | Approval                 |
| 11                      | 23 August 2024    | 7.S/24      | S          | Merger Discussion                    | Noting                   |
| 12                      | 2 September 2024  | 8.S/24      | S          | Merger Discussion                    | Noting                   |
| 13                      | 9 September 2024  | 9.S/24      | S          | Merger Discussion                    | Noting                   |
| 14                      | 24 September 2024 | 10.S/24     | S          | Merger Discussion                    | Noting                   |
| 15                      | 25 October 2025   | 5/24        | R          | Report from BAC                      | Noting                   |
|                         |                   |             |            | Report from BRCC                     | Noting                   |
|                         |                   |             |            | Report from BIC                      | Noting                   |
| 16                      | 6 November 2025   | 11.S/24     | S          | Merger Discussion                    | Noting                   |
| 17                      | 7 November 2025   | 6/24        | R          | Financial Statement Q3 2024          | Approval                 |
| 18                      | 13 November 2025  | 12.S/24     | S          | Merger Discussion                    | Noting                   |
| 19                      | 18 November 2025  | 13.S/24     | S          | Budget Discussion                    | Approval                 |
|                         |                   |             |            | Merger Discussion                    | Noting                   |
| 20                      | 3 December 2024   | 14.S/24     | S          | Merger Discussion                    | Noting                   |
| 21                      | 4 December 2024   | 15.S/24     | S          | Merger Discussion                    | Noting                   |
| 22                      | 6 December 2024   | 16.S/24     | S          | NRC Recommendation                   | Approval                 |
|                         |                   |             |            | Merger Discussion                    | Approval                 |
| 23                      | 9 December 2024   | 17.S/24     | S          | Merger Discussion                    | Approval                 |
| 24                      | 9 December 2024   | 18.S/24     | S          | Merger Discussion                    | Approval                 |
| <b>Total Attendance</b> |                   |             |            |                                      |                          |
| <b>Attendance Rate</b>  |                   |             |            |                                      |                          |
| <b>Regular Meeting</b>  |                   |             | <b>6</b>   | <b>Yes</b>                           |                          |
| <b>Special Meetings</b> |                   |             | <b>18</b>  | <b>No</b>                            |                          |
| <b>Total Meeting</b>    |                   |             | <b>24</b>  | <b>With Proxy</b>                    |                          |

\* Effective until 3 May 2024

\*\* Effective since 3 May 2024

## Joint Meeting of the Board of Commissioners and Board of Directors in 2024



|      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|
| 23   | 23   | 23   | 4    | 4    | 24   | 19   | 20   | 20   |
| 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% | 100% |
| 21   | 23   | 23   | 4    | 3    | 24   | 18   | 20   | 20   |
| 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| 2    | 0    | 0    | 0    | 1    | 0    | 1    | 0    | 0    |



| No.              | Date            | No. Meeting | Agenda                                                 | Status (Approval/ Noting) | Dian Siswarini | Feiruz Ikhwani | Yessie D. Yosetya |
|------------------|-----------------|-------------|--------------------------------------------------------|---------------------------|----------------|----------------|-------------------|
| 1.               | 9 February 2024 | 1.J/24      | Discussion on Transformation                           | Noting                    |                |                |                   |
|                  |                 |             | 2023 Business and Operating Update                     | Noting                    | ✓              | ✓              | ✓                 |
|                  |                 |             | Funding Plan Discussion                                | Approval                  |                |                |                   |
|                  |                 |             | Annual General Meeting of Shareholders 2024 Discussion | Approval                  |                |                |                   |
| 2                | 29 April 2024   | 2.J/24      | Q1 2024 Business and Operating Update                  | Noting                    |                |                |                   |
|                  |                 |             | Related-Party Transaction Discussion                   | Approval                  |                |                |                   |
|                  |                 |             | Acquisition Plan Discussion                            | Approval                  | ✓              | ✓              | ✓                 |
|                  |                 |             | Legal Matters Discussion                               | Noting                    |                |                |                   |
|                  |                 |             | IT Discussion                                          | Noting                    |                |                |                   |
| 3                | 26 July 2024    | 3.J/24      | Legal Matters Discussion                               | Noting                    |                |                |                   |
|                  |                 |             | Internal Audit Report on IT                            | Noting                    |                |                |                   |
|                  |                 |             | H1 2024 Business and Operating Updates                 | Noting                    | ✓              | ✓              | ✓                 |
|                  |                 |             | Commercial Discussion                                  | Noting                    |                |                |                   |
|                  |                 |             | Related-Party Transaction Discussion                   | Approval                  |                |                |                   |
|                  |                 |             | Merger Plan Discussion                                 | Noting                    |                |                |                   |
| 4                | 25 October 2025 | 4.J/24      | Business Plan 2025 & Q1 2025 Spending Discussion       | Noting                    |                |                |                   |
|                  |                 |             | Business Migration Discussion                          | Noting                    |                |                |                   |
|                  |                 |             | H1 2024 Business and Operating Updates                 | Noting                    | ✓              | ✓              | ✓                 |
|                  |                 |             | Legal Matters Discussion                               | Noting                    |                |                |                   |
|                  |                 |             | Merger Plan Discussion                                 | Noting                    |                |                |                   |
| Total Attendance |                 |             |                                                        |                           | 4              | 4              | 4                 |
| Attendance Rate  |                 |             |                                                        |                           | 100%           | 100%           | 100%              |
| Regular Meetings |                 |             |                                                        |                           | 4              | 4              | 4                 |
| Special Meetings |                 |             |                                                        |                           | 0              | 0              | 0                 |
| Total Meetings   |                 |             |                                                        |                           | 0              | 0              | 0                 |

\* Effective until 11 January 2024

\*\* Effective until 3 May 2024

\*\*\* Effective since 3 May 2024

## Attendance of the Board of Commissioners at GMS

This information can be found in the General Meeting of Shareholders section.

## Board of Commissioners Circular Resolutions in 2024

| No. | Date              | Description                  |
|-----|-------------------|------------------------------|
| 1   | 10 September 2024 | Related Party Transaction    |
| 2   | 2 December 2024   | Related Party Transaction    |
| 3   | 31 December 2024  | Change of BOC and NRC Member |

|  | David Arcelus Osés | Abhijit J. Navalekar | I Gede Darmayusa | Rico Usthavia Frans  | M. Chatib Basri | Vivek Sood | Dr. Hans Wijayasuriya | Muliadi Rahardja**     | Yasmin S. Wirjawan     | Julianto Sidarto | Nik Rizal Kamil      | Yasmin Binti Aladad Khan | Didi Syafruddin Yahya |
|--|--------------------|----------------------|------------------|----------------------|-----------------|------------|-----------------------|------------------------|------------------------|------------------|----------------------|--------------------------|-----------------------|
|  | ✓                  | ✓                    | ✓                |                      | (Proxy to JS)   | ✓          | ✓                     | ✓                      | ✓                      | ✓                |                      |                          |                       |
|  |                    |                      |                  | Not yet a BOD Member |                 |            |                       |                        |                        |                  | Not yet a BOC Member | Not yet a BOC Member     | Not yet a BOC Member  |
|  | ✓                  | ✓                    | ✓                |                      | ✓               | ✓          | ✓                     | ✓                      | ✓                      | ✓                |                      |                          |                       |
|  |                    |                      |                  |                      |                 |            |                       |                        |                        |                  |                      |                          |                       |
|  | ✓                  | ✓                    | ✓                | ✓                    | ✓               | ✓          | ✓                     |                        |                        | ✓                | ✓                    | ✓                        | ✓                     |
|  |                    |                      |                  |                      |                 |            |                       | No longer a BOC member | No longer a BOC member |                  |                      |                          |                       |
|  | ✓                  | ✓                    | ✓                | ✓                    | ✓               | ✓          | ✓                     |                        |                        | ✓                | ✓                    | ✓                        | ✓                     |
|  | 4                  | 4                    | 4                | 2                    | 4               | 4          | 4                     | 2                      | 2                      | 2                | 2                    | 2                        | 4                     |
|  | 100%               | 100%                 | 100%             | 100%                 | 100%            | 100%       | 100%                  | 100%                   | 100%                   | 100%             | 100%                 | 100%                     | 100%                  |
|  | 4                  | 4                    | 4                | 2                    | 3               | 4          | 4                     | 2                      | 2                      | 4                | 2                    | 2                        | 2                     |
|  | 0                  | 0                    | 0                | 0                    | 0               | 0          | 0                     | 0                      | 0                      | 0                | 0                    | 0                        | 0                     |
|  | 0                  | 0                    | 0                | 0                    | 1               | 0          | 0                     | 0                      | 0                      | 0                | 0                    | 0                        | 0                     |



## Trainings of the Board of Commissioners

In 2024, the Board of Commissioners engaged in various training programs designed to enhance their capabilities in fulfilling their duties. Comprehensive information regarding the Board members is available in the Profile section of this Corporate Governance Chapter.

### Induction Program of the Board of Commissioners

The Company provides an Induction Program for each newly appointed member of the Board of Commissioners. This program is coordinated by the Corporate Secretary and consists of presentations covering essential aspects of the Company, including:

1. The Company's strategy, which includes business plans, branding, and technology and networks
2. Presentation of Governance includes:
  - a. Duties, responsibilities and authorities as members of the Board of Commissioners.
  - b. Policies related to governance.

In 2024, Induction Program was given to Mrs. Yasmin Binti Aladad Khan (Independent Commissioner), Nik Rizal Kamil (Commissioner) and Didi Syafruddin Yahya (Independent Commissioner) on 1 April 2024 by the Corporate Secretary.

## Performance Assessment of the Board of Commissioners

### Assessment through the General Meeting of Shareholders

The annual performance assessment of the Board of Commissioners is presented during the Annual General Meeting of Shareholders. At this meeting, the Board of Commissioners is granted full release and discharge of responsibilities (*acquiesce et de charge*) for its supervisory functions performed during the year.

### Self-Assessments

In 2024, the Company conducted a self-assessment of the Board of Commissioners and its Committees. This assessment covered several areas, including the Board's effectiveness, peer evaluations among Board members, and cross-board assessments involving each member of the Board of Directors. The self-assessment evaluated members' understanding of their roles, duties, and responsibilities, as well as their adherence to Good Corporate Governance ("GCG"). The results of this assessment will provide recommendations for improving the Company's GCG and will also inform decisions regarding the reappointment of Board members.

### Assessor

The self-assessment was conducted by the Nominating and Remuneration Committee.

### Assessment Method

The assessment utilized a quantitative approach, gathering data through questionnaires distributed to each member of the Board of Commissioners, its Committees, and the Board of Directors as part of the cross-board assessments.

The criteria for evaluating the performance of the Board of Commissioners included:

- Integrity
- Leadership skills (Team player/Communicator)
- Analytical skills (Ability to Analyze and Interpret Information)
- Specialist skills and knowledge
- Thinker - open-minded and strategic

### Assessment Results

The Board of Commissioners, as an organ of the Company, has performed its duties and responsibilities in compliance with prevailing regulations and relevant standards.

## The Board of Commissioners' Supervisory Report in 2024

The Board of Commissioners oversight activities in 2024 covered the following areas:

1. Implementation of the Company's annual business plan for the 2024 financial year, and approval of the Company's annual business plan for the 2025 fiscal year, including discussions on the Company's vision and mission;
2. Implementation of affiliate transaction with PT Link Net Tbk regarding the B2C Business Transfer & Network Leasing.
3. Acquisition of Axiata Global Services Pte., Ltd.
4. Change of member of the Board Audit Committee, the Board Risk and Compliance Committee, and the Nominating and Remuneration Committee.
5. The Company's financial, business and operational performance and quarterly financial statements;
6. Preparation of the Company's short-term and long-term strategic plans;
7. Amendment of the Company's Articles of Association in connection with Change of Business Activities;
8. The use of the Company's profit for the 2023 fiscal year includes the distribution of dividends to shareholders;
9. The implementation of Company's Extraordinary General Meeting of Shareholder for the year 2024 and Annual General Meeting of Shareholders for the 2023 fiscal year;



10. Economic developments and the latest conditions of the telecommunications industry;
11. Establishment of Board Investment Committee and approval of its Terms of Reference.
12. Approval of the amendment of Board Manual 2024.
13. Implementation of good corporate governance;
14. The implementation of risk management including the results of the evaluation of risk management practices at XL Axiata;
15. Implementation of duties and responsibilities of the Audit Committee, Risk and Compliance Committee, Nominating and Remuneration Committee and Board Investment Committee;
16. The results of the implementation of the performance effectiveness assessment of the Board of Directors, the Board of Commissioners, the Board Effectiveness Assessment for the 2023 financial year, including an assessment of the individual performance of the President Director and other members of the Board of Directors;
17. Determination of remuneration and nomination period for members of the Board of Directors;
18. Determination of Corporate Scorecard & KPI of the President Director for the 2025 financial year, as well as the results of the implementation and achievement of the Company's and the Board of Directors' targets based on the 2024 Corporate Scorecard and the 2024 Board of Directors' KPIs;
19. Merger Plan between the Company with PT Smartfren Telecom Tbk and PT Smart Telecom.
20. Signing of the Conditional Merger Agreement regarding the merger plan between the Company with PT Smartfren Telecom Tbk and PT Smart Telecom.





# Board of Commissioners' and Board of Directors' Remuneration

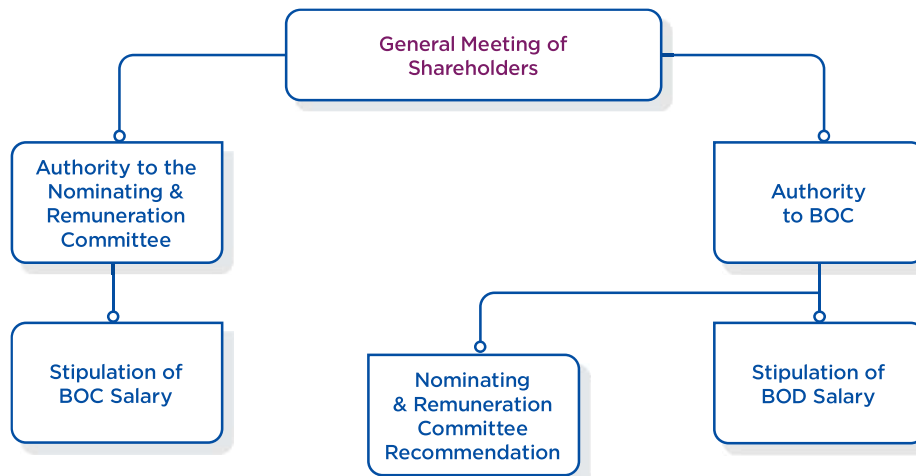
## Remuneration Procedure for the Board of Directors and Board of Commissioners

The remuneration for the Board of Directors and the Board of Commissioners of the Company is determined during the General Meeting of Shareholders as follows:

1. The Nominating and Remuneration Committee is granted the authority to determine the salary, bonuses, and other benefits for members of the Board of Commissioners. This determination will be made in accordance with the structure, policy, and amount of remuneration outlined in the Company's remuneration policy for the relevant financial year.
2. The Board of Commissioners is authorized to determine the salary, bonuses, and other benefits for members of the Board of Directors, following the same guidelines as mentioned above regarding the Company's remuneration policy for the relevant financial year.

Remuneration for both the Board of Commissioners and the Board of Directors is decided by considering the Company's performance, individual performance targets, comparisons with similar industries, and non-monetary benefits. The amount of remuneration is regularly evaluated to ensure it remains competitive within the market conditions.

The Board of Commissioners is responsible for overseeing the implementation of the Remuneration Policy and will periodically evaluate its effectiveness.



## Remuneration Structure

The remuneration structure for the Board of Commissioners and the Board of Directors is delineated in the Remuneration for Senior Executive Policy, which encompasses the following components:

1. Basic Salary
2. Benefits
3. Bonus (applicable solely to members of the Board of Directors)

## Total Remuneration for 2024

The total remuneration allocated for the Board of Commissioners and the Board of Directors in the year 2024 was Rp109,660.29 million, with detailed breakdowns provided as follows :

## Board of Directors as of 31 December 2024

| Name                                     | Salary           | Allowances        |                     |                             |                         |                    | Bonus            | Total Remuneration/Year |                            |                 |
|------------------------------------------|------------------|-------------------|---------------------|-----------------------------|-------------------------|--------------------|------------------|-------------------------|----------------------------|-----------------|
|                                          |                  | Housing Allowance | Transport Allowance | Telecommunication Allowance | Other Regular Allowance | Holidays Allowance |                  | Below 1 Billion         | Above 1 Billion <2 Billion | Above 2 Billion |
| Dian Siswarini*                          | ✓                | -                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| Feiruz Ikhwan                            | ✓                | ✓                 | ✓                   | ✓                           | -                       | -                  | -                | -                       | -                          | ✓               |
| Yessie D. Yosetya                        | ✓                | -                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| Abhijit J. Navalekar**                   | ✓                | ✓                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| David Arcelus Oses                       | ✓                | ✓                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| I Gede Darmayusa***                      | ✓                | -                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| Rico Usthavia****                        | ✓                | ✓                 | ✓                   | ✓                           | -                       | ✓                  | ✓                | -                       | -                          | ✓               |
| <b>Total 2024</b><br>(in million rupiah) | <b>35,739.69</b> | <b>2,149.14</b>   | <b>3,276.00</b>     | <b>166.00</b>               | <b>3,084.08</b>         | <b>5,220.76</b>    | <b>48,505.15</b> | <b>-</b>                | <b>-</b>                   | <b>-</b>        |

\* Has submitted her resignation as President Director on 3 December 2024 and will be effective upon approval by the nearest General Meeting of Shareholders.

\*\* Has submitted his resignation as Director on 24 December 2024 and will be effective after obtaining approval from the nearest General Meeting of Shareholders.

\*\*\* Has submitted his resignation as Director on 7 January 2025 and will be effective after the corporate action of merger of the Company is declared effective.

\*\*\*\* Effective since 3 May 2024. He has submitted his resignation as Director on 7 January 2025 and will be effective upon approval by the nearest General Meeting of Shareholders.

Note: telecommunication allowance paid as billed

## Board of Commissioners as of 31 December 2024

| Name                                     | Salary          | Allowances          |                             |                         |                    | Bonus    | Total Remuneration/Year |                            |                 |
|------------------------------------------|-----------------|---------------------|-----------------------------|-------------------------|--------------------|----------|-------------------------|----------------------------|-----------------|
|                                          |                 | Transport Allowance | Telecommunication Allowance | Other Regular Allowance | Holidays Allowance |          | Below 1 Billion         | Above 1 Billion <2 Billion | Above 2 Billion |
| M. Chatib Basri                          | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | -                       | -                          | ✓               |
| Vivek Sood                               | ✓               | -                   | -                           | ✓                       | ✓                  | -        | -                       | ✓                          | -               |
| David Robert Dean*                       | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | ✓                       | -                          | -               |
| Nik Rizal Kamil***                       | ✓               | -                   | -                           | ✓                       | ✓                  | -        | ✓                       | -                          | -               |
| Dr Hans Wijayasuriya                     | ✓               | -                   | -                           | ✓                       | ✓                  | -        | -                       | ✓                          | -               |
| Yasmin S.Wirjawan**                      | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | -                       | ✓                          | -               |
| Yasmin Binti Aladad Khan***              | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | ✓                       | -                          | -               |
| Muliadi Rahardja**                       | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | ✓                       | -                          | -               |
| Julianto Sidarto                         | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | -                       | ✓                          | -               |
| Didi Syafruddin Yahya***                 | ✓               | ✓                   | ✓                           | ✓                       | ✓                  | -        | -                       | ✓                          | -               |
| <b>Total 2024</b><br>(in million rupiah) | <b>8,662.00</b> | <b>50.00</b>        | <b>39.76</b>                | <b>2,119.70</b>         | <b>648.00</b>      | <b>-</b> | <b>-</b>                | <b>-</b>                   | <b>-</b>        |

\* Effective until 11 January 2024

\*\* Effective until 3 May 2024

\*\*\* Effective since 3 May 2024

Note: Transportation and telecommunications allowance is paid according to the bill, and the Transportation allowance is only for Commissioners domiciled in Indonesia.



# Board Audit Committee

The Board Audit Committee (BAC) of the Company is established by the Board of Commissioners and operates under its authority. The primary role of the BAC is to assist the Board of Commissioners in the oversight of the financial reporting process, the internal control system, risk management, the audit process, and the Company's adherence to applicable laws and regulations.

The establishment of the BAC is formalized in the Board of Commissioners' Decision No. 1/05, dated 28 February 2005, under the responsibility of the Board of Commissioners.

The BAC satisfies the following criteria:

1. Article 28 Paragraph 4 of OJK Regulation No. 33/POJK.04/2014 dated 8 December 2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies.

2. OJK Regulation No. 55/POJK.04/2015 dated 23 December 2015 on the Establishment and Guidelines of the Audit Committee ("POJK No. 55/POJK.04/2015").

## Composition of the Board Audit Committee

The Board Audit Committee members shall be appointed and dismissed by the Board of Commissioners and shall compose of no fewer than 3 (three) members, comprising Independent Commissioner of the Company and other independent members from outside of the Company.

The current composition of Committee consists of 2 (two) Independent Commissioners who serve as the Chairman and member, and the other two members are the independent parties from outside of the Company.

## Profiles of the Board Audit Committee



### Didi Syafruddin Yahya

Chairman of Board Audit Committee

|                                   |                                                                                                                                                        |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 57 years old as of December 2024                                                                                                                       |
| <b>Nationality</b>                | Indonesian                                                                                                                                             |
| <b>Legal Basis of Appointment</b> | Decree of the Board of Commissioners No. 3.S/24 dated 3 May 2024 effective at the closing of the Annual General Meeting of Shareholders on 3 May 2024. |
| <b>Term of Office</b>             | 2024 until the closing of GMS in 2029 (First Term).                                                                                                    |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Yasmin Binti Aladad Khan

Member of Board Audit Committee

|                                   |                                                                                                                                                        |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 66 years old as of December 2024                                                                                                                       |
| <b>Nationality</b>                | Malaysian                                                                                                                                              |
| <b>Legal Basis of Appointment</b> | Decree of the Board of Commissioners No. 3.S/24 dated 3 May 2024 effective at the closing of the Annual General Meeting of Shareholders on 3 May 2024. |
| <b>Term of Office</b>             | 2024 until the closing of GMS in 2029 (First Term).                                                                                                    |

Her complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Nita Skolastika Ruslim

Member of Board Audit Committee

|                                   |                                                                                                 |
|-----------------------------------|-------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 56 years old as of December 2024                                                                |
| <b>Nationality</b>                | Indonesian                                                                                      |
| <b>Legal Basis of Appointment</b> | Circular Resolution of the Board of Commissioners dated 2 March 2021 effective on 1 April 2021. |
| <b>Term of Office</b>             | 2024 until the closing of the GMS in 2029 (Second Period).                                      |

#### Educational Background and Certifications

Bachelor of Economics, Universitas Trisakti, 1991.

#### Professional Experience

- › Board of Trustees, Yayasan Plan International Indonesia (2023 - present).
- › Audit Committee Member, XL Axiata (2021 - present).
- › Audit Committee Member of PT Bank Jago Tbk (2021 - Present).
- › Audit Committee Member of Indonesia Investment Authority (2021 - present).
- › Audit Committee Member of PT Unilever Indonesia Tbk (2021 - present).
- › Audit Committee Member of PT Medela Potentia (October 2020 - December 2021).
- › Member of the Professional Ethics Committee at the Indonesian Institute of Certified Public Accountants (2017 - 2019).
- › Member of Governance Board of Partners, PWC Indonesia (2012 - 2019).

- › Head of Telecommunication, Info-com and Entertainment (TICE) and Consumer, Industrial Product (CIPS) Group, PWC Indonesia (2008 - 2014)
- › Head of Audit Methodology Implementation Group and Human Capital Development Leader, PWC Indonesia (2008 - 2014)
- › Member of Disciplinary Committee, Indonesian Institute of Certified Public Accountants (IAPI) (2008 - 2010).
- › Member of Indonesian Auditing Standard Boards, Indonesia Institute of Certified Public Accountants (IAPI) (2005 - 2008)
- › Corporate Responsibility Leader, PWC Indonesia (2005 - 2012).

#### Concurrent Positions

- › Audit Committee Member, PT Medela Potentia and Indonesia Investment Authority (INA).
- › Board of Trustees, Yayasan Plan International Indonesia.
- › Audit Committee Member, PT Bank Jago Tbk and PT Unilever Indonesia Tbk.



## Affiliate Relations

None.

## Association Membership

- › Indonesian Institute of Certified Public Accountants (IAP)/Institut Akuntan Publik Indonesia.
- › Indonesian Institute of Accountants (IAI)/Ikatan Akuntan Indonesia.
- › Certified Practicing Accountant, Australia.

## Training or Competency Development in 2024

| Training/Workshop                                                                                             | Venue                                             | Date of Implementation |
|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------------------|
| Standar dan implementasi sustainability reporting (IFRS S1 dan S2)                                            | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 17 December 2024       |
| Beyond the core tax system: antara kemudahan pelayanan dan pengawasan kepatuhan pajak                         | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 9 December 2024        |
| Kode Etik 2021, NOCLAR, independensi dalam perikatan audit, dan revisi terhadap ketentuan-ketentuan kode etik | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 5 September 2024       |
| Aspek hukum pidana pelaporan keuangan berdasarkan KUHP & mengenal rekayasa pelaporan keuangan                 | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 8 July 2024            |

| Training/Workshop                                                       | Venue                                             | Date of Implementation |
|-------------------------------------------------------------------------|---------------------------------------------------|------------------------|
| Financial modelling dan pengambilan keputusan strategik bidang keuangan | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 27 July 2024           |
| Key Audit Matters (KAM)                                                 | Webinar (Institut Akuntan Publik Indonesia (IAP)) | 30 May 2024            |
| Where to next for the ISSB and sustainability reporting                 | Webinar (CPA Australia)                           | 31 May 2024            |
| How to mitigate transition and physical risks in the financial sector   | Webinar (OJK)                                     | 4 July 2024            |
| Navigating climate transition risks in a circular economy               | Webinar (KPMG)                                    | 11 July 2024           |
| Annual technical update                                                 | Webinar (PwC)                                     | 25 July 2024           |
| Geopolitical risks and the strategic imperatives for Boards and C-Suite | Webinar (KPMG)                                    | 17 October 2024        |
| Strategic finance function to drive business performance                | Webinar (CPA Australia)                           | 26 April 2024          |
| Axiata Group Risk & Compliance Annual Conference 2024                   | Webinar (Axiata)                                  | 28 August 2024         |



**Benny Redjo Setyono**  
Member of Board Audit Committee

|                                   |                                                                                                            |
|-----------------------------------|------------------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 64 years old as of December 2024                                                                           |
| <b>Nationality</b>                | Indonesian                                                                                                 |
| <b>Legal Basis of Appointment</b> | Resolution of the Board of Commissioners' Meeting No. 1.S/19 dated 29 April 2019 effective on 1 July 2019. |
| <b>Term of Office</b>             | 2024 until the closing of the GMS in 2029 (Second Period).                                                 |

## Educational Background and Certifications

- › Certificate of Risk Management Level 4 from Indonesia Life Insurance Association, 2017
- › Master of Accounting from University of Southern California, 1992.
- › Master of Business Administration from University of Southern California, 1991.
- › Bachelor of Economics, Universitas Indonesia, 1985.

### Professional Experience

- › President Director, PT Industri dan Perdagangan Bintraco Dharma Tbk (2022 - present).
- › Chairman of Audit Committee and Member of Risk Committee, PT Asuransi Jiwa Astra (d/h PT Asuransi Jiwa Astra Life) (2021 - present).
- › Audit Committee Member, XL Axiata (2019 - present).
- › Independent Commissioner and Member of GCG Committee, PT Mitra Pinasthika Mustika Tbk (2019 - present).
- › Chairman of Audit Committee, PT Mitra Pinasthika Mustika Tbk (2023 - present).
- › Audit Committee Member, PT Mitra Pinasthika Mustika Tbk (2019 - 2023 ).
- › Commissioner and Member of Nomination and Remuneration Committee, PT JACCS Mitra Pinasthika Mustika Finance Indonesia (2022 - present).
- › Independent Commissioner, PT Asuransi Jiwa Astra (d/h PT Asuransi Jiwa Astra Life) (2014 - present).
- › Chairman of Risk Committee and Member of Audit Committee, PT Asuransi Jiwa Astra (d/h PT Asuransi Jiwa Astra Life) 2014 - 2021).
- › Lecturer of Bachelor & Master program, Master of Management, Master of Accounting, Universitas Indonesia (1985 - present).
- › Vice President Director, PT Industri dan Perdagangan Bintraco Dharma Tbk (2014 - 2022).
- › Advisor, PT Argo Manunggal International (2012 - 2017).
- › President Director, PT Jakarta Cakratunggal Steel Mills (2014 - 2017).
- › Audit Committee Member, PT Unilever Indonesia Tbk (2004 - 2016).
- › Director, PT Toyota-Astra Motor (2003 - 2011).
- › Director, PT Toyota Motor Manufacturing Indonesia (2000 - 2003).

### Concurrent Positions

- › President Director, PT Industri dan Perdagangan Bintraco Dharma Tbk.
- › Independent Commissioner, PT Mitra Pinasthika Mustika Tbk.
- › Member of Audit and GCG Committee, PT Mitra Pinasthika Mustika Tbk.
- › Chairman of Audit Committee and Member of Risk Committee of PT Asuransi Jiwa Astra (d/h PT Asuransi Jiwa Astra Life).

### Affiliate Relations

None.

### Association Membership

None.

### Training or Competency Development in 2024

| Training/Workshop                                                                                                  | Venue                              | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------|
| Tantangan Pembiayaan Tahun 2024                                                                                    | Raffles Hotel, Jakarta             | 30 January 2024        |
| Outlook Ekonomi dan Keuangan 2024                                                                                  | Online                             | 22 February 2024       |
| Peluang dan Tantangan Aset Digital di Indonesia                                                                    | Online                             | 14 March 2024          |
| How to Prevent Accounting Fraud in Financial Sector                                                                | Online                             | 2 May 2024             |
| Insuring Tomorrow: Navigating the Digital Frontier in Life Insurance                                               | Intercontinental Hotel, Bandung    | 15-17 May 2024         |
| DBS Asian Insights Conference 2024: Crafting a Sustainable Future Towards Golden Indonesia 2045 and ESG Excellence | Mulia Hotel, Jakarta               | 21 May 2024            |
| Driving Corporate Performance Through AI                                                                           | Online                             | 25 July 2024           |
| ACIIA Regional Conference: Purposeful Impact                                                                       | Nusa Dua Convention Center 2, Bali | 28-29 August 2024      |
| Internal Audit: Digital Audit                                                                                      | Manhattan Hotel, Jakarta           | 16 October 20224       |
| CEO Networking 2024: Navigating Global Market Forces and Technology Innovation for Sustainable Business            | Raffles Hotel, Jakarta             | 26 November 2024       |
| Economic Outlook 2025 Beyond Commodities: Unlocking Indonesia's Untapped Economic Potential                        | The St. Regis, Jakarta             | 3 December 2024        |





## Term of Office

According to POJK 55/2015, the term of office for members of the Audit Committee cannot exceed the term of the Board of Commissioners, as outlined in the Articles of Association. Members may be re-elected for only one subsequent period.

## Statement of Independence

In accordance with the Charter and pursuant to OJK Regulation No. 55/POJK.04/2015, the Board Audit Committee shall perform its duties and responsibilities independently and professionally, without any external interference, and in compliance with applicable laws and regulations. All members of the Board Audit Committee meet the independence requirements specified in the Personal Statement, which is signed upon appointment and documented by the Corporate Secretary.

## Board Audit Committee Charter

The Board Audit Committee operates under a Charter in the form of Terms of Reference. This document was submitted to the Financial Services Authority on 18 November 2013, through Letter No. 163/CSEC/XI/2013. The latest update to the Board Audit Committee Terms of Reference was issued on 4 November 2020, and is available on the Company's website ([www.xlaxiata.co.id](http://www.xlaxiata.co.id)).

## Roles and Responsibilities of the Board Audit Committee

Based on the Board Charter, the primary duties and responsibilities of the Board Audit Committee (BAC) include:

1. Overseeing the implementation of internal controls and governance.
2. Reviewing financial reporting processes.
3. Assessing external auditor performance and recommending the appointment, and removal of the external auditor.
4. Supervising the Internal Audit function.
5. Reviewing and providing recommendations on material affiliated/related party transactions.

## The Board Audit Committee Meeting Policy

Meetings of the Board Audit Committee are conducted in accordance with the Terms of Reference, as required by POJK No. 55/POJK.04/2015. The Board is mandated to hold a meeting at least once every three months.

## Board Audit Committee Meeting Frequency and Attendance

In 2024, the Audit Committee held 23 (twenty-three) meetings, with all members in attendance. The details of these meetings are as follows:

| Date             | Agenda                                                                                                                                                                                                                                                                                           | Attendance             |                      |                      |                    |    |             |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------|----------------------|--------------------|----|-------------|
|                  |                                                                                                                                                                                                                                                                                                  | JS*                    | MR*                  | DSY**                | YAK**              | NR | BR          |
| 26 January 2024  | <ul style="list-style-type: none"> <li>› Confirmation of previous Meeting</li> <li>› Matter Arising from Previous BAC Meeting</li> <li>› Internal Audit Update</li> <li>› Risk &amp; Compliance Update</li> <li>› Regulatory Update</li> <li>› Related Party Transaction (RPT) Update</li> </ul> | ✓                      | ✓                    | Not yet BAC Chairman | Not yet BAC member | ✓  | ✓           |
| 02 February 2024 | <ul style="list-style-type: none"> <li>› External Auditor Review for the period ended 31 December 2023</li> <li>› Financial &amp; Operational Result for the period ended 31 December 2023</li> </ul>                                                                                            | ✓                      | ✓                    | Not yet BAC Chairman | Not yet BAC member | ✓  | ✓           |
| 16 April 2024    | <ul style="list-style-type: none"> <li>› Confirmation of previous Meeting</li> <li>› Matter Arising from Previous BAC Meeting</li> <li>› Internal Audit Update</li> <li>› Risk &amp; Compliance Update</li> <li>› Regulatory Update</li> <li>› Related Party Transaction (RPT) Update</li> </ul> | ✓                      | ✓                    | Not yet BAC Chairman | Not yet BAC member | ✓  | ✓           |
| 23 April 2024    | Corporate Action                                                                                                                                                                                                                                                                                 | ✓                      | ✓                    | Not yet BAC Chairman | Not yet BAC member | ✓  | ✓           |
| 25 April 2024    | <ul style="list-style-type: none"> <li>› External Auditor Review for the period ended 31 March 2024</li> <li>› Financial &amp; Operational Result for the period ended 31 March 2024</li> </ul>                                                                                                  | ✓                      | ✓                    | Not yet BAC Chairman | Not yet BAC member | ✓  | ✓           |
| 19 June 2024     | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓                    | ✓                  | ✓  | ✓           |
| 27 June 2024     | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓                    | ✓                  | ✓  | Proxy to NR |

| Date                            | Agenda                                                                                                                                                                                                                                                                                           | Attendance             |                      |             |             |             |             |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------|-------------|-------------|-------------|-------------|
|                                 |                                                                                                                                                                                                                                                                                                  | JS*                    | MR*                  | DSY**       | YAK**       | NR          | BR          |
| 12 July 2024                    | <ul style="list-style-type: none"> <li>› Confirmation of previous Meeting</li> <li>› Matter Arising from Previous BAC Meeting</li> <li>› Internal Audit Update</li> <li>› Risk &amp; Compliance Update</li> <li>› Regulatory Update</li> <li>› Related Party Transaction (RPT) Update</li> </ul> | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 30 July 2024                    | <ul style="list-style-type: none"> <li>› External Auditor Review for the period ended 30 June 2024</li> <li>› Financial &amp; Operational Result for the period ended 30 June 2024</li> </ul>                                                                                                    | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 29 August 2024                  | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 9 October 2024                  | Discussion Related with Merger                                                                                                                                                                                                                                                                   | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 15 October 2024                 | <ul style="list-style-type: none"> <li>› Confirmation of previous Meeting</li> <li>› Matter Arising from Previous BAC Meeting</li> <li>› Internal Audit Update</li> <li>› Risk &amp; Compliance Update</li> <li>› Regulatory Update</li> <li>› Related Party Transaction (RPT) Update</li> </ul> | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 24 October 2024                 | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | Proxy to NR |
| 31 October 2024                 | <ul style="list-style-type: none"> <li>› External Auditor Review for the period ended 30 Sept 2024</li> <li>› Financial &amp; Operational Result for the period ended 30 Sept 2024</li> </ul>                                                                                                    | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 31 October 2024                 | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 4 November 2024                 | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 11 November 2024                | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 13 November 2024                | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 4 December 2024                 | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | Proxy to NR |
| 6 December 2024                 | Corporate Action                                                                                                                                                                                                                                                                                 | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 8 December 2024                 | Discussion Related with Merger                                                                                                                                                                                                                                                                   | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 9 December 2024                 | Discussion Related with Merger                                                                                                                                                                                                                                                                   | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| 9 December 2024                 | Discussion Related with Merger                                                                                                                                                                                                                                                                   | No longer BAC Chairman | No longer BAC member | ✓           | ✓           | ✓           | ✓           |
| <b>Total Attendance in 2024</b> |                                                                                                                                                                                                                                                                                                  | <b>5</b>               | <b>5</b>             | <b>18</b>   | <b>18</b>   | <b>23</b>   | <b>23</b>   |
| <b>Attendance Rate in 2024</b>  |                                                                                                                                                                                                                                                                                                  | <b>100%</b>            | <b>100%</b>          | <b>100%</b> | <b>100%</b> | <b>100%</b> | <b>100%</b> |

\* effective until 3 May 2024

\*\*effective since 3 May 2024

Julianto Sidarto (JS) | Muliadi Rahardja (MR) | Didi Syafruddin Yahya (DSY) | Yasmin Binti Aladad Khan (YBAK) | Nita Skolastika Ruslim (NR) | Benny Redjo Setyono (BR)



## Audit Committee Activity Report in 2024

In 2024, the Board Audit Committee (BAC) conducted various activities and reported on several key matters quarterly, according to its duties and responsibilities outlined in the Terms of Reference:

### Review of Compliance with Applicable Laws and Regulations

The BAC assessed XL Axiata's Management regarding compliance with applicable laws and regulations. This review involved a compliance self-assessment conducted by Management. The BAC found no issues of noncompliance with the regulations set forth by OJK, the Indonesia Stock Exchange, and other relevant laws/regulations pertaining to XL Axiata's business activities. Additionally, the BAC acknowledged Management's ongoing efforts to uphold good corporate governance throughout 2024.

### Review of Financial Results

Based on the independent auditor's review of XL Axiata's financial results and representations made by the Board of Directors, the BAC concluded that the annual consolidated financial statements were prepared in accordance with Indonesian Generally Accepted Accounting Principles (GAAP). The BAC recommended to the Board of Directors, through the Board of Commissioners, that the audited financial statements for the year ending December 31, 2024, be included in XL Axiata's Annual Report to Shareholders and submitted to OJK.

### Review of Internal Control and Risk Assessment

The BAC, informed by the work and reports of the Internal Audit Division, the external auditor, and XL Axiata's management, believes that XL Axiata's internal control system is adequate and appropriate for the current business environment. The BAC emphasized the need for continuous improvement in risk management and the internal control framework, given the evolving business landscape and emerging challenges.

### Review of the Independence of the External Auditor

The BAC reviewed the independence of the Public Accounting Firm Rintis, Jumadi, Rianto & Rekan (a member of PricewaterhouseCoopers global network). The firm confirmed to the BAC that they operated independently and had no conflicts of interest in auditing XL Axiata's financial statements.

### Review of the Implementation of Audit Service Delivery by the External Auditor

The BAC evaluated the audit service delivery regarding the Company's annual financial statement by Public Accounting Firm Rintis, Jumadi, Rianto and Partner (member of PricewaterhouseCoopers).

### Review of Non-Assurance Services by the External Auditor

The BAC noted that as per Q4 2024, XL Axiata has non-assurance services which performed by external auditor as follow:

- › Reasonableness assurance of proforma Consolidated Financial Statement for purchase and acquisition of residential business from Link Net.
- › Review proforma financial information for the period ended 30 June 2024 and 30 September 2024 - Project Rinjani.
- › AUP share conversion ratio - Project Rinjani for the period ended 30 June 2024 and 30 September 2024.

# Nominating and Remuneration Committee

In compliance with OJK Regulation No. 34/POJK.04/2014, which governs the formation and responsibilities of the Nominating and Remuneration Committee for Issuers and Public Companies, our Company has successfully established a dedicated Nominating and Remuneration Committee. This Committee plays a crucial role in overseeing the nomination and remuneration processes within the organization.

## Composition of Nominating and Remuneration Committee

The Nominating and Remuneration Committee consists of (as appointed by the BOC in their meeting) at least three (3) members, with one (1) Nominating and Remuneration

Committee Chair counted as member who shall be an Independent Commissioner, and other members comprising of: (i) member of Board of Commissioners (ii) competent party external to the Company (non-affiliated to the Board of Commissioners/Board of Directors/Company and is not a member to any committees of the Company); or (iii) a senior HR personnel under the BOD.

The current composition of Committee consists of an Independent Commissioner who serves as the Chairman, and two members who concurrently serves as Commissioner and Chief Human Capital Officer of the Company, respectively.

## Profile of Nominating and Remuneration Committee



### Julianto Sidarto

Chairman of Nominating and Remuneration Committee

|                                   |                                                                                                   |
|-----------------------------------|---------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 63 years old as of December 2024                                                                  |
| <b>Nationality</b>                | Indonesian                                                                                        |
| <b>Legal Basis of Appointment</b> | Board of Commissioners Meeting Decision No. 3.S/24 dated 3 May 2024.                              |
| <b>Term of Office</b>             | Effective at the closing of the AGMS on 3 May 2024 until the closing of GMS in 2029 (first term). |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Dr Hans Wijayasuriya\*

Member of Nominating and Remuneration Committee

|                                   |                                                                                                                                     |
|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 56 years old as of December 2024                                                                                                    |
| <b>Nationality</b>                | British                                                                                                                             |
| <b>Legal Basis of Appointment</b> | The Board of Commissioners Meeting Resolution No. 3.S/24 dated 3 May 2024.                                                          |
| <b>Term of Office</b>             | Effective at the closing of the Annual General Meeting of Shareholders on 3 May 2024 until the closing of GMS in 2029 (first term). |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.

\* No longer serves as a member of the Nomination and Remuneration Committee effective 1 January 2025 and was replaced by Vivek Sood.



### Mochamad Hira Kurnia

Member of Nominating and Remuneration Committee

|                                   |                                                                                                    |
|-----------------------------------|----------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 52 years old as of December 2024                                                                   |
| <b>Nationality</b>                | Indonesian                                                                                         |
| <b>Legal Basis of Appointment</b> | The Board of Commissioners Meeting Resolution No. 3.S/24 dated 3 May 2024.                         |
| <b>Term of Office</b>             | Effective at the closing of the AGMS on 3 May 2024 until the closing of GMS in 2029 (second term). |

#### Educational Background and Certifications

- › Master's degree in Business Administration and Management, University of Prasetya Mulya, 2017.
- › Bachelor's Degree in Engineering Telecommunication, University of Brawijaya, 1995.

#### Professional Experience

- › Member of Nominating and Remuneration Committee, XL Axiata (2021 – present).
- › Chief Human Capital Officer, XL Axiata (2021 – present).
- › Human Capital, XL Axiata (2007 – 2021).
- › Some Human Capital Roles including Group Head People Services, Human Capital, XL Axiata (2007-2021).
- › Network Transmission Roles as Expert up to Manager, XL Axiata (2001 - 2007).
- › Lead Engineer, PT Lucent Tech Australia (1999 – 2001).
- › Engineer, PT Excelcomindo Pratama (1996 – 1999).

#### Concurrent Positions

None.

#### Affiliate Relations

None.

#### Association Membership

Member of HRDI (HR Director Indonesia) (2024-present).

#### Training or Competency Development in 2024

| Training/Workshop                                                | Venue         | Date of Implementation |
|------------------------------------------------------------------|---------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization | Paris, France | 21 February 2024       |

| Training/Workshop                                                                          | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------|---------------------------|------------------------|
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                      | SF                        | 31 March 2024          |
| Ericsson Imagine Live 2024 Exclusively for XL Axiata                                       | Four Seasons Hotel        | 29 May 2024            |
| XCHANGE - Company Benchmarking from Kalla Group                                            | XL Axiata Training Center | 29 August 2024         |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance | Xlearn                    | 30 September 2024      |

| Training/Workshop                                                                                           | Venue                     | Date of Implementation |
|-------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| ICCC Winning Culture                                                                                        | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law: "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |
| IHCBS 2024-Morning Session Day 2                                                                            | Jiexpo Kemayoran          | 14 November 2024       |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                  | Xlearn                    | 31 December 2024       |

### Statement of Independence

In accordance with its Charter and referencing OJK Regulation No. 34/POJK.04/2014, the Nominating and Remuneration Committee operates independently, free from the influence of any external parties, and in compliance with applicable laws and regulations. The independence of the Nominating and Remuneration Committee is further ensured by appointing a Committee Chairman who is an Independent Commissioner and Committee Members who are drawn from independent backgrounds. All independent members of the Nominating and Remuneration Committee have satisfied the independence criteria, as detailed in a Personal Statement signed at the time of their appointment and recorded by the Corporate Secretary.

### Nominating and Remuneration Committee Charter

The Nominating and Remuneration Committee has established a Charter that serves as the foundation for its operations. This Charter has been aligned with OJK Regulation No. 34/POJK.04/2014 and was approved by the Board of Commissioners on 13 March 2015.

### Term of Office

The term of office for members of the Nominating and Remuneration Committee is governed by the Committee Charter. The Nominating and Remuneration Committee members can be appointed for a fixed term and are eligible for reappointment. However, the total duration of their term cannot exceed that of the Board of Commissioners members, as stipulated in the Company's Articles of Association.

### Nominating and Remuneration Committee Member Criteria

In accordance with POJK No. 34/2014 and the Nominating and Remuneration Committee Charter, the Chairman must be an Independent Commissioner. The Nominating and Remuneration Committee is composed of at least three members appointed during a Board of Commissioners meeting, including one Chairman who also serves as a member. The other members may include: (i) members of the Board of Commissioners; (ii) external parties with relevant expertise who are not affiliated with the Board of Commissioners, Board of Directors, or the Company, and who are not members of other Company Committees; and (iii) individuals in senior Human Resources positions reporting to the Board of Directors.

### Duties and Responsibilities of the Nominating and Remuneration Committee

The primary responsibilities of the Committee align with OJK Regulation No. 34/POJK.04/2014, which includes evaluating candidates for the Board of Directors or Board of Commissioners during Committee meetings or via circular resolutions, ensuring their qualifications and backgrounds meet established requirements. These recommendations are then submitted for approval at the General Meeting of Shareholders (GMS).

Furthermore, the Committee reviews and recommends compensation structures for the members of the Board of Commissioners and Board of Directors. This process takes into account the role, responsibilities, and relevant general policies concerning each member.

Exercising the authority granted by the General Meeting of Shareholders, the Nominating and Remuneration Committee determines the remuneration scheme and amounts for the Board of Commissioners.





## Nominating and Remuneration Committee Meeting Policy

The Nominating and Remuneration Committee Meeting Policy is outlined in the Charter and adheres to POJK No. 34/POJK.04/2014. Committee meetings are required to be held at least once every four months.

The following details pertain to the agenda, frequency, and attendance of Nominating and Remuneration Committee meetings in 2024:

| No | Dated             | No. Meeting | Type (R/S) | Agenda                                     | Category                    | Status         | Muliadi Rahardja*       | BT Lim**                | Hira Kurnia | Dr. Hans Wijayasuriya | Julianto Sidarto***   |
|----|-------------------|-------------|------------|--------------------------------------------|-----------------------------|----------------|-------------------------|-------------------------|-------------|-----------------------|-----------------------|
| 1  | 7 February 2024   | 1/24        | R          | 2023 Corporate Scorecard Result            | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | 2023 Directors Scorecard Result            | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | 2024 Corporate & CEO Scorecards            | Remuneration                | Recommendation | ✓                       | ✓                       | ✓           | ✓                     |                       |
|    |                   |             |            | BOC Member Nomination                      | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | Long-Term Incentive Discussion             | Remuneration                | Recommendation |                         |                         |             |                       | Not an NRC Member Yet |
| 2  | 6 March 2024      | 1.S/24      | S          | T&C Director Discussion                    | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | Nomination and T&C Director                | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | BOC Remuneration & BOD Allowances          | Remuneration                | Recommendation | ✓                       | ✓                       | ✓           | ✓                     |                       |
|    |                   |             |            | Board Assessment Result FY 2023            | Nomination                  | Noting         |                         |                         |             |                       |                       |
| 3  | 21 June 2024      | 2/24        | R          | T&C Director Discussion                    | Remuneration                | Recommendation |                         |                         |             |                       |                       |
|    |                   |             |            | Merger Discussion                          | Nomination and Remuneration | Noting         |                         |                         | ✓           | ✓                     | ✓                     |
|    |                   |             |            | CEO Remuneration Discussion                | Remuneration                | Recommendation | No Longer an NRC Member | No Longer an NRC Member |             |                       |                       |
| 4  | 26 September 2024 | 3/24        | R          | Organization Communication Plan Discussion | Nomination and Remuneration | Discussion     |                         |                         | ✓           | ✓                     | ✓                     |
|    |                   |             |            | T&C Director D                             | Nomination                  | Discussion     |                         |                         |             |                       |                       |
| 5  | 7 November 2024   | 3.S/24      | S          | Merger Discussion                          | Remuneration                | Recommendation |                         |                         | ✓           | ✓                     | ✓                     |
| 6  | 5 December 2024   | 4.S/24      | S          | Merger Discussion                          | Remuneration                | Recommendation |                         |                         | ✓           | ✓                     | ✓                     |

| No                              | Dated            | No. Meeting | Type (R/S) | Agenda                          | Category     | Status         | Muliadi Rahardja* | BT Lim** | Hira Kurnia | Dr. Hans Wijayasuriya | Julianto Sidarto*** |
|---------------------------------|------------------|-------------|------------|---------------------------------|--------------|----------------|-------------------|----------|-------------|-----------------------|---------------------|
| 7                               | 17 December 2024 | 5.S/24      | S          | T&C Director Discussion         | Remuneration | Recommendation |                   |          |             |                       |                     |
|                                 |                  |             |            | Merger Discussion               | Nomination   | Noting         |                   |          | ✓           | ✓                     | ✓                   |
|                                 |                  |             |            | Board Assessment Result FY 2024 | Nomination   | Noting         |                   |          |             |                       |                     |
| <b>Total Attendance in 2024</b> |                  |             |            |                                 |              |                | 2                 | 2        | 7           | 7                     | 5                   |
| <b>Attendance Rate in 2024</b>  |                  |             |            |                                 |              |                | 100%              | 100%     | 100%        | 100%                  | 100%                |
| <b>Reguler Meeting</b>          |                  |             | 3          | Yes                             |              |                | 2                 |          | 7           | 7                     | 5                   |
| <b>Special Meeting</b>          |                  |             | 4          | No                              |              |                | 0                 | 0        | 0           | 0                     | 0                   |
| <b>Total Meeting</b>            |                  |             | 7          | With Proxy                      |              |                | 0                 | 0        | 0           | 0                     | 0                   |

\*No longer served as Chairman of the Nominating and Remuneration Committee effective as of 3 May 2024

\*\*No longer served as member of the Nominating and Remuneration Committee effective as of 3 May 2024

\*\*\*Served as Chairman of the Nominating and Remuneration Committee effective as of 3 May 2024

### Implementation of the Nominating and Remuneration Committee's Duties in 2024

In performing its duties, the Nominating and Remuneration Committee has aligned with the Financial Services Authority Regulation No. 34/ POJK.04/2014 dated 8 December 2014 regarding the the Nominating and Remuneration Committee of Issuers or Public Companies.

The following are salient points of Nominating and Remuneration Committee duties throughout 2024:

1. Reviewed the Company's and Director's scorecard result for the year 2023;
2. Reviewed the Corporate Scorecard and CEO Scorecard for the financial year 2024;
3. Discussed the Long Term Incentive Plan;
4. Conducted the board performance evaluation process for the year 2023 which supported by Corporate Secretarial;
5. Reviewed and monitored the leader's successor and engagement;
6. Reviewed and determined the BOC Remunerations;
7. Reviewed and provided recommendations on the BOD Remunerations;
8. Reviewed and provided recommendations for the Director's performance;
9. Reviewed and provided recommendation for the Director's Terms and Conditions;
10. Reviewed and provided recommendations on the Merger Plan including the organization, communication plan to employee, employee rights, and nomination of the Board of Commissioners and Board of Directors of the MergeCo.



# Board Risk and Compliance Committee

The Company's Board Risk and Compliance Committee ("BRCC") was formally established by Decree No. 1.S/20, issued by the Board of Commissioners on 3 April 2020. The Committee has a Working Charter (BRCC Terms of Reference) used as the basis of its work, with the latest adjustments approved by the Decree of Board of Commissioner No. 5/23, dated 30 October 2023.

The BRCC is essential for overseeing and managing risks, ensuring compliance with regulations, and maintaining the overall integrity of the Company's operations. It reports directly to the Board of Commissioners and ensures that all activities align with the Company's strategic objectives and risk management framework.

## Composition of Board Risk and Compliance Committee

The Board of Commissioners shall appoint the Chairperson and members of the Board Risk and Compliance Committee, consisting of at least three members, all or most of whom shall be Independent Commissioners.

The Board of Risk and Compliance Committee currently consists of two Independent Commissioners, who serve as Chairperson and Member, respectively, and one Group Chief and Risk Compliance Officer, who also serves as Member.

## Profile of Board Risk and Compliance Committee



### Yasmin Binti Aladad Khan

Chairperson of Board Risk and Compliance Committee

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 66 years old as of December 2024                                             |
| <b>Nationality</b>                | Malaysian                                                                    |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

Her complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Julianto Sidarto

Member of Board Risk and Compliance Committee

|                                   |                                                                                            |
|-----------------------------------|--------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 63 years old as of December 2024                                                           |
| <b>Nationality</b>                | Indonesian                                                                                 |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.                     |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029 (Second Term). |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Abid Adam

Member of Board Risk and Compliance Committee

|                                   |                                                                      |
|-----------------------------------|----------------------------------------------------------------------|
| <b>Age</b>                        | 43 years old as of December 2024                                     |
| <b>Nationality</b>                | South African                                                        |
| <b>Legal Basis of Appointment</b> | Circular Resolution of the Board of Commissioners dated 15 July 2022 |
| <b>Term of Office</b>             | 3 May 2024 until the closing of the GMS in 2029 (Second Period).     |

#### Educational Background and Certifications

- › Leadership in the Digital Age from INSEAD Singapore Campus, 2019.
- › Bachelor's in computer science from University of South Africa, South Africa, 2011.

#### Professional Experience

- › Member of Risk and Compliance Committee, XL Axiata (2022 – present).
- › Group Chief & Risk Compliance Officer, Axiata Group (2020 – present).
- › Group Chief Information Security Officer & Group Head of Privacy (2017 – 2020).
- › Chief Information Security Officer (2014 – 2017).
- › Technology Risk & Business Information Security Officer, Standard Bank Group (2012 – 2013).
- › Global Head: Information Risk management, Standard Bank (2010 – 2012).
- › Business Continuity & Information Risk Manager, Standard Bank (2006 – 2010).

#### Concurrent Positions

- › Board of Risk and Compliance Committee Member, XL Axiata

- › Board Risk and Compliance Committee, Axiata Group Berhad
- › Board Risk and Compliance Committee, Dialog Axiata PLC
- › Board Risk and Compliance, Robi Axiata Limited
- › Chairman of Board, Audit, Risk and Compliance, Axiata Digital & Analytics Sdn Bhd
- › Chairman of Board Risk and Compliance, Boost Holding Sdn Bhd
- › Board of Risk and Compliance Committee Member, Smart Axiata Co. Ltd
- › Board of Risk and Compliance Committee Member, EDOTCO Group Sdn Bhd

#### Affiliate Relations

He holds position as Group Chief Risk & Compliance Officer of Axiata Group Berhad.

#### Association Membership

None.



## Training or Competency Development in 2024

| Training/Workshop                                                               | Venue                                                                    | Date of Implementation |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------------|------------------------|
| Compliance Workshop 2024                                                        | Le Meridien, Kuala Lumpur                                                | 8-12 January 2024      |
| Axiata   IFC Study on the Cybersecurity Risks and Mitigations in the TMT sector | Microsoft Teams                                                          | 15 January 2024        |
| 2 <sup>nd</sup> ASEAN Finance Innovation Summit 2024 (as panellist)             | M Resort & Hotel Lumpur                                                  | 6 March 2024           |
| MIA Accounting & Financial Technology Showcase (MIA AFT) 2024                   | Malaysia International Trade and Exhibition Centre (MITEC), Kuala Lumpur | 15 May 2024            |
| Microsoft ASEAN Q4 All-Hands - Cybersecurity Panel Discussion (Axiata)          | Microsoft Teams                                                          | 17 May 2024            |
| MIA International Accountants Conference 2024 (as panel speaker)                | Kuala Lumpur Convention Centre                                           | 11 June 2024           |
| PayNet AI Forum                                                                 | Payments Network Malaysia Sdn Bhd (PayNet), Kuala Lumpur                 | 25 June 2024           |

| Training/Workshop                                                  | Venue                                | Date of Implementation |
|--------------------------------------------------------------------|--------------------------------------|------------------------|
| Special Training for Board Members and SLTs of Axiata Group Berhad | Microsoft Teams                      | 2 July 2024            |
| ERM Workshop with SLTs                                             | Axiata Tower                         | 7 August 2024          |
| Google Cloud CISO Community & Forum                                | Sydney, Australia                    | 19-20 August 2024      |
| Enhance Your Well-Being: Mental Health Workshop                    | Majestic Hotel Kuala Lumpur          | 5 September 2024       |
| APAC CISO Roundtable - GMSA M360                                   | Seoul, Korea                         | 1-2 October 2024       |
| Khazanah Megatrends Forum 2024                                     | Mandarin Oriental Hotel Kuala Lumpur | 7-8 October 2024       |
| AlixPartners Malaysia Leadership Forum                             | W Hotel, Kuala Lumpur                | 12 November 2024       |
| IBM AI Summit (Virtual)                                            | Microsoft Teams                      | 3 December 2024        |
| IAPP KnowledgeNet Session 2024 (Invitation as Panelist)            | Menara LGB, TTDI, Kuala Lumpur       | 12 December 2024       |

## Statement of Independence

Under the Charter the Board Risk and Compliance Committee operates independently in fulfilling its duties and responsibilities, without interference from any party and in compliance with relevant laws and regulations. All Board Risk & Compliance Committee members have met the independence requirements as outlined in the Personal Statement, which they signed upon appointment and is documented by the Corporate Secretary.

## Duties and Responsibilities of the Board Risk and Compliance Committee

As stated in the Terms of Reference, the primary functions of the BRCC are to assist the XL Axiata Board of Commissioners in fulfilling their responsibilities regarding risk management and compliance. The Committee is tasked with ensuring that robust processes are in place for identifying, assessing, and monitoring the following:

1. Key business risks protecting shareholders' investments and the Company's assets.
2. Cyber security risks and risks related to data privacy.
3. Risks arising from non-compliant practices and behaviors, particularly concerning Anti-Bribery Anti-Corruption (ABAC).

4. Environmental, Social, and Governance (ESG) risks.
5. Regulatory compliance risks.

The BRCC carries out various activities to fulfil its primary duties and responsibilities:

- › Providing guidance and oversight to the Risk & Business Continuity Committee (RBCC).
- › To evaluate the effectiveness of the governing policies, framework, and structure for managing risks and compliance.
- › To review management's periodic reports on risk and compliance activities, exposure, and mitigation actions.
- › To advise the BOC on Risk and Compliance strategies and coordinate the activities of various standing board committees for risk oversight.

## Board Risk and Compliance Committee Meeting Policy

The Board Risk and Compliance Committee shall meet at least four times yearly. The Committee Chairperson will determine whether an additional meeting is needed.

## Board Risk and Compliance Committee Meeting Frequency and Attendance

The following are details of the BRCC meeting agenda, frequencies, and attendance in 2024:

| No | Date            | Agenda                                                                                                                                                                                                                                                                                                                                                    | Yasmin S. Wirjawan*<br>BRCC Chairperson | Yasmin Binti Aladad Khan**<br>BRCC Chairperson | Julianto Sidarto<br>BRCC Member | Abid Adam<br>BRCC Member | Christopher Eko Kusumowidagdo (R&C)<br>BRCC Secretary | Yofie (R&C)<br>BRCC Secretary     |
|----|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------|---------------------------------|--------------------------|-------------------------------------------------------|-----------------------------------|
| 1a | 24 January 2024 | <ul style="list-style-type: none"> <li>› Ratification of the previous minutes of meeting</li> <li>› Matters Arising/Action Point</li> <li>› ESG Implementation Update</li> <li>› Regulatory Update</li> <li>› Cyber Security and Data Privacy Update</li> <li>› Risk &amp; Compliance Report</li> </ul>                                                   | ✓                                       | NA                                             | ✓                               | ✓                        | ✓                                                     |                                   |
| 1b | 26 January 2024 | <ul style="list-style-type: none"> <li>› Matters Arising/Action Point</li> <li>› SORMIC 2023 Closure</li> </ul>                                                                                                                                                                                                                                           | ✓                                       | NA                                             | ✓                               | ✓                        | ✓                                                     |                                   |
| 1c | 2 February 2024 | › Financial & Operational Result                                                                                                                                                                                                                                                                                                                          | ✓                                       | NA                                             | ✓                               | ✓                        | ✓                                                     |                                   |
| 2a | 17 April 2024   | <ul style="list-style-type: none"> <li>› Ratification of the previous minutes of meeting</li> <li>› Matters Arising/Action Point</li> <li>› ESG Implementation Update</li> <li>› Regulatory Update</li> <li>› Cyber Security and Data Privacy Update</li> <li>› Risk &amp; Compliance Report</li> </ul>                                                   | ✓                                       | NA                                             | ✓                               | ✓                        | ✓                                                     |                                   |
| 2b | 24 April 2024   | › Financial & Operational Result                                                                                                                                                                                                                                                                                                                          | ✓                                       | NA                                             | ✓                               | ✓                        | ✓                                                     |                                   |
| 3a | 9 July 2024     | <ul style="list-style-type: none"> <li>› Ratification of the previous minutes of meeting</li> <li>› Matters Arising/Action Point</li> <li>› ESG Implementation Update</li> <li>› Cyber Security and Data Privacy Update</li> <li>› IT Top Risks, update on BSS implementation</li> <li>› Risk &amp; Compliance Report</li> </ul>                          | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     | not yet started as BRCC secretary |
| 3b | 12 July 2024    | › Regulatory Update                                                                                                                                                                                                                                                                                                                                       | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     |                                   |
| 3c | 30 July 2024    | › Financial & Operational Result                                                                                                                                                                                                                                                                                                                          | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     |                                   |
| 4a | 10 October 2024 | <ul style="list-style-type: none"> <li>› Ratification of the previous minutes of meeting</li> <li>› Matters Arising/Action Point</li> <li>› ESG Implementation Update</li> <li>› Cyber Security and Data Privacy Update</li> <li>› IT Top Risks, update on BSS implementation</li> <li>› Risk &amp; Compliance Report</li> <li>› AI Governance</li> </ul> | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     |                                   |
| 4b | 15 October 2024 | › Regulatory Update                                                                                                                                                                                                                                                                                                                                       | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     |                                   |
| 4c | 31 October 2024 | › Financial & Operational Result                                                                                                                                                                                                                                                                                                                          | NA                                      | ✓                                              | ✓                               | ✓                        | ✓                                                     |                                   |





| No                       | Date             | Agenda                 | Yasmin S. Wirjawan*<br>BRCC Chairperson | Yasmin Binti Aladad Khan**<br>BRCC Chairperson | Julianto Sidarto<br>BRCC Member | Abid Adam<br>BRCC Member        | Christopher Eko Kusumowidagdo (R&C)<br>BRCC Secretary | Yofie (R&C)<br>BRCC Secretary |
|--------------------------|------------------|------------------------|-----------------------------------------|------------------------------------------------|---------------------------------|---------------------------------|-------------------------------------------------------|-------------------------------|
| Special-1                | 31 October 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               | not an independent commissioner | Ended as as secretary of BRCC                         | ✓                             |
| Special-2                | 4 November 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               |                                 |                                                       | ✓                             |
| Special-3                | 11 November 2024 | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               |                                 |                                                       | ✓                             |
| Special-4                | 4 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               | ✓                               | not an independent commissioner                       | ✓                             |
| Special-5                | 4 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               | ✓                               |                                                       |                               |
| Special-6                | 6 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               | ✓                               |                                                       |                               |
| Special-7                | 8 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               | not an independent commissioner | Ended as as secretary of BRCC                         | ✓                             |
| Special-8                | 9 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               |                                 |                                                       | ✓                             |
| Special-9                | 9 December 2024  | Merger Plan Discussion | NA                                      | ✓                                              | ✓                               |                                 |                                                       | ✓                             |
| Total Attendance in 2024 |                  |                        | 5/5                                     | 15/15                                          | 20/20                           | 12/12                           | 11/11                                                 | 9/9                           |
| Attendance Rate in       |                  |                        | 100%                                    | 100%                                           | 100%                            | 100%                            | 100%                                                  | 100%                          |

\* Effective until 3 May 2024

\*\*Effective since 3 May 2024

## Board Risk and Compliance Committee Activity Report in 2024

In 2024, the Committee conducted various activities and reported on the following duties and responsibilities outlined in the Terms of Reference:

- › Conducts quarterly review of the Company's top risks and emerging risks. Based on this review, the BRCC offers recommendations to the Company's management, emphasising the potential future macroeconomic, operational, and financial implications.
- › Potential risks in the company's cybersecurity and data privacy areas, particularly in readiness for implementing personal data protection laws.
- › Oversee the Company's Risk & Compliance Program, including Anti-Bribery Anti-Corruption (ABAC) compliance monitoring and evaluation.
- › Oversee the ESG program and its implementation, including the sustainability report.
- › Review the latest regulations, particularly regarding potential compliance risks in the Telecommunications industry.

# Board Investment Committee

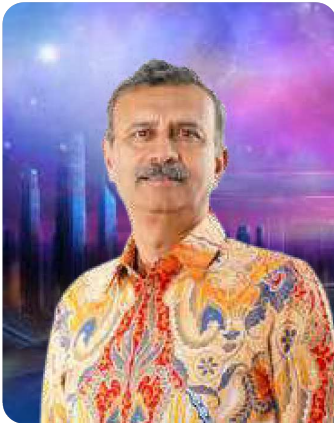
The Board Investment Committee is established pursuant to Article 18(3) of the Company's Articles of Association (AOA) and Resolution of Special BOC Meeting No. 5.S/2023 dated 21 December 2023 and BOC Meeting No. 1/24 dated 9 February 2024 with all its authority, powers and duties are subject to the aforesaid Article.

## Composition of Board Investment Committee

The Board Investment Committee (BIC) membership shall comprise with maximum 5 members, consisting of combination between the Board of Commissioners (BOC) member (Independent Commissioner and Non-Independent Commissioner) and non-BOC members. BIC may also have Special Members and Permanent Invitee.

The current composition of the BIC consists of 3 (three) Commissioners who serve as the Chairman and members.

## Profile of Board Investment Committee



### Vivek Sood

Chairman of Board Investment Committee

|                                   |                                                                     |
|-----------------------------------|---------------------------------------------------------------------|
| <b>Age</b>                        | 60 years old as of December 2024                                    |
| <b>Nationality</b>                | Indian                                                              |
| <b>Legal Basis of Appointment</b> | Decree of the Board of Commissioners No. 1/24 dated 9 February 2024 |
| <b>Term of Office</b>             | 2024 - 2029                                                         |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.



### Dr. Hans Wijayasuriya\*

Member of Board Investment Committee

|                                   |                                                                      |
|-----------------------------------|----------------------------------------------------------------------|
| <b>Age</b>                        | 56 years old as of December 2024                                     |
| <b>Nationality</b>                | British                                                              |
| <b>Legal Basis of Appointment</b> | Decree of the Board of Commissioners No. 1/24 dated 9 February 2024. |
| <b>Term of Office</b>             | 2024 - 2029                                                          |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.

\* No longer serves as a member of the Investment Committee effective 1 January 2025 and was replaced by Nik Rizal Kamil.



### Didi Syafruddin Yahya

Member of Board Investment Committee

|                                   |                                                                     |
|-----------------------------------|---------------------------------------------------------------------|
| <b>Age</b>                        | 57 years old as of December 2024                                    |
| <b>Nationality</b>                | Indonesian                                                          |
| <b>Legal Basis of Appointment</b> | Decree of the Board of Commissioners No. 1/24 dated 9 February 2024 |
| <b>Term of Office</b>             | 2024 - 2029                                                         |

His complete profile, including educational background, professional experience, concurrent positions, and training and competency development in 2024, can be found in the Board of Commissioners Profiles in the Corporate Governance chapter of this Annual Report.

## Statement of Independence

In accordance with the Charter, the Board Investment Committee operates independently in fulfilling its duties and responsibilities, without interference from any party and in compliance with relevant laws and regulations. All members of the Board Investment Committee have met the independence requirements as outlined in the Personal Statement, which they signed upon appointment and is documented by the Corporate Secretary.

## Board Investment Committee Charter

The Board Investment Committee follows a Working Charter or Terms of Reference, which serves as the foundation for its activities. This charter has been updated and approved by Decree of the Board of Commissioners No. 1/24 dated 9 February 2024.

## Duties and Responsibilities of the Board Investment Committee

As stated in the Terms of Reference, the primary functions of the Board Investment Committee is to assist the Board of Commissioners in carrying out its supervisory and advisory functions related to the Company's investment activities and initiatives, including the acquisition and divestment within the Board of Commissioners reserved matter as stated in the AOA, Board Manual, and/or any applicable Limits of Authority of the Company. The duties and responsibilities include:

- › To monitor and discuss investments and material investment-like activities (such as contracts which commit the Company to material future cash outflows like minimum revenue commitments, minimum guarantees and/or recurring payments with a Lock-In-Period), stage gate funding of such investments and investment-like activities, as well as Financial and Transformation outcomes delivered by the same.
- › To evaluate and review the annual Business Plan proposed by the BOD and provide the recommendation to the BOC prior to BOC approval.
- › To monitor, discuss, and advise the BP against realization including CAPEX and OPEX spending, and long-term liability, quarterly.
- › To review, discuss, and advise for any acquire and/or purchase, dispose and/or sell, fixed assets as per the Board Manual guidance.
- › To evaluate, review and provide recommendations to the BOC, for any investment/divestment proposals from BOD that require BOC approval in accordance with the Articles of Association, Board Manual, and the Limits of Approval Policy of the Company, given it is not the responsibility of other BOC's Committees.

## Board Investment Committee Meeting Policy

The Board Investment Committee shall meet quarterly or as and when required. Not with standing the same, any serious problems or issues shall be brought to the immediate attention of the Board Investment Committee Members in writing (including electronic mail).

## Board Investment Committee Meeting Frequency and Attendance

The following are details of the Board Investment Committee meeting agenda, frequencies, and attendance in 2024:

| Date                     | Agenda                                                                                                                                                                                                        | Vivek Sood<br>Chairman | DR. Hans<br>Wijayasuriya<br>Member | Didi<br>Syafuruddin<br>Yahya<br>Member | Ranty Astari<br>Secretary |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------------------|----------------------------------------|---------------------------|
| 14 March<br>2024         | <ul style="list-style-type: none"> <li>› Q2 Spending</li> <li>› Acquisition Plan Discussion</li> <li>› Any Other Matters</li> </ul>                                                                           | ✓                      | ✓                                  | ✓                                      | ✓                         |
| 21 June 2024             | <ul style="list-style-type: none"> <li>› Ratification of Previous MoM</li> <li>› Additional Capex and Opex Related Party Transaction</li> <li>› Related Party Transaction</li> <li>› 2H 2024 Capex</li> </ul> | ✓                      | ✓                                  | ✓                                      | ✓                         |
| 23<br>September<br>2024  | <ul style="list-style-type: none"> <li>› Ratification of the Previous MoM &amp; Action Log</li> <li>› Q4 2024 Spending</li> <li>› Any Other Matters</li> </ul>                                                | ✓                      | ✓                                  | ✓                                      | ✓                         |
| 18 November<br>2024      | <ul style="list-style-type: none"> <li>› Ratification of the Previous MoM &amp; Action Log</li> <li>› Q1 2025 Spending &amp; Early Drawdown Capex</li> <li>› Any Other Matters</li> </ul>                     | ✓                      | ✓                                  | ✓                                      | ✓                         |
| Total Attendance in 2024 |                                                                                                                                                                                                               | 4/4                    | 4/4                                | 4/4                                    | 4/4                       |
| Attendance Rate in 2024  |                                                                                                                                                                                                               | 100%                   | 100%                               | 100%                                   | 100%                      |

## Board Investment Committee Activity Report 2024

In 2024, the Board Investment Committee conducted various activities and reported on these in accordance with their duties and responsibilities outlined in the Terms of Reference:

1. Evaluate, review and provide recommendation to the BOC for the investment proposal from BOD that require BOC approval for the establishment of new entity in Singapore.
2. Monitor, discuss, and advise the BP against the realization, including CAPEX and OPEX spending for Q2 2024, Q3 2024, Q4 2024, and Q1 2025.
3. Evaluate, review and provide recommendation to the BOC on the Q1 2025 CAPEX and OPEX Spending and early draw down.
4. Evaluate and review the annual Business Plan.



# Board of Directors

The Board of Directors serves as the primary organ of the Company, entrusted with the collective authority and responsibility to manage the Company in alignment with its established goals and objectives. This esteemed group plays a crucial role in realizing the Company's vision and mission, as outlined in the articles of association. Their responsibilities are shaped by the mandates provided by both shareholders and stakeholders, reflecting a commitment to transparency and accountability.

Specifically, the Board of Directors is charged with the oversight of the Company's operations, ensuring that every aspect of its functioning is executed efficiently and effectively. This involves not only making strategic decisions but also implementing essential policies and actions that drive the Company forward. Moreover, the Board is vigilant in ensuring that all operations adhere to applicable laws and regulations, upholding the highest standards of corporate governance to foster trust and integrity within the organization and among its stakeholders.

## Legal References

1. Law No. 40 of 2007 on Limited Liability Company.
2. OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Issuers or Public Company.
3. Articles of Association of the Company.
4. Board Manual & Code of Ethics of the Company

## Composition of the Board of Directors

The Company must have at minimum two members of the Board of Directors and one of them should be the President Director. The composition of the Board of Directors must be approved by the GMS by referring to prevailing rules and regulations. For any reason, the Board of Directors has less than 2 members, a GMS must be convened to appoint Director(s) no later than 60 days after the vacancy.

Due to the end of the terms for all members of the Board of Directors, the AGMS reappointed them for the period 2024-2029, starting from the closure of the AGMS on 3 May 2024 until the completion of their term at the closing of the AGMS in 2029. Additionally, Mr. Rico Usthavia Frans was appointed as a Director for the 2024-2029 term, effective from the AGMS closure until the end of the term for the new members of the Board of Directors at the closing of the AGMS in 2029.

Thus, the latest composition of the Company's Board of Directors is as follows:

| Name                 | Position           |
|----------------------|--------------------|
| Dian Siswarini       | President Director |
| Yessie D. Yosetya    | Director           |
| Feiruz Ikhwan        | Director           |
| David Arcelus Oses   | Director           |
| Abhijit J. Navalekar | Director           |
| I Gede Darmayusa     | Director           |
| Rico Usthavia Frans  | Director           |



## Profile of the Board of Directors

### Dian Siswarini\*

President Director & Chief Executive Officer (CEO)

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 56 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

## Appointment History in the Company

- President Director, Third Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- President Director, Second Term, appointed at the Annual General Meeting of Shareholders 29 April 2019, term of office 2019-2024.
- President Director, First Term, appointed at the Annual General Meeting of Shareholders 1 April 2015, term of office 2015 – 2019.
- Vice President Director, First Term, appointed at the Extraordinary General Meeting of Shareholders 7 January 2015, term of office 7 January 2015 – 1 April 2015.
- Director, Fourth Term, appointed at the Annual General Meeting of Shareholders 22 April 2014, term of office 2014.
- Director, Third Term, appointed at the Annual General Meeting of Shareholders 14 April 2011, term of office 2011 – 2014.
- Director, Second Term, appointed at the Annual General Meeting of Shareholders 4 April 2008, term of office 2008 – 2011.
- Director, First Term, appointed at the Annual General Meeting of Shareholders 26 April 2007, term of office 2007 – 2008.

## Educational Background and Certifications

- Advanced Management Program degree from Harvard Business School (2013).
- Bachelor's Degree in Electrical Engineering from Institut Teknologi Bandung (1991).

## Professional Experience

- President Commissioner, PT Hipernet Indodata (June 2022 – present).
- Commissioner, PT Link Net Tbk, (June 2022 – present).
- President Director, XL Axiata (2015 – present).
- Vice President Director, XL Axiata (2014 – 2015).
- Group Chief of Marketing and Operation Officer, Axiata Group Berhad (2014).
- Joined XL Axiata by holding various key positions in Network and Engineering Department and further appointed as Network Services Director (2007-2011) and Director/Chief Digital Services Officer (2011-2014).

\* Has submitted her resignation as President Director on 3 December 2024 and will be effective upon approval by the nearest General Meeting of Shareholders.

## Concurrent Positions

- President Commissioner, PT Hipernet Indodata.
- Commissioner, PT Link Net Tbk.
- Member of Risk Management and Business Continuity Committee, XL Axiata.
- Chairwoman of Ethics & Integrity Committee, XL Axiata.
- Member of Human Capital Committee, XL Axiata.
- Member of Information Technology Committee, XL Axiata.

## Affiliate Relations

None.

## Association Membership

None.

## Training and Competency Development in 2024

| Training/Workshop                                                                          | Venue                    | Date of Implementation |
|--------------------------------------------------------------------------------------------|--------------------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                           | Paris, France            | 21 February 2024       |
| Mobile World Congress 2024                                                                 | Barcelona, Spain         | 26 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                      | SF                       | 31 March 2024          |
| Ericsson Imagine Live 2024 Exclusively for XL Axiata                                       | Four Seasons Hotel       | 29 May 2024            |
| XL Axiata-Huawei Strategy Alignment Summit 2024                                            | Shenzhen - Guilin, China | 30 July 2024           |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance | Xlearn                   | 30 September 2024      |
| ICCC Winning Culture                                                                       | Xlearn                   | 31 October 2024        |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance | Xlearn                   | 31 December 2024       |





## Yessie D. Yosetya

Director & Chief Enterprise Business & Corporate Affairs Officer

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 51 as of December 2024                                                       |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024        |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

### Appointment History in the Company

- › Director, Third Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- › Director, Second Term, appointed at Annual General Meeting of Shareholders dated 29 April 2019, term of office 2019 – 2024.
- › Independent Director, First Term, appointed at Extraordinary General Meeting of Shareholder dated 10 March 2016, term of office 2016 – 2019.

### Educational Background and Certifications

Bachelor's Degree in Electrical Engineering from Universitas Satya Wacana, 1997.

### Professional Experience

- › Commissioner, PT Hipernet Indodata (June 2022 – present).
- › Director, XL Axiata (2016 – present).
- › Commissioner, PT One Indonesia Synergy (2016 – present).
- › Independent Director, XL Axiata (2016 – 2019).
- › Chief Digital Services Officer, XL Axiata (2015 – 2016).
- › Vice President Digital Services, XL Axiata (2013 – 2015).
- › Senior General Manager Mobile Finance, XL Axiata (2011 – 2013).
- › Senior General Manager IT Development, XL Axiata (2009 – 2011).
- › General Manager Business Support System, XL Axiata (2006 – 2009).

### Concurrent Positions

- › Member of Risk Management and Business Continuity Committee, XL Axiata.
- › Member of Cyber Security & Privacy Steering Committee, XL Axiata.
- › Member of Human Capital Committee, XL Axiata.
- › Member of Human Capital Committee, PT Pertamina Bina Medika IHC.
- › Commissioner, PT Hipernet Indodata
- › Commissioner, PT One Indonesia Synergy

### Affiliate Relations

None.

### Association Membership

- › Co-Chair, G20 Empower, 2020 – present.
- › Vice Chairwoman, iCIO Community (2022 – present).

### Training and Competency Development in 2024

| Training/Workshop                                                                          | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------|---------------------------|------------------------|
| Harvard Business School                                                                    | Zoom Online               | 3 January 2024         |
| Harvard Business School                                                                    | Zoom Online               | 3 February 2024        |
| Harvard Business School                                                                    | Zoom Online               | 2 March 2024           |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                      | SF                        | 31 March 2024          |
| Harvard Business School                                                                    | Zoom Online               | 21 April 2024          |
| Workshop XL-TPN-Telstra - Introduction XL, TPN, Telstra                                    | XL Axiata Training Center | 11 Juni 2024           |
| XL Axiata-Huawei Strategy Alignment Summit 2024                                            | Shenzen - Guilin, China   | 30 July 2024           |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                       | Xlearn                    | 31 October 2024        |

**Abhijit J. Navalekar\***

Director & Chief Commercial Officer - Home & Convergence (CCO - Home & Convergence)

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 53 years old as of December 2024                                             |
| <b>Nationality</b>                | British                                                                      |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

- › Director, Third Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- › Director, Second Term, appointed at the Annual General Meeting of Shareholders on 29 April 2019, term of office 29 April 2019 until the closing of the Annual General Meeting of Shareholders 2024.
- › Director, First Term, appointed at the Extraordinary General Meeting of Shareholders on 15 August 2017, term of office 2017 – 2019.

**Educational Background and Certifications**

MBA in Strategy, Economics, and Finance from Warwick Business School, University of Warwick, UK 2000.

**Professional Experience**

- › Director, XL Axiata (2017 – present).
- › Partner/Vice President Strategy& (formerly Booz & Company) (2014 – 2017).
- › Principal, Booz & Company (2011 – 2014).
- › Senior Associate, Booz & Company (2008 – 2011).
- › Associate, Booz & Company (2007 – 2008).
- › Manager, Deloitte (2005 – 2007).

**Concurrent Positions**

- › Member of Risk Management and Business Continuity Committee, XL Axiata.
- › Member of Human Capital Committee, XL Axiata.
- › Member of Information Technology Committee, XL Axiata.

**Affiliate Relations**

None.

**Association Membership**

None.

**Training and Competency Development in 2024**

| Training/Workshop                                                                          | Venue         | Date of Implementation |
|--------------------------------------------------------------------------------------------|---------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                           | Paris, France | 21 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                      | SF            | 31 March 2024          |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance | Xlearn        | 30 September 2024      |
| ICCC Winning Culture                                                                       | Xlearn        | 31 October 2024        |

\* Has submitted his resignation as Director on 24 December 2024 and will be effective after obtaining approval from the nearest General Meeting of Shareholders.



### David Arcelus Oses

Director & Chief Commercial Officer - Consumer  
(CCO - Consumer)

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 47 years old as of December 2024                                             |
| <b>Nationality</b>                | Spanish                                                                      |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024        |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

#### Appointment History in the Company

- › Director, Second Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- › Director, First Term, appointed at Extraordinary General Meeting of Shareholders dated 18 May 2020, term of office 2020-2024.

#### Educational Background and Certifications

- › MBA from IESE Business School, Barcelona, Spain, 2006.
- › MBA (International Exchange Program) from Wharton School of Business, Philadelphia, United States, 2005.
- › Exchange Program - Industrial Engineering from Universite Bordeaux I, Bordeaux, France, 2000.
- › Master's degree in Industrial Engineering from Tecnum, Universidad de Navarra, Spain, 1995 - 2000.

#### Professional Experience

- › Director, XL Axiata (2020 - present).
- › Chief Marketing Officer (CMO), XL Axiata (2016 - 2020).
- › Associate Partner, McKinsey & Company (2006 - 2015).
- › Project Manager, Gamesa Eolica, C2i Engineering (2000 - 2004).

#### Concurrent Positions

- › Member of Risk Management and Business Continuity Committee, XL Axiata.
- › Chairman of Artificial Intelligence Data Governance, XL Axiata.
- › Member of Human Capital Committee, XL Axiata.
- › Member of Information Technology Committee, XL Axiata.

#### Affiliate Relations

None.

#### Association Membership

None.

#### Training and Competency Development in 2024

| Training/Workshop                                                                                            | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                                             | Paris, France             | 21 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                                        | SF                        | 31 March 2024          |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law : "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |

**I Gede Darmayusa\***

Director &amp; Chief Technology Officer (CTO)

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 51 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

- › Director, Second Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- › Director, First Term, appointed at the Extraordinary General Meeting of Shareholders dated 27 October 2020, term of office 27 October 2020 until the closing of the Annual General Meeting of Shareholders 2024.

**Educational Background and Certifications**

- › Master's Degree from Universitas Prasetya Mulya (2017).
- › Bachelor of Telecommunication Engineering from Institut Teknologi Bandung (1996).

**Professional Experience**

- › Director, XL Axiata (2020 – Present).
- › Commissioner, PT Princeton Digital Group Data Centres, (2019 – July 2022).
- › (Caretaker) Chief Technology Officer, XL Axiata (2019).
- › Group Head Technology Strategy & Architecture, XL Axiata (2019 – 2020).
- › Group Head Program Management, XL Axiata (2017 – 2019).
- › Group Head Operation Service Management, XL Axiata (2014 – 2017).
- › Chief Project & Implementation, Tower Bersama (2011 – 2014).
- › Lead Account Manager Services, Nokia Siemens Network (2004 – 2011).

**Concurrent Positions**

- › Member of Risk Management and Business Continuity Committee, XL Axiata.
- › Member of Cyber Security & Privacy Steering Committee, XL Axiata.
- › Member of Human Capital Committee, XL Axiata.
- › Member of Information Technology Committee, XL Axiata.

\* Has submitted his resignation as Director on 7 January 2025 and will be effective after the corporate action of merger of the Company is declared effective.

**Affiliate Relations**

None.

**Association Membership**

None.

**Training and Competency Development in 2024**

| Training/Workshop                                                                                            | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                                             | Paris, France             | 21 February 2024       |
| Mobile World Congress 2024                                                                                   | Barcelona, Spain          | 26 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                                        | SF                        | 31 March 2024          |
| Ericsson Imagine Live 2024 Exclusively for XL Axiata                                                         | Four Seasons Hotel        | 29 May 2024            |
| Workshop XL-TPN-Telstra - Introduction XL, TPN, Telstra                                                      | XL Axiata Training Center | 11 Juni 2024           |
| XL Axiata-Huawei Strategy Alignment Summit 2024                                                              | Shenzen - Guilin, China   | 30 July 2024           |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law : "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |



## Feiruz Ikhwan

Director & Chief Financial Officer (CFO)

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 49 years old as of December 2024                                             |
| <b>Nationality</b>                | Malaysian                                                                    |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                           |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024        |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

### Appointment History in the Company

- › Director, Second Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.
- › Director, First Term, appointed at the Extraordinary General Meeting of Shareholders dated 27 October 2020, term of office 27 October 2020 until the closing of the Annual General Meeting of Shareholders 2024.

### Educational Background and Certifications

- › Bachelor of Science, Economics (Accounting & Finance) from the London School of Economics and Political Science (LSE), 1997.
- › Chartered Management Accountant and Chartered Global Management Accountant from Chartered Institute of Management Accountants (CIMA), United Kingdom, 2006.

### Professional Experience

- › Director, XL Axiata (May 2023 – present).
- › Advisor to CEO, XL Axiata (February – May 2023).
- › Acting Chief Executive Officer, Smart Axiata Co. Ltd., (2021 – February 2023).
- › Chief Financial Officer, Smart Axiata Co, Ltd (2018 – 2021).
- › Group Head Finance, XL Axiata (2017 – 2018).
- › Vice President Strategic Finance, XL Axiata (2015 – 2017).
- › Vice President Pricing & Capacity Management, XL Axiata (2014 – 2015).
- › Head of Investor Relations, Business Control, Corporate Finance, XL Axiata (2011 – 2014).
- › Head of Investor Relations, Axiata Group Berhad (2008 – 2011).

### Concurrent Positions

- › Member of Risk and Business Continuity Committee, XL Axiata.
- › Chairman of Gift, Donation and Sponsorship Committee, XL Axiata.
- › Member of Ethics and Integrity Committee, XL Axiata.
- › Member of Human Capital Committee, XL Axiata.
- › Member of Information Technology Committee, XL Axiata.

### Affiliate Relations

None.

### Association Membership

CMA (Chartered Management Accountant) and Chartered Global Management Accountant (CGMA), Chartered Institute of Management Accountants (CIMA), United Kingdom.

### Training and Competency Development in 2024

| Training/Workshop                                                                                            | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                                             | Paris, France             | 21 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                                        | SF                        | 31 March 2024          |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law : "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |



**Rico Usthavia Frans\***

Director &amp; Chief IT Digital Officer

|                                   |                                                                              |
|-----------------------------------|------------------------------------------------------------------------------|
| <b>Age</b>                        | 54 years old as of December 2024                                             |
| <b>Nationality</b>                | Indonesian                                                                   |
| <b>Domicile</b>                   | Jakarta                                                                      |
| <b>Legal Basis of Appointment</b> | Resolution of Annual General Meeting of Shareholders dated 3 May 2024.       |
| <b>Term of Office</b>             | 3 May 2024 until the closing of Annual General Meeting of Shareholders 2029. |

**Appointment History in the Company**

- Director, First Term, appointed at the Annual General Meeting of Shareholders on 3 May 2024, term of office 3 May 2024 until the closing of the Annual General Meeting of Shareholders 2029.

**Educational Background and Certifications**

- Bachelor of Electrical Engineering from Institut Teknologi Bandung (ITB), 1992.
- Executive education from several prestigious universities, including Digital Disruption from Cambridge Judge Business School, Boston, USA (2021), Driving Digital Innovation from MIT Sloan School of Management, Boston, USA (2019), Leading in Digital Edge from IMD, Lausanne, Switzerland (2017), Design Thinking from Stanford University, USA (2015), and Venture Capital Executive Program from University of California, Berkeley, USA (2011).

**Professional Experience**

- Director, XI Axiata (May 2024 – present).
- Chief IT Digital Officer, XL Axiata (January 2024 – May 2024).
- Chief IT Digital & Analytics, XL Axiata (September 2023 – December 2023)
- Commissioner, Centre Parking Indonesia (2022 – present).
- President and Independent Commissioner, PT Dayamitra Telekomunikasi Tbk (2022 – 2023).
- Commissioner, PT Fintek Karya Nusantara (April 2021 – 2023).
- Commissioner, PT Simplefi Teknologi Indonesia (April 2021 – present).

**Concurrent Positions**

- Commissioner of PT Simplefi Teknologi Indonesia.
- Commissioner of Centre Parking Indonesia.
- Member of Risk and Business Continuity Committee in XL Axiata.
- Member of Cyber Security & Privacy Steering Committee in XL Axiata.

\* Effective since 3 May 2024. He has submitted his resignation as Director on 7 January 2025 and will be effective upon approval by the nearest General Meeting of Shareholders.

- Member of Human Capital Committee in XL Axiata.
- Member of Technology Information in XL Axiata.

**Affiliate Relations**

None.

**Association Membership**

- Chairman, iCIO Community (2019-2021).
- Chairman, iCIO Community (2017-2019).
- Secretary General, ASPI (Asosiasi Sistem Pembayaran Indonesia) (2019-2021).
- Vice Chairman, ASPI (Asosiasi Sistem Pembayaran Indonesia) (2016-2019).
- Vice Chairman, ASPI (Asosiasi Sistem Pembayaran Indonesia) (2013-2016).

**Training and Competency Development in 2024**

| Training/Workshop                                                                                            | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| HEC Executive Program - Leading a Technology Driven Organization                                             | Paris, France             | 21 February 2024       |
| Mobile World Congress 2024                                                                                   | Barcelona, Spain          | 26 February 2024       |
| Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                                        | SF                        | 31 March 2024          |
| XL Axiata-Huawei Strategy Alignment Summit 2024                                                              | Shenzen - Guilin, China   | 30 July 2024           |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law : "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 31 December 2024       |





## Board Charter and Code of Ethics

The Company has established a Board Manual and Code of Ethics for the Board of Directors. This manual serves as a comprehensive framework designed to assist Board members in maintaining professional and constructive work relationships while fostering efficiency in the execution of their duties.

The Board Manual encompasses the following essential elements:

1. Criteria and composition of the Board.
2. Duties and responsibilities assigned to Board members.
3. A Code of Ethics addressing conflicts of interest, confidentiality of company documents, and adherence to prevailing regulations.
4. Procedures governing the convening of meetings, including quorum requirements and voting rights.
5. Remuneration policies for Board members.
6. Distribution of authority among Board members.

## Duties and Responsibilities of the Board of Directors

### 1. Articles of Association Approvals, Registration and Gazetting

Submit the Company's Articles of Association and any amendments to them to the Ministry of Law & Human Rights for approval or registration and to the State Printer for gazetting.

### 2. Share Registry

Create and maintain (or appoint a Share Registrar to do so) a registry of shares recording: (a) name and address of all Shareholders; (b) the sum, number, and date of acquisition of the shares or collective share certificates; (c) name and address of pledge of company's shares; (d) any other important information.

### 3. Special Share Registry

Create and maintain a special registry containing the share ownership and business relations of the Board of Directors, the Board of Commissioners and their respective families in the Company's and the date(s) those shares were acquired.

### 4. Corporate Documents

Maintain all important lists, registries and corporate documents, including resolutions, minutes of GMS, Board of Directors, Board of Commissioners meetings within the Company's domicile and provide Shareholders' access to them as required by laws.

### 5. Corporate Accounts

Maintain all corporate accounts and financial documents in accordance with accounting standards and provide Shareholders' access to them as required by law and Articles of Association.

### 6. Integrated Annual Report

Within 5 months of fiscal year end, prepare annual report which at least includes: (a) financial statements that contains the data for the latest financial year and the financial year immediately prior to it (including a profit and loss statement, cash flows, any equity changes, and any other relevant data); (b) the Company's activity report; (c) a corporate social responsibility statement; (d) any incidents that occurred which may impact on the Company's activities; (e) a report from the Board of Commissioners on their supervisory activities over the previous financial year; (f) the names of all Board of Directors, Board of Commissioners members; and (g) any salary or honorarium payments made to the members of the Board of Commissioners and Board of Directors.

### 7. Board of Directors' Meetings

Convene meetings as per prevailing regulations.

### 8. Business Plan

Provide the Board of Commissioners for approval of the Company's business plan and budget no later than 60 days prior to the close of fiscal year, failing of which the previous years' business plan shall apply.

### 9. Corporate Strategy

Determine the corporate strategy, and review, monitor and oversee the implementation of the said corporate strategy.

### 10. Company Vision and Purpose

Determine the Company vision and purpose regularly, and review to ensure the Company vision and purpose are inline and relevant with the Company's business.

Aside from the abovementioned duties and responsibilities of the Board of Directors, the specific duties of each member of the Board are detailed below:

|                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Dian Siswarini</b><br>President Director & CEO                                            | Responsible for coordinating all Company's operational activities, including overseeing overall management, also compliance with laws and regulations, as well as supervising the CEO's Office directorate which consists of Corporate Secretary, Internal Audit, Transformation Project, Human Capital groups and Strategy & Analytics.                                                                                                                                                                                                       |
| <b>Feiruz Ikhwan</b><br>Director & Chief Financial Officer                                   | Responsible to supervise the Finance directorate which consists of Finance, Financial Accounting, Finance Business Control, Procurement, and Contract Management, also managing and controlling the Company's business plan and its execution, including the preparation of financial statements, taxes, and financial management, as well as to control the activity of XL Axiata investor relations.                                                                                                                                         |
| <b>Yessie D. Yosetya</b><br>Director & Chief Enterprise Business & Corporate Affairs Officer | Responsible to supervise Enterprise Business & Corporate Affairs Directorate which consists of Enterprise Product & Marketing, National & Strategic Enterprise, Solution & Technical Account Management, Wholesale & Reseller, Legal, Regulation & Government Relations and Corporate Communication & ESG.                                                                                                                                                                                                                                     |
| <b>David Arcelus Osés</b><br>Director & Chief Commercial Officer - Consumer                  | Responsible to supervise the Commercial Consumer directorate which consists of Marketing consisting of Mass Segment, Youth Segment, Premium Segment, and GTM consisting of Commercial GTM, West Region, Jabo Region, Central Region, and East Region, also Indirect Channel Management, Direct Channel Management, Digital Channel Touch Point, Commerce Planning, Customer Contact Center and Customer Value Management, and also making sure that all functions of the organization are aligned to meet its strategic commercial objectives. |
| <b>Abhijit J. Navalekar</b><br>Director & Chief Commercial Officer - Home & Convergence      | Responsible to supervise Commercial Home and Convergence directorate which consists of Corporate Strategy, Strategic Partnership, Digital Partnership, and Home Business including Home Product & Marketing and Home Business Operation. This shall include determining the business strategy and monitoring the agreed implementation, and also responsible for the business incubation and strategic partnership in alignment with the overall company strategy.                                                                             |
| <b>I Gede Darmayusa</b><br>Director & Chief Technology Officer                               | Responsible to supervise the Technology directorate which consists of Risk & Compliance, Technology Strategy & Alignment, Network Planning & Design, Program Management, and Service Operation Management, and also acquiring new technology and define strategy adoption, allocating and managing capex for company initiatives, building capacity and resiliency of the core network and managing all programs through Program Management Office.                                                                                            |
| <b>Rico Usthavia Frans</b><br>Director & Chief IT Digital Officer                            | Responsible to supervise the IT and Digital directorate, which consist of IT Strategy Planning & Architecture, IT Business Partner & Project Management, IT Core Platform, Digital Touchpoint, IT Digital Operations, Technology Security & Risk Controls, and IT Transformation & Digitalization.                                                                                                                                                                                                                                             |

## Requirements and Appointment Policy for the Board of Directors

The appointment of the Company's Board of Directors is governed by the Senior Executive Nomination Policy. Candidates for the Board, as proposed by Shareholders and/or Minority Shareholders, are submitted to the Company's Nominating and Remuneration Committee through the Corporate Secretary.

The Nominating and Remuneration Committee will review the nomination proposals during their meetings to ensure that the candidates meet the necessary requirements, qualifications, and background before submitting the recommendations to the General Meeting of Shareholders (GMS) for approval.

The requirements and qualifications for Board members refer to POJK No. 33/POJK.04/2014 and additional criteria set by the Company, which includes a diversity of skills and the overall composition of the Board.

## Policy in the Resignation of the Board of Directors

The Company's Articles of Association and the Board Manual outline the policy for the resignation of Board members, which requires them to submit a formal written resignation letter to the Company. This letter should be addressed to the Nominating and Remuneration Committee (NRC), with copies sent to the Board of Directors and Corporate Secretary. Upon receiving the resignation letter, the Company will convene a General Meeting of Shareholders within a maximum period of 90 days to decide on the resignation.



In addition to voluntary resignations, a Board member's term automatically ends under the following conditions:

1. If he/she is involved in a civil, criminal, monetary crime and/or other dispute in a judiciary institution and/or arbitration institution whether in Indonesia or a foreign country, or an administrative dispute with an authorized government institution including any dispute in relation to manpower/industrial matters.
2. If he/she passed away.
3. If he/she is not reappointed upon the end of his/her term of office.
4. Dismissed by the GMS.
5. Declared bankrupt or declared under guardianship by the court.
6. No longer qualified by the prevailing legislation and regulation.

The Board of Commissioners has the authority to suspend a member of the Board of Directors, which prevents the suspended member from fulfilling their duties until the suspension period ends or the GMS revokes the suspension. Any suspension must be based on Resolutions by the Board of Commissioners, and the suspended member must be notified in writing. Following this, the Board of Commissioners must convene a GMS to either confirm or revoke the suspension.

## Board of Directors' Term of Office

The term of office for the Company's Board of Directors is five years, and members may be reappointed for the same period. If a Director is appointed to replace a vacant position (due to termination or otherwise), they will serve the remaining term of that vacant position.

## Board of Directors' Meetings

### Board of Directors Meeting Policy

The general policy for Board meetings consists of the following guidelines:

1. The Corporate Secretary determines the scheduling of meetings.
2. Board meetings are chaired by the President Director. If the President Director is unavailable, a Director chosen by the other present members may chair the meeting.
3. If a Director cannot attend a meeting, they may authorize another Director as a proxy. A Director can only represent one other Director as a proxy.
4. A Board meeting decision is valid only if more than half of the Board members or their proxies are present.
5. Minutes of the meeting must be prepared as documentation of decisions made at the meeting.
6. The minutes must be made in writing and signed by all present Board members and must be communicated to all Board members.
7. The Board of Directors may make decisions without holding a meeting; however, these decisions must be approved and documented in one or more written communications, such as facsimile, email, or other methods.

### Board of Directors' Meetings in 2024

In 2024, the Board of Directors held 59 meetings, with the following agendas, frequencies, and attendance:

| No. | Date            | No. Meeting | Type (R/S)* | Agenda                                       | Status (Approval/Noting) | Dian Siswarini* | Yessie D. Yosetya | Abhijit J. Navalekar** | David Arcelus Osos | I Gede Darmayusa*** | Feiruz Ikhwani | Rico Usthavia Frans**** |
|-----|-----------------|-------------|-------------|----------------------------------------------|--------------------------|-----------------|-------------------|------------------------|--------------------|---------------------|----------------|-------------------------|
| 1   | 3 January 2024  | 1/24        | R           | BOD Discussion                               | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | (Proxy to YDY)      | ✓              |                         |
| 2   | 5 January 2024  | 01.S/24     | S           | IT Discussion                                | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              |                         |
| 3   | 10 January 2024 | 2/24        | R           | Board Manual Discussion                      | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |                 |             |             | Sales Distribution Discussion                | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |                 |             |             | FY 2023 Performance Update                   | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 4   | 16 January 2024 | 3/24        | R           | Internal Program Discussion                  | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |                 |             |             | Strategic Discussion                         | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 5   | 19 January 2024 | 02.S/24     | S           | IT Discussion                                | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              |                         |
| 6   | 23 January 2024 | 4/24        | R           | Related Party Transaction Discussion         | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |                 |             |             | Budget Discussion                            | Approval                 |                 | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |                 |             |             | Commercial Discussion                        | Noting                   | ✓               |                   | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |                 |             |             | Joint BOC BOD Meeting Preparation Discussion | Noting                   |                 |                   |                        |                    |                     |                |                         |

| No. | Date             | No. Meeting | Type (R/S)* | Agenda                                                              | Status (Approval/Noting) | Dian Siswarini* | Yessie D. Yosetya | Abhijit J. Navalekar** | David Arcelus Oses | I Gede Darmayusa*** | Feruz Ikhwani | Rico Usthavia Frans**** |
|-----|------------------|-------------|-------------|---------------------------------------------------------------------|--------------------------|-----------------|-------------------|------------------------|--------------------|---------------------|---------------|-------------------------|
| 7   | 30 January 2024  | 5/24        | R           | Associated Company's Extraordinary General Meeting of Shareholders  | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Discussion on Allocation Net Profit & Funding Plan                  | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Related Party Transaction Discussion                                | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Legal Matters Discussion                                            | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Budget Discussion                                                   | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Subsidiary Company Discussion                                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Commercial Discussion                                               | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Procurement Discussion                                              | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 8   | 6 February 2024  | 6/24        | R           | IT Discussion                                                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Strategic Discussion                                                | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Subsidiary Company Annual General Meeting of Shareholder Discussion | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Board Assessment 2023 Result Discussion                             | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Spectrum Update                                                     | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Data Privacy Update                                                 | Read Only                |                 |                   |                        |                    |                     |               |                         |
| 9   | 13 February 2024 | 7/24        |             | IT Discussion                                                       | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Board Investment Committee Discussion                               |                          | ✓               | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Strategic Discussion                                                |                          |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Monthly 2024 Performance Update                                     |                          |                 |                   |                        |                    |                     |               |                         |
| 10  | 21 February 2024 | 03.S/24     | S           | IT Discussion                                                       | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
| 11  | 5 March 2024     | 8/24        | R           | Procurement Discussion                                              | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Network Discussion                                                  | Noting                   | ✓               | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Joint BOC BOD Meeting Preparation Discussion                        | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 12  | 8 March 2024     | 04.S/24     | S           | Budget Discussion                                                   | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Subsidiary Company Discussion                                       | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Legal Matters Discussion                                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Procurement Discussion                                              | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
| 13  | 12 March 2024    | 9/24        | R           | FY 2023 Performance Update                                          | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Network Discussion                                                  | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | IT Discussion                                                       | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
| 14  | 20 March 2024    | 10/24       | R           | IT Discussion                                                       | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Commercial Discussion                                               | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Procurement Discussion                                              | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 15  | 24 March 2024    | 05.S/24     | S           | Related Party Transaction Discussion                                | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | IT Discussion                                                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 16  | 27 March 2024    | 11/24       | R           | Subsidiary Company Discussion                                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Network Discussion                                                  | Noting                   | ✓               | ✓                 | ✓                      | (Proxy to AN)      | (Proxy to YDY)      | ✓             |                         |
|     |                  |             |             | Commercial Discussion                                               | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Sales Distribution Discussion                                       | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 17  | 2 April 2024     | 12/24       | R           | Procurement Discussion                                              | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
| 18  | 17 April 2024    | 13/24       | R           | Legal Matters Discussion                                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Joint BOC BOD Meeting Preparation Discussion                        | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             |                         |
|     |                  |             |             | Commercial Discussion                                               | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                  |             |             | Monthly 2024 Performance Update                                     | Noting                   |                 |                   |                        |                    |                     |               |                         |



| No. | Date          | No. Meeting | Type (R/S)* | Agenda                                                               | Status (Approval/Noting) | Dian Siswarini* | Yessie D. Yosetya | Abhijit J. Navalekar** | David Arcelus Oses | I Gede Darmayusa*** | Feiruz Ikhwani | Rico Usthavia Frans**** |
|-----|---------------|-------------|-------------|----------------------------------------------------------------------|--------------------------|-----------------|-------------------|------------------------|--------------------|---------------------|----------------|-------------------------|
| 19  | 23 April 2024 | 14/24       | R           | Related Party Transaction Discussion                                 | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Internal Review Preparation Discussion                               | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | IT Discussion                                                        | Noting                   | ✓               | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |               |             |             | Data Privacy Discussion                                              | Read Only                |                 |                   |                        |                    |                     |                |                         |
| 20  | 30 April 2024 | 15/24       | R           | IT Discussion                                                        | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Regulatory Discussion                                                | Approval                 | ✓               | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓              |                         |
|     |               |             |             | Internal Review Preparation Discussion                               | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 21  | 7 May 2024    | 16/24       | R           | IT Discussion                                                        | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Governance Discussion                                                | Approval                 | ✓               | (Proxy to DAO)    | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Procurement Discussion                                               | Approval                 |                 |                   |                        |                    |                     |                |                         |
| 22  | 14 May 2024   | 17/24       | R           | Game Token Update                                                    | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Related Party Transaction Discussion                                 | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Monthly 2024 Performance Update                                      | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Sales Distribution Discussion                                        | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 23  | 21 May 2024   | 18/24       | R           | Procurement Discussion                                               | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Corporate Communication Discussion                                   | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 24  | 28 May 2024   | 19/24       | R           | Associated Company Annual General Meeting of Shareholders            | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
| 25  | 4 June 2024   | 20/24       | R           | Business Plan Discussion                                             | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Enterprise Discussion                                                | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Merger Discussion                                                    | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Regulatory Discussion                                                | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 26  | 14 June 2024  | 06.S/24     | S           | Budget Discussion                                                    | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
| 27  | 27 June 2024  | 07.S/24     | S           | Related Party Transaction Discussion                                 | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
| 28  | 18 June 2024  | 21/24       | R           | Business Migration Readiness Discussion                              | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Vendor Discussion                                                    | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | (Proxy to RUF)      | ✓              | ✓                       |
|     |               |             |             | Monthly 2024 Performance Update                                      | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Joint BOC BOD Meeting                                                | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 29  | 25 June 2024  | 22/24       | R           | Associated Company Extraordinary General Meeting of Shareholders     | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Merger Discussion                                                    | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Procurement Discussion                                               | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | (Proxy to RUF)      | ✓              | ✓                       |
|     |               |             |             | Network Discussion                                                   | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | IT Discussion                                                        | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Data Privacy Update                                                  | Read-Only                |                 |                   |                        |                    |                     |                |                         |
| 30  | 13 July 2024  | 23/24       | R           | Subsidiary Company Annual General Meeting of Shareholders Discussion | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Strategic Discussion                                                 | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | (Proxy to RUF)      | ✓              | ✓                       |
|     |               |             |             | Related Party Discussion                                             | Approval                 |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Subsidiary Company Discussion                                        | Approval                 |                 |                   |                        |                    |                     |                |                         |
| 31  | 9 July 2024   | 24/24       | R           | Merger Discussion                                                    | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Monthly 2024 Performance Update                                      | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 32  | 16 July 2024  | 25/24       | R           | Merger Discussion                                                    | Approval                 | ✓               | (Proxy to FI)     | ✓                      | (Proxy to IGD)     | ✓                   | ✓              | ✓                       |
|     |               |             |             | Network Discussion                                                   | Noting                   |                 |                   |                        |                    |                     |                |                         |
| 33  | 23 July 2024  | 26/24       | R           | Internal Financial Policy Discussion                                 | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
| 34  | 30 July 2024  | 27/24       | R           | Procurement Discussion                                               | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓              | ✓                       |
| 35  | 7 August 2024 | 28/24       | R           | Business Plan 2025 Discussion                                        | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | Procurement Discussion                                               | Approval                 | ✓               | ✓                 | (Proxy to DS)          | ✓                  | ✓                   | ✓              | ✓                       |
|     |               |             |             | Sales Distribution Discussion                                        | Noting                   |                 |                   |                        |                    |                     |                |                         |
|     |               |             |             | IT Discussion                                                        | Noting                   |                 |                   |                        |                    |                     |                |                         |

| No. | Date              | No. Meeting | Type (R/S)* | Agenda                                       | Status (Approval/Noting) | Dian Siswarini* | Yessie D. Yosetya | Abhijit J. Navalekar** | David Arcelus Oses | I Gede Darmayusa*** | Feruz Ikhwani | Rico Usthavia Frans**** |
|-----|-------------------|-------------|-------------|----------------------------------------------|--------------------------|-----------------|-------------------|------------------------|--------------------|---------------------|---------------|-------------------------|
| 36  | 13 August 2024    | 29/24       | R           | Human Capital Discussion                     | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Spektrum Discussion                          | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Budget Discussion                            | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Associated Company Discussion                | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Digital Touchpoints                          | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Monthly 2024 Performance Update              | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 37  | 20 August 2024    | 30/24       | R           | Procurement Discussion                       | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Vendor Discussion                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Related Party Transaction Discussion         | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 38  | 27 August 2024    | 31/24       | R           | Related Party Transaction Discussion         | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Business Migration Discussion                | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Data Protection Compliance                   | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Procurement Discussion                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Budget Discussion                            | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 39  | 3 September 2024  | 32/24       | R           | Procurement Discussion                       | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Strategic Discussion                         | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Subsidiary Company Business Plan Discussion  | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             |                                              |                          |                 |                   |                        |                    |                     |               |                         |
| 40  | 10 September 2024 | 33/24       | R           | Cost Efficiency Discussion                   | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | IT Discussion                                | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Traffic Performance Update                   | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Monthly 2024 Performance Update              | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 41  | 17 September 2024 | 34/24       | R           | Budget Discussion                            | Approval                 | ✓               | ✓                 | (Proxy to DS)          | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | AI Discussion                                | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Internal Audit Charter Discussion            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Budget Discussion                            | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 42  | 24 September 2024 | 35/24       | R           | Related Party Transaction Discussion         | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Procurement Discussion                       | Noting                   | ✓               | ✓                 | (Proxy to DS)          | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Joint BOC BOD Meeting Preparation Discussion | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Financial Discussion                         | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 43  | 10 October 2024   | 36/24       | R           | Corporate Event Discussion                   | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 44  | 15 October 2024   | 37/24       | R           | Procurement Discussion                       | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Monthly 2024 Performance Update              | Noting                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Data Privacy Update                          | Read Only                |                 |                   |                        |                    |                     |               |                         |
| 45  | 16 October 2024   | 08.S/24     | S           | Related Party Transaction Discussion         | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 46  | 24 October 2024   | 38/24       | R           | Merger Discussion                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Vendor Discussion                            | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | XL Singapore Business Plan                   | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | New Spectrum Regulation                      | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 47  | 29 October 2024   | 39/24       | R           | Merger Discussion                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Procurement Discussion                       | Approval                 | ✓               | (Proxy to RUF)    | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | IT Discussion                                | Approval                 |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Traffic Performance Update                   | Noting                   |                 |                   |                        |                    |                     |               |                         |
| 48  | 1 November 2024   | 09.S/24     | S           | Merger Discussion                            | Noting                   | ✓               | ✓                 | (Proxy to DS)          | ✓                  | ✓                   | ✓             | ✓                       |
| 49  | 5 November 2024   | 40/24       | R           | Merger Discussion                            | Noting                   |                 |                   |                        |                    |                     |               |                         |
|     |                   |             |             | Related Party Transaction Discussion         | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
|     |                   |             |             | Commercial Discussion                        | Approval                 |                 |                   |                        |                    |                     |               |                         |
| 50  | 8 November 2024   | 10.S/24     | S           | Budget Discussion                            | Approval                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |





| No.                             | Date             | No. Meeting | Type (R/S)*           | Agenda                                                                                                                                                               | Status (Approval/ Noting)                                    | Dian Siswarini* | Yessie D. Yosetya | Abhijit J. Navalekar** | David Arcelus Oses | I Gede Darmayusa*** | Feruz Ikhwani | Rico Usthavia Frans**** |
|---------------------------------|------------------|-------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-----------------|-------------------|------------------------|--------------------|---------------------|---------------|-------------------------|
| 51                              | 11 November 2024 | 11.S/24     | S                     | Commercial Discussion<br>Merger Discussion                                                                                                                           | Approval<br>Noting                                           | ✓               | ✓                 | ✓                      | (Proxy to YDY)     | ✓                   | ✓             | ✓                       |
| 52                              | 12 November 2024 | 41/24       | R                     | Related Party Transaction Discussion<br>Enterprise Discussion<br>Budget Discussion<br>Network Discussion<br>Monthly 2024 Performance Update                          | Noting<br>Noting<br>Approval<br>Noting<br>Noting             | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 53                              | 29 November 2024 | 42/24       | R                     | Merger Discussion<br>Related Party Transaction Discussion<br>Customer Service Discussion<br>Regulatory Discussion<br>Corporate Event Discussion<br>Merger Discussion | Noting<br>Noting<br>Noting<br>Noting<br>Approval<br>Approval | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 54                              | 4 December 2024  | 43/24       | R                     | Merger Discussion<br>Procurement Discussion<br>Related Party Transaction Discussion                                                                                  | Noting<br>Noting<br>Approval                                 | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 55                              | 6 December 2024  | 12.S/24     | S                     | Merger Discussion                                                                                                                                                    | Approval                                                     | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 56                              | 8 December 2024  | 13.S/24     | S                     | Merger Discussion                                                                                                                                                    | Approval                                                     | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 57                              | 9 December 2024  | 14.S/24     | S                     | Merger Discussion                                                                                                                                                    | Approval                                                     | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 58                              | 10 December 2024 | 44/24       | R                     | Corporate Event Discussion<br>Monthly 2024 Performance Update                                                                                                        | Noting<br>Noting                                             | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| 59                              | 17 December 2024 | 45/24       | R                     | Enterprise Discussion<br>IT Discussion<br>Corporate Event Discussion                                                                                                 | Noting<br>Noting<br>Noting                                   | ✓               | ✓                 | ✓                      | ✓                  | ✓                   | ✓             | ✓                       |
| <b>Total Attendance in 2024</b> |                  |             |                       |                                                                                                                                                                      |                                                              | <b>59</b>       | <b>59</b>         | <b>59</b>              | <b>59</b>          | <b>59</b>           | <b>59</b>     | <b>39</b>               |
| <b>Attendance Rate in 2024</b>  |                  |             |                       |                                                                                                                                                                      |                                                              | <b>100%</b>     | <b>100%</b>       | <b>100%</b>            | <b>100%</b>        | <b>100%</b>         | <b>100%</b>   | <b>100%</b>             |
| <b>Regular Meetings</b>         |                  | <b>45</b>   | <b>Yes</b>            |                                                                                                                                                                      |                                                              | <b>59</b>       | <b>51</b>         | <b>55</b>              | <b>56</b>          | <b>54</b>           | <b>59</b>     | <b>39</b>               |
| <b>Special Meetings</b>         |                  | <b>14</b>   | <b>No</b>             |                                                                                                                                                                      |                                                              | <b>0</b>        | <b>0</b>          | <b>0</b>               | <b>0</b>           | <b>0</b>            | <b>0</b>      | <b>0</b>                |
| <b>Total Meetings</b>           |                  | <b>59</b>   | <b>Yes with Proxy</b> |                                                                                                                                                                      |                                                              | <b>0</b>        | <b>8</b>          | <b>4</b>               | <b>3</b>           | <b>5</b>            | <b>0</b>      | <b>0</b>                |

\* Has submitted her resignation as President Director on 3 December 2024 and will be effective upon approval by the nearest General Meeting of Shareholders.

\*\* Has submitted his resignation as Director on 24 December 2024 and will be effective after obtaining approval from the nearest General Meeting of Shareholders.

\*\*\* Has submitted his resignation as Director on 7 January 2025 and will be effective after the corporate action of merger of the Company is declared effective.

\*\*\*\* Effective since 3 May 2024. He has submitted his resignation as Director on 7 January 2025 and will be effective upon approval by the nearest General Meeting of Shareholders..



### Joint Meetings of the Board of Commissioners and the Board of Directors in 2024

This information can be found in the Board of Commissioners section.

### Attendance of the Board of Directors at GMS

This information can be found in the General Meeting of Shareholders section.

### Training and Competency Development of the Board of Directors

Each member of the Board of Directors continually develops their competencies to support the fulfillment of their duties and responsibilities. Competency development may involve participating in seminars, training sessions, or speaking at events related to the company's business.

In 2024, members of the Board of Directors engaged in various training programs to enhance their effectiveness in their roles. Detailed information can be found in the Profile section of the Board Members within this Corporate Governance chapter.

### Induction Program of the Board of Directors

The Company has established an Induction Program for newly appointed members of both the Board of Commissioners and the Board of Directors. This program, organized by the Corporate Secretary, includes presentations on fundamental matters of the Company such as:

1. The Company's strategy, which encompasses business plans, branding, technology, and networks.
2. Governance presentations that cover:
  - a. Duties, responsibilities, and authorities of Board members.
  - b. Policies related to governance.

In 2024, the Board Induction Program was conducted for the new member of the Board of Directors, Rico Usthavia Frans, on 1 April 2024, by the Corporate Secretary.

### Board of Directors Performance Assessment

#### Conducted by the Nominating and Remuneration Committee

The performance assessment of each Board member and the President Director is executed by the Nominating and Remuneration Committee. This assessment is based on the achievement of Key Performance Indicators (KPIs) aligned with the Company's goals and specific targets, if applicable.

The performance of the Board is reported collectively at the General Meeting of Shareholders (GMS), which provides full release and discharge (*acquies et de charge*) to the Board of Directors regarding management during the year.

### Self-Assessment

In 2024, the Company conducted an independent assessment of the Board of Directors. This evaluation included Board Effectiveness, peer assessments among Board members, and Cross-Board Assessments involving each Board member. The assessment focused on understanding roles, duties, responsibilities, and evaluating the Company's Good Corporate Governance (GCG). The results will serve as recommendations for improving the Company's GCG and will be considered in the reappointment of individual Board members.

#### Assessor

The Nominating and Remuneration Committee performed a self-assessment of the Board of Directors.

#### Assessment Method

The assessment utilized a quantitative approach, employing data collection techniques such as distributing questionnaires with statements that all members of the Board were required to respond to, as well as assessments conducted among Board members.

#### Assessment Criteria

The criteria for evaluating the performance of the Board of Directors included Board Structure, Dynamics & Functioning, the Board's Role in Governance, and the Financial Reporting Process, Internal Controls, and Risk Management.

#### Assessment Results

The Board of Directors has fulfilled its duties and responsibilities in accordance with applicable regulations and relevant standards.

### Performance Assessment for Committees Under the Board of Directors

The Board of Directors is supported in its duties by several committees: the Information Technology Committee, the Risk Management and Business Continuity Committee, the Ethics and Integrity Committee, the Human Capital Committee, and the Gift, Donation & Sponsorship Committee.

#### Assessment Procedure & Criteria

In 2024, the Board evaluated the performance of these committees and concluded that they have effectively and efficiently fulfilled their responsibilities. This assessment was based on the committees' periodic reports, along with their inputs and recommendations regarding their designated areas of responsibility, as detailed in this Integrated Annual Report.



### **Succession Policy of the Board of Directors**

The Company's Director Succession Policy mandates that selected individuals engage in a series of self-improvement activities related to their job performance and personal development. This includes training and participation in a collaborative team environment to tackle specific challenges.

The Nominating and Remuneration Committee plays a crucial role in selecting candidates for Director positions. The Director has the option to designate an existing employee, including those in the Company's Talent Pool, as a successor. The competencies of potential Director successors will be regularly evaluated through an internal panel system and an independent third-party assessment.

The selection process for a Director candidate will follow the procedures and guidelines stipulated in the Nomination Policy, while also considering current laws and regulations governing the appointment of Directors.

### **Loan Policy for Members of the Board of Commissioners and Board of Directors**

The Company's Remuneration Policy for Senior Executives prohibits personal loans to members of the Board of Directors and the Board of Commissioners.

### **Share Ownership Policy for the Board of Commissioners and Board of Directors**

According to the Policy on Share Ownership by the Board of Commissioners and Board of Directors, enacted by the Board of Directors on 16 August 2016, each member of these boards must periodically disclose their share ownership in the Company and any other companies, including ownership by their family members. This information is maintained in a Special Register of Shareholders managed by the Corporate Secretary Division.

In line with this policy, every transaction involving the sale or purchase of the Company's shares by members of the Board of Commissioners and Directors must be reported to the Corporate Secretary, who will then notify the Financial Services Authority (OJK) as required under Regulation No. 4 of 2024 concerning Report on Share Ownership or Change to Share Ownership in a Public Company and Report on Public Company Share Encumbrance Activity.

### **Share Ownership by Members of the Board of Commissioners and Directors**

As of 31 December 2024, the share ownership of members of the Board of Commissioners and Directors is detailed in the Corporate Data Chapter of this Integrated Annual Report.



# Information Technology Committee

The Information Technology Committee (IT Committee) was established by the Board of Directors in September 2012 to support the Company's business plan and strategic roadmap, specifically in the realm of information technology.

## Membership and Profile of IT Committee

The term of office for IT Committee members aligns with the term of the Board of Directors, unless otherwise specified by the Board's decision.

The IT Committee membership as of 31 December 2024 consists of:

- › Rico Usthavia Frans, Chairman
- › Yessie D. Yosetya, Member
- › Dian Siswarini, Member
- › David Arcelus Oses, Member
- › Feiruz Ikhwan, Member
- › Abhijit J. Navalekar, Member
- › I Gede Darmayusa, Member

The profiles (including training and competency development) of the IT Committee members are provided in the Board of Directors Profile section of this Annual Report.

## Duties and Responsibilities of IT Committee

The IT Committee is responsible for ensuring that the information technology strategic plan aligns with XL Axiata's business objectives and plans, while adhering to applicable regulations.

The members of the IT Committee must ensure that every decision and recommendation meet the following criteria:

- › It should be capable of enabling future information technology and digitalization to be competitive and advantageous for XL Axiata.
- › It must align with XL Axiata's strategic roadmap, particularly regarding investments in information technology.

To achieve these goals, the IT Committee has the following duties and responsibilities:

1. Discuss and evaluate the information technology strategic roadmap to support XL Axiata's value creation goals. This includes examining the selection of technology and trade-offs that align with the Company's overall strategy and the IT Master Plan, focusing on:
  - › IT Architecture (Applications, Data, Infrastructure)
  - › IT strategic plans
2. Discuss innovation projects from an information technology perspective, assessing their value potential and associated risks before submitting them for approval by the relevant Director.
3. Review emerging technological innovations and report on their potential impact on the network and/or IT Roadmap, as well as on XL Axiata's overall strategy.
4. Collect solutions to issues from business units and stakeholders, ensuring alignment with XL Axiata's overall strategy.

## IT Committee Charter

The IT Committee operates under a Terms of Reference that defines its duties and authorities, as well as the policies governing Committee meetings.

## Independence of IT Committee

The IT Committee performs its duties and responsibilities professionally and independently, free from external influence and in compliance with applicable laws and regulations.



## Implementation of IT Committee Meetings

In 2024, the IT Committee held 7 meetings as follows:

| No                       | Date              | Agenda                                                                                                                                                          | Dian Siswarini | Yessie D. Yosetya | David Arcelus Oses | I Gede Darmayusa | Rico Usthavia Frans | Abhijit J. Navalekar | Feiruz Ikhwan |
|--------------------------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------|--------------------|------------------|---------------------|----------------------|---------------|
| 1                        | 15 February 2024  | 1. 2024 Project Charter Ratification<br>2. Availability & Reliability: Touchpoint Update & CIAM                                                                 | ✓              | ✓                 | ✓                  | ✓                | ✓                   | ✓                    | ✓             |
| 2                        | 14 March 2024     | 1. 360CA Approach & Next Steps<br>2. IT Security Priority<br>3. Touchpoint Availability & Reliability                                                           | ✓              | ✓                 | ✓                  | ✓                | ✓                   | ✓                    | ✓             |
| 3                        | 10 May 2024       | 1. IT Risk Control<br>2. Availability & Reliability<br>3. BSS 2 Major Projects<br>4. Project Charter Rectification<br>5. Analytic Project Charters Ratification | -              | -                 | ✓                  | -                | ✓                   | ✓                    | -             |
| 4                        | 08 July 2024      | 1. IT Major Projects<br>2. EPC & Demo<br>3. IT Operation Q2 Achievement<br>4. Cloud Cost Update                                                                 | ✓              | ✓                 | ✓                  | -                | ✓                   | -                    | ✓             |
| 5                        | 06 September 2024 | 1. Traditional Channel Touchpoint Roadmap<br>2. IT User Access Management<br>3. Business Fulfilment Postmortem H1 2024<br>4. Project Charter Revision           | ✓              | ✓                 | ✓                  | ✓                | ✓                   | -                    | -             |
| 6                        | 30 October 2024   | 1. Project Charter Revision<br>2. IT User Access Management<br>3. Cloud Cost Progress & 5 Years Projection<br>4. IT Contract Update                             | ✓              | ✓                 | ✓                  | -                | ✓                   | -                    | ✓             |
| 7                        | 12 December 2024  | 1. IT Proposal for 2025 Unbudgeted Initiatives<br>2. Product RSA & EPC<br>3. 2024 Reflection                                                                    | ✓              | ✓                 | ✓                  | ✓                | ✓                   | -                    | ✓             |
| Total Attendance in 2024 |                   |                                                                                                                                                                 | 6/7            | 6/7               | 7/7                | 4/7              | 7/7                 | 3/7                  | 5/7           |
| Attendance Rate in 2024  |                   |                                                                                                                                                                 | 86%            | 86%               | 100%               | 57%              | 100%                | 43%                  | 71%           |

## IT Committee Activity Report in 2024

Throughout 2024, the IT Committee has carried out all the duties and responsibilities of the Committee. In particular, the Committee has implemented a Transformation program in 2024, including but not limited to:

- › Enhanced digital sales channels via digitization initiatives and enhanced customer experiences.
- › Improved productivity across all business units and support functions by utilizing artificial intelligence and digital automation.
- › Emerged as a reliable Digital provider by ensuring robust privacy and cybersecurity governance in accordance with global standards.
- › Conducted routine monitoring of program implementation.

# Risk Management and Business Continuity Committee

The Risk Management and Business Continuity Committee ("RBCC") was established by the Board of Directors on 7 May 2013, following the Decree of BOD Meeting No. 47/20, dated 24 November 2017. The Committee uses a Working Charter (RBCC Terms of Reference) as the basis of its work, with the latest adjustments approved by the Board of Directors Decree No. 31/23, dated 29 August 2023. The committee reports directly to the Board of Directors.

## Membership and Profile RBCC

The membership of the Committee consisted of:

- › Director and Chief Technology Officer I Gede Darmayusa, Chairperson
- › President Director and Chief Executive Officer, Dian Siswarini, Member
- › Director and Chief Enterprise Business and Corporate Affairs, Yessie D. Yosetya, Member
- › Director and Chief Commercial Officer - Consumer, David Arcelus Oses, Member
- › Director and Chief Finance Officer, Feiruz Ikhwan, Member
- › Director and Chief Commercial Officer - Home & Convergence, Abhijit J. Navalekar, Member
- › Chief Human Capital Officer, Mochammad Hira Kurnia, Member
- › Chief Corporate Affairs Officer, Marwan Oemar Baasir, Member
- › Group Head Risk and Compliance, Yofie, Secretary

The profiles (including training and competency development) of I Gede Darmayusa, Dian Siswarini, Yessie D. Yosetya, David Arcelus Oses, Abhijit J. Navalekar, and Feiruz Ikhwan are included in the Corporate Governance chapter of this Annual Report under the section titled "Profiles of the Board of Directors." Mochammad Hira Kurnia's profile can be found in the same chapter under the sub-section "Nominating and Remuneration Committee."

Below are the profiles of the non-management committee members:



### Marwan Oemar Baasir\*

Risk Management and Business Continuity Committee Member

|                                   |                                                       |
|-----------------------------------|-------------------------------------------------------|
| <b>Age</b>                        | 54 years old as of December 2024                      |
| <b>Nationality</b>                | Indonesian                                            |
| <b>Legal Basis of Appointment</b> | Assignment Letter No. 0048/HCSS-RM/A/ September 2023. |
| <b>Term of Office</b>             | 24 November 2020 – Present.                           |

## Educational Background and Certifications

- › Bachelor of Law, Universitas Pancasila, 2021.
- › Master of Law from Universitas Gadjah Mada, 2017.
- › Bachelors' Degree in Electronic Engineering from Institut Sains dan Teknologi (ISTN), 1992.

## Professional Experience

- XL Axiata:
- › Chief of Corporate Affairs (2020 – present).

\* No longer serves as a Member of the Risk Management and Business Continuity Committee effective 1 March 2025.

- › Group Head of Regulatory & Government Relation (2014 – 2020).
- › Head of Regulatory & Government Relation PT Bakrie Telecom Tbk (2012- 2014).
- › Executive Vice President External Relation & Business Development (2011 – 2012).
- › Vice President Business Development (2008 – 2011).

## Concurrent Positions

None.

## Affiliate Relations

None.





## Association Membership

None.

## Training or Competency Development in 2024

| Training/Workshop                                       | Venue                     | Date of Implementation |
|---------------------------------------------------------|---------------------------|------------------------|
| Mobile World Congress 2024                              | Barcelona, Spain          | 26 February 2024       |
| Occupational Health Safety and Environment (OHSE) 2024  | SF                        | 31 March 2024          |
| Ericsson Imagine Live 2024 Exclusively for XL Axiata    | Four Seasons Hotel        | 29 May 2024            |
| Workshop XL-TPN-Telstra - Introduction XL, TPN, Telstra | XL Axiata Training Center | 11 June 2024           |
| Workshop XL-TPN-Telstra - Regulatory                    | XL Axiata Training Center | 11 June 2024           |

| Training/Workshop                                                                                            | Venue                     | Date of Implementation |
|--------------------------------------------------------------------------------------------------------------|---------------------------|------------------------|
| 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance                   | Xlearn                    | 30 September 2024      |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 October 2024        |
| Indonesia Personal Data Protection Law : "Concept and Challenges in Implementation Personal Data Protection" | XL Axiata Training Center | 4 November 2024        |
| Workshop Cyber Security "Fortifying Your Company Against Cyber Threats: A Legal Perspectives"                | XL Axiata Training Center | 14 November 2024       |
| ICCC Winning Culture                                                                                         | Xlearn                    | 31 December 2024       |



### Yofie

Risk Management and Business Continuity Committee Member

|                                   |                                  |
|-----------------------------------|----------------------------------|
| <b>Age</b>                        | 43 years old as of December 2024 |
| <b>Nationality</b>                | Indonesian                       |
| <b>Legal Basis of Appointment</b> | 0007/HCSSS-RM/A/November/2024    |
| <b>Term of Office</b>             | 1 November 2024 – Present        |

## Educational Background and Certifications

- › Master of Business Administration from University of Technology Sydney, 2011.
- › Bachelor's degree in Economics from University of Indonesia, 2004.

## Professional Experience

XL Axiata:

- › Group Head Risk and Compliance (2024 – present)
- › Group Head Corporate Strategy (2023 – 2024)
- › Group Head Risk and Compliance (2020 – 2022)
- › Head Strategic Project (2018 – 2020)
- › Strategic Project Leader (2016 – 2018)

PT Renoir Consulting Indonesia:

- › Management Consultant (2011 – 2016)

## Concurrent Positions

Member and Secretary of Gift, Donation, and Sponsorship Committee.

## Affiliate Relations

None.

## Association Membership

None.



### Training or Competency Development in 2024

| Training/Workshop                                                | Venue           | Date of Implementation |
|------------------------------------------------------------------|-----------------|------------------------|
| XL Strategy Workshop                                             | W Bali Seminyak | 16-17 May 2024         |
| Elevating Risk Culture Workshop: from Awareness to Action        | XL Axiata Tower | 19 June 2024           |
| Internal Audit ISO 37001 Anti Bribery Management System Training | XL Axiata Tower | 4 July 2024            |

|                                                                                        |                 |                   |
|----------------------------------------------------------------------------------------|-----------------|-------------------|
| Materiality Assessment Workshop: Aligning Corporate Strategy with Sustainability Focus | XL Axiata Tower | 20 September 2024 |
| ERMA Masterclass - Resilient Leadership: ESG, AI and GRC in Modern Risk Governance!    | Online          | 4 December 2024   |
| Risk Beyond: International Conference                                                  | Online          | 5-6 December 2024 |

### Duties and Responsibilities of RBCC

Since August 2023, RBCC's scope of work has expanded to overseeing the effectiveness of Risk Management, ensuring the implementation of Business Continuity Management, and monitoring compliance with the Company's Anti-Bribery and Anti-Corruption policy. This includes, but is not limited to, Environmental, Social, and Governance (ESG) aspects and Regulatory Compliance.

The following outline the primary duties and responsibilities of the RBCC:

- › To review and assess the adequacy of the governing policies, framework, and structure for managing risk and compliance and how effectively these operate.
- › Review the risk assessment performed by the risk owner and the effectiveness of the mitigation plan.
- › To foster a healthy risk and compliance culture.
- › To set strategic BCM objectives and review the adequacy of the BCM Framework and methodology.
- › Assess the ABAC monitoring review results conducted regularly based on the risk-based compliance plan.
- › Monitor implementation of Sustainability practice and
- › Monitoring regulation requirements imposed by relevant regulators

### Independence of RBCC

The RBCC conducts its professional duties and responsibilities independently, without any external interference. It adheres to relevant laws and regulations.

### Implementation of RBCC Meetings

The policy governing Committee meetings is outlined in the RBCC Terms of Reference. The Committee meets at least four times a year.

In 2024, the RBCC convened five (5) meetings. More detailed information about the RBCC meetings can be found below.



| No                                      | Date           | Agenda                                                                                                                                                                                                                                                                                                     | I Gede Darmayusa | Dian Siswarini | Yessie D. Yosetya | David Arcelus Oses | Rico Usthavia Frans            | Feiruz Ikhwan | Abhijit J. Navalekar | M. Hira Kurnia | Marwan O. Baasir* | Christopher Eko Kusumowidagdo (R&C) Secretary | Yofie (R&C) Secretary             |
|-----------------------------------------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------|-------------------|--------------------|--------------------------------|---------------|----------------------|----------------|-------------------|-----------------------------------------------|-----------------------------------|
| 1                                       | 17 Jan 2024    | <ul style="list-style-type: none"> <li>› Ratification of previous Minutes of Meeting</li> <li>› Matters Arising from previous meeting</li> <li>› Risk Management &amp; Compliance Update</li> </ul>                                                                                                        | ✓                | ✓              | ✓                 | ✓                  |                                | ✓             | ✓                    | ✓              | ✓                 | ✓                                             | not yet started as RBCC secretary |
| 2                                       | 4 April 2024   | <ul style="list-style-type: none"> <li>› Ratification of previous Minutes of Meeting</li> <li>› Matters Arising from the previous meeting</li> <li>› ESG Implementation Update</li> <li>› Regulatory Update</li> <li>› IT Top Risks update</li> <li>› Risk &amp; Compliance Update</li> </ul>              | ✓                | ✓              | ✓                 | ✓                  | not yet started as RBCC member | ✓             | ✓                    | ✓              | ✓                 | ✓                                             |                                   |
| 3                                       | 4 Juli 2024    | <ul style="list-style-type: none"> <li>› Ratification of previous Minutes of Meeting</li> <li>› Matters Arising from previous meeting</li> <li>› ESG Implementation Update</li> <li>› Regulatory Update</li> <li>› IT Top Risks, update</li> <li>› Risk &amp; Compliance Update</li> </ul>                 | ✓                | ✓              | ✓                 | ✓                  | ✓                              | ✓             | ✓                    | ✓              | ✓                 | ✓                                             |                                   |
| 4                                       | 3 Oktober 2024 | <ul style="list-style-type: none"> <li>› Ratification of previous Minutes of Meeting</li> <li>› Matters Arising from previous meeting</li> <li>› ESG Implementation Update</li> <li>› Regulatory Update</li> <li>› Key IT Risks &amp; Resiliency Update</li> <li>› Risk &amp; Compliance Update</li> </ul> | ✓                | ✓              | ✓                 | ✓                  | ✓                              | ✓             | ✓                    | ✓              | ✓                 | ✓                                             |                                   |
| 5                                       | 26 Nov 2024    | SORMIC 2024 IT Operational Risk Update                                                                                                                                                                                                                                                                     | ✓                | ✓              | ✓                 | ✓                  | ✓                              | Absent        | Absent               | ✓              | ✓                 | Ended as RBCC secretary                       | ✓                                 |
| <b>Total Attendance in 2024</b>         |                |                                                                                                                                                                                                                                                                                                            | 5/5              | 5/5            | 5/5               | 5/5                | 3/3                            | 4/5           | 4/5                  | 5/5            | 5/5               | 4/4                                           | 1/1                               |
| <b>Percentage of attendance in 2024</b> |                |                                                                                                                                                                                                                                                                                                            | 100%             | 100%           | 100%              | 100%               | 100%                           | 80%           | 80%                  | 100%           | 100%              | 100%                                          | 100%                              |

\* No longer serves as a Member of the Risk Management and Business Continuity Committee effective 28 February 2025.



## RBCC Activity Report 2024

The RBCC carries out various activities to fulfil its primary duties and responsibilities:

- › Review quarterly Top Risks and Emerging Risks, including mitigation plan performed by the Business Unit.
- › Conducted a review of the Business Continuity Management (BCM) policy.
- › Assessed the effectiveness of the ABAC Implementation Program, including the Evaluation of the Corruption Risk profile.
- › Implementation of the ISO 37001:2016 Anti-Bribery Management System Certification.
- › Reviewed challenges related to ESG implementation and.
- › Evaluated and ensured adherence to relevant regulations.



# Human Capital Committee

The Human Capital Committee (HC Committee) was established by the Company's Board of Directors on 12 July 2019.

## Membership and Profile of the HC Committee

The tenure of the HC Committee members aligns with that of the Board of Directors, unless otherwise determined by the Board's decision. The basis for appointment is outlined in Decree of BOD No. 20/19 dated 18 June 2019.

The members of the HC Committee are as follows:

1. Mochamad Hira Kurnia, Chairman
2. Dian Siswarini, Member
3. Rico Usthavia Frans, Member
4. Feiruz Ikhwan, Member
5. Yessie D. Yosetya, Member
6. David Arcelus Oses, Member
7. Abhijit J. Navalekar, Member
8. I Gede Darmayusa, Member

Profiles (including training and competency development) of Abhijit J. Navalekar, Dian Siswarini, Yessie D. Yosetya, David Arcelus Oses, Rico Usthavia Frans, Feiruz Ikhwan, and I Gede Darmayusa are presented in the Corporate Governance Chapter of this Annual Report under the section for the Board of Directors. The profile of Mochamad Hira Kurnia is included in the section for the Nominating and Remuneration Committee.

## Duties and Responsibilities of HC Committee

HC Committee is responsible for the following items:

### 1. Organization Development

The Committee evaluates the business changes and its impact to the organization structure, propose partial changes and/or conduct an organization development process to cope with the business changes. The proposal shall be thoroughly analyzed in terms of costs, risks, and benefits that have an impact on the entire organization.

### 2. Manpower Planning (MPP)

The Committee evaluates the current MPP in the Company and its productivity and proposes any initiatives to increase labour productivity and efficiency to achieve business results through efficiency and/or retrenchment of resources. This includes Permanent/Contract employees and Outsource/Manage Resources. The Committee shall evaluate and propose any strategy or initiatives to outsource one or more jobs/functions within the departments both for labour or service

supply. The proposal shall be thoroughly analyzed in terms of costs, risks, and benefits that have an impact on the entire organization.

### 3. Employee Reward and Benefits

The Committee proposes initiatives on employee rewards and benefits programs to enhance employee motivation as well as the Company's retention capability.

### 4. Performance Management

The Committee discusses the performance management activities to further operationalize the top-down decision from the Board of Directors meeting regarding the organization performance and how it cascades into each department.

### 5. Talents Management

The Committee proposes a Talents Management Program which includes the identification, development and retention to mitigate labour competition in the market.

### 6. Learning and Development

The Committee discusses the learning intervention plan for employees to equip the employees with critical capability for achieving business plans.

### 7. Corporate Culture

The Committee proposes initiatives to support the implementation of the companywide Corporate Culture program.

### 8. HC Policies

The Committee proposes the new HC policies or change and/or revise the existing ones to adjust and align with the changes of business and organization practices. HR policy must need approval from the Board of Directors.

### 9. Other HC Matters

The Committee discusses any other HC matters not listed above as long as it is related to employee productivity and requiring the views of the members of the Board, including but not limited to: industrial relations, Employer Value Proposition (EVP), employee engagement, and talent acquisition, and HC performance.

## HC Committee Charter

The HC Committee operates under its Working Charter or Terms of Reference. This Terms of Reference has been updated and approved by the Board of Directors on 28 June 2019.

## Independence of HC Committee

The HC Committee conducts its professional duties and responsibilities independently, without any external interference. It adheres to relevant laws and regulations.

## Implementation of HC Committee Meetings

The policy governing Committee meetings is outlined in the HC Committee Terms of Reference. The Committee meets at least once every 2 months.

In 2024, the HC Committee convened 7 meetings. More detailed information about the HC Committee meetings can be found below:

| No.                      | Date        | Agenda                                                                                                                    | Dian Siswarini* | Rico Usthavia Frans** | Feiruz Ikhwan | Yessie D. Yosetya | Abhijit J. Navalekar*** | David A. Oses | I Gede Darmayusa**** | M. Hira Kurnia |
|--------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|---------------|-------------------|-------------------------|---------------|----------------------|----------------|
| 1                        | 12 February | Performance Review 2023                                                                                                   | ✓               | ✓                     | ✓             | ✓                 | ✓                       | ✓             | ✓                    | ✓              |
| 2                        | 14 March    | HC Business Plan & Strategic Initiatives; AI for Digital Workforce; Peppermint 2.0; IT Support for HC Digitalization      | ✓               | ✓                     | ✓             | ✓                 | ✓                       | ✓             | ✓                    | ✓              |
| 3                        | 10 July     | Jaguar Project Update; Manpower Planning; X-Star Program Update; Rotation Framework; Key Capabilities Development         | ✓               | ✓                     | ✓             | ✓                 | ✓                       | -             | ✓                    | ✓              |
| 4                        | 19 August   | Performance Review H1 2024                                                                                                | ✓               | ✓                     | ✓             | ✓                 | ✓                       | ✓             | ✓                    | ✓              |
| 5                        | 9 September | Professional Career Path; Rotation Plan; Post-Get Along Survey; X-Star Program Update                                     | ✓               | ✓                     | ✓             | ✓                 | ✓                       | ✓             | ✓                    | ✓              |
| 6                        | 31 October  | Touchpoint Organization Proposal; Horizon Project Update; MergeCo Pulse Check; Human Capital Days; Thunder Project Update | ✓               | ✓                     | ✓             | ✓                 | -                       | ✓             | ✓                    | ✓              |
| 7                        | 5 December  | Peppermint 2.0; Organization Update                                                                                       | ✓               | ✓                     | ✓             | ✓                 | ✓                       | ✓             | ✓                    | ✓              |
| Total Attendance in 2024 |             |                                                                                                                           | 7               | 7                     | 7             | 7                 | 6                       | 6             | 7                    | 7              |
| Attendance Rate in 2024  |             |                                                                                                                           | 100%            | 100%                  | 100%          | 100%              | 86%                     | 86%           | 100%                 | 100%           |

\* Has submitted his resignation as President Director on 3 December 2024 and will be effective upon approval by the nearest General Meeting of Shareholders.

\*\* Effective since 3 May 2024.

\*\*\* Has submitted his resignation as Director on 24 December 2024 and will be effective after obtaining approval from the nearest General Meeting of Shareholders.

\*\*\*\* Has submitted his resignation as Director on 7 January 2025 and will be effective after the corporate action of merger of the Company is declared effective.

## HC Committee Activity Report in 2024

The establishment of the HC Committee is intended to achieve effectiveness in decision-making in the HR field as well as to assist the Board of Directors in the effective decision-making process.

The HC Committee primarily focuses on the impact of corporate initiatives, the design and implementation of a converged organization in line with the Company's vision, talent development, the implementation of the Performance Management System in 2024, employee productivity, and other HC operational metrics.





# Gift, Donation, and Sponsorship Committee

The Company's Gift, Donation, and Sponsorship Committee (GDSC) was established by the Board of Directors through Decree No. 33/20, dated 18 August 2020. The Committee has a Working Charter (GDSC Terms of Reference) used as the basis of its work, with the latest adjustments approved by Decree of BOD No. 31/23, dated 29 August 2023. The committee reports directly to the Board of Directors.

## Membership and Profile of GDSC

Under Decree of the Board of Directors No. 31/23 dated 29 August 2023, the Company's GDSC consisted of a Chairperson and two Committee members as follows:

1. Director and Chief Finance Officer, Feiruz Ikhwan, Chairperson
2. Chief Human Capital Officer, Mochamad Hira Kurnia, Member
3. Group Head Risk and Compliance, Yofie, Member

Feiruz Ikhwan's profile (including training and competency development) is presented in the Corporate Governance Chapter of this Annual Report under the section for the Board of Directors. Mochamad Hira Kurnia's profile is included in the Nominating and Remuneration Committee section, and Yofie's profile is presented in RBCC section.

## Duties and Responsibilities of GDSC

GDSC's role is to ensure that GDS Transactions are appropriately identified, assessed, and monitored for relevant risks and activities and that transactions are approved in accordance with the LOA.

The following outline the primary duties and responsibilities of the GDSC:

1. Review, deliberate, challenge, and approve GDS transactions in accordance with GDS policy and procedure.
2. Provide quarterly reports on the types, status, and alerts of GDS transactions, along with any relevant information or risk exposure, if any, to the Board of Directors and BRCC for notation.

In 2024, the GDS Committee conducted four meetings. The details of these meetings are as follows:

| No.                      | Date             | Agenda                                                                                                                                                                                                                                                                                       | Feiruz Ikhwan<br>GDSC<br>Chairperson | M. Hira Kurnia<br>GDSC<br>Member | Christopher Eko Kusumowidagdo<br>(R&C)<br>GDSC Member & Secretary | Yofie (R&C)<br>GDSC<br>Member & Secretary  |
|--------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-------------------------------------------------------------------|--------------------------------------------|
| GDSC #1-2024             | 5 February 2024  | › Matter Arising from the previous meeting.<br>› Corporate Communication & Enterprise GDS Activity plan.                                                                                                                                                                                     | ✓                                    | ✓                                | ✓                                                                 | Not yet started as GDSC Member & Secretary |
| GDSC #2-2024             | 25 June 2024     | › Matter Arising from the previous meeting.<br>› Compliance Monitoring and Evaluation results of Gift, Donation, and Sponsorship (GDS) and ECH Transactions                                                                                                                                  | ✓                                    | ✓                                | ✓                                                                 |                                            |
| GDSC #3-2024             | 18 November 2024 | › Matter Arising from the previous meeting.<br>› Reviewing Corporate Social Responsibility (CSR) in the context of Natural Disasters.<br>› Proposal to add Whitelist Items.<br>› Compliance Monitoring and Evaluation results of Gift, Donation, and Sponsorship (GDS) and ECH Transactions. | ✓                                    | ✓                                | Ended as GDSC Member & Secretary                                  | ✓                                          |
| GDSC #4-2024             | 19 December 2024 | › Matter Arising from the previous meeting.<br>› Reviewing post-CSR events analysis.<br>› Reviewing of Q4 2024 Gift, Donation, and Sponsorship approved request summary.                                                                                                                     | ✓                                    | ✓                                |                                                                   | ✓                                          |
| Total Attendance in 2024 |                  |                                                                                                                                                                                                                                                                                              | 4/4                                  | 4/4                              | 2/2                                                               | 2/2                                        |
| Attendance Rate in 2024  |                  |                                                                                                                                                                                                                                                                                              | 100%                                 | 100%                             | 100%                                                              | 100%                                       |

### GDSC Activity Report 2024

The GDS Committee carries out its main activity of reviewing Gifts, Donations, and Sponsorship (GDS) requests within the Company. The committee adheres to the VITAL principles during its decision-making process regarding the provision and receipt of GDS.



# Ethics and Integrity Committee

The Ethics and Integrity Committee was established by the Board of Directors on 30 June 2020 to assist the Board in its oversight duties by preventing, detecting, and responding to cases of fraud or misconduct.

## Membership and Profile of Ethics and Integrity Committee

The permanent membership of Ethics and Integrity Committee consists of:

1. Dian Siswarini, Chairwoman
2. Feiruz Ikhwan, Member
3. Mochamad Hira Kurnia, Member

Profiles (including training and competency development) of Dian Siswarini and Feiruz Ikhwan is presented in the Corporate Governance Chapter of this Annual Report under the section for the Board of Directors. Meanwhile, the profile of Mochamad Hira Kurnia is included in the section for the Nominating and Remuneration Committee.

## Duties and Responsibilities of Ethics and Integrity Committee

### Investigation Function

1. Deliberate on allegations of reported misconduct and determine next course of action.
2. Agree on the investigation terms of reference, including the manner, in which investigation should be undertaken and the appropriate parties conducting the investigation.
3. Review the investigation report and determine whether the findings support consequence management to be meted out or further warrants an inquiry.
4. Establish a focal point for monitoring inquiry arising from defalcation and ensure compliance with the appropriate guidelines.
5. Deliberate on the findings and recommendations of the inquiry and determine the appropriate consequence management for the reported misconduct.
6. Decide whether further action should be pursued against the employee for matters involving monetary loss for example lodging a report with the authorities, restitution and or filing a criminal/civil case.
7. Communicate Ethic & Integrity Committee's decision through Ethic & Integrity Coordinator on consequence management to the employee and the relevant BOD, Chief and Group Head.
8. Consider whether additional controls are to prevent further recurrences, if so, to inform the relevant division/department for follow up action to be taken.

9. Share reported matters through Group Head of Internal Audit with the BAC, as well as consider other matters referred by the BAC to determine if they warrant investigations.

### Ethics & Integrity Function

1. Report to BRCC through the Group Head Risk & Compliance on a quarterly basis.
2. Establish, oversee and make recommendations through the Group Head Risk & Compliance to the BRCC on the ABAC compliance & integrity framework, including any subsequent revision(s).
3. Approve and oversee the implementation of the ABAC program, including key policies and procedures and any subsequent revision(s).
4. Monitor the ABAC compliance & integrity works that are in progress.
5. Address compliance & integrity issues as they arise.
6. Monitor and provide regular update through the Group Head Risk & Compliance to the BRCC and all ABAC compliance & integrity related matters which includes:
  - a. The number of cases reported,
  - b. Numbers of investigation conducted,
  - c. Numbers of cases where actions are not required,
  - d. Next steps, and
  - e. Status of the implementations of recommendations and next steps suggested by the investigation team, compliance & integrity department and internal audit department.
7. Assess/review material transactions (based on threshold established in the Limits of Authority, policies and procedures) where bribery and corruption risk are significant.

### Corporate Communication Function

Communicate related ethics & integrity communication to all employees.

### Ethics and Integrity Committee Charter

The Committee has a charter, or Terms of Reference, that was signed and approved by the President Director and CEO of the Company on 30 June 2020.

### Implementation of Ethics and Integrity Committee Meetings in 2024

The Committee's Meeting Policy is outlined in the Terms of Reference, which stipulates that meetings should occur at least four times a year or as needed.



A quorum of three members is required for the Committee meeting to proceed, and meetings may be held either in person or virtually. If a meeting does not reach a quorum, the permanent members of the committee are permitted to nominate alternates to attend in their place.

In 2024, the Ethics and Integrity Committee held 3 meetings with the following details:

| No.                             | Date            | Agenda        | Dian Siswarini | Feiruz Ikhwan | Mochamad Hira Kurnia |
|---------------------------------|-----------------|---------------|----------------|---------------|----------------------|
| 1                               | 8 March 2024    | Updating Case | ✓              | ✓             | ✓                    |
| 2                               | 4 July 2024     | Updating Case | ✓              | ✓             | ✓                    |
| 3                               | 8 November 2024 | Updating Case | ✓              | ✓             | ✓                    |
| <b>Total Attendance in 2024</b> |                 |               | <b>3</b>       | <b>3</b>      | <b>3</b>             |
| <b>Attendance Rate in 2024</b>  |                 |               | <b>100%</b>    | <b>100%</b>   | <b>100%</b>          |

### Ethics and Integrity Committee Activity Report in 2024

The Ethics and Integrity Committee has reviewed the results of the investigation and taken disciplinary action in accordance with the Company's regulations and applicable code of ethics. In 2024, employees who violated the code of ethics received disciplinary measures as stipulated by the Company's policies.



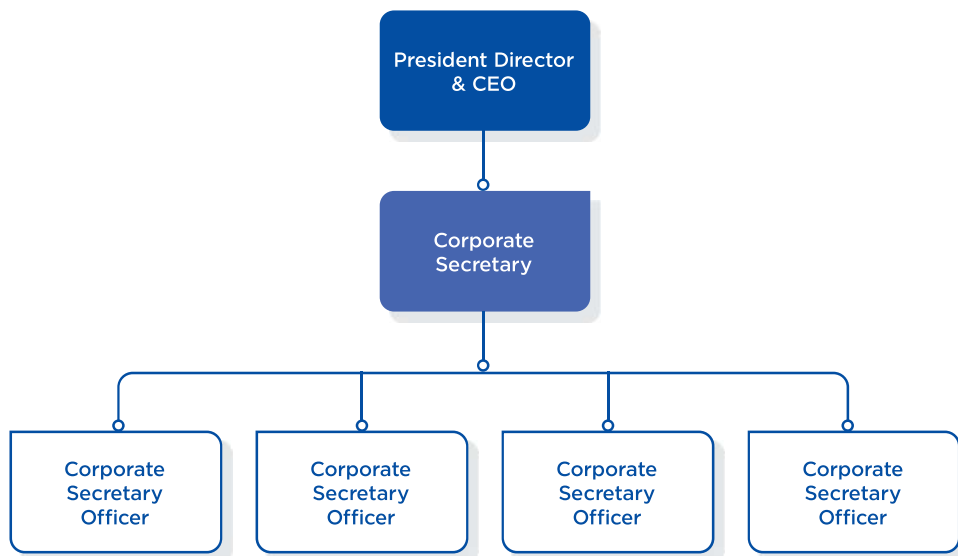
# Corporate Secretary

The role of the Corporate Secretary is critical in establishing and nurturing productive relationships among the Company, regulatory authorities in the capital market, market participants, investors, and the general public. This position is essential for facilitating clear and effective communication channels between the Company and its diverse stakeholders, including the community, investors, and other influential parties.

## Legal, References & Profile of the Corporate Secretary

In its capacity as a public company, and in compliance with Indonesia's stringent regulatory framework, particularly Indonesia Stock Exchange Regulation No. 1-A and Financial Services Authority Regulation No. 35/POJK.04/2014, the Company has created the Corporate Secretary function which is responsible directly to the President Director. Ranty Astari Rachman has been appointed to this important role, as outlined in the official documentation from the Board of Directors Meeting Minutes No. 13/20, dated 13 March 2020. Furthermore, the appointment has been duly communicated to both the OJK (Financial Services Authority) and IDX (Indonesia Stock Exchange), reflecting our commitment to transparency and governance.

## Corporate Secretary Organization





### Ranty Astari Rachman

Corporate Secretary

|                                   |                                                                                |
|-----------------------------------|--------------------------------------------------------------------------------|
| <b>Age</b>                        | 41 years old as of December 2024                                               |
| <b>Nationality</b>                | Indonesian                                                                     |
| <b>Legal Basis of Appointment</b> | Minutes of XL Axiata Board of Directors Meeting No. 13/20 dated 13 March 2020. |

#### Educational Background

Bachelor's Degree in Law from Universitas Padjajaran Bandung, graduated in 2005.

#### Professional Experience

- › Secretary General, Indonesian Corporate Secretary Association (2024 – present).
- › Vice Chairman for Assessment, Indonesian Corporate Secretary Association (2021 – 2024).
- › Head of Public Affairs & Government Relations at PT Trinusa Travelindo (Traveloka) (March 2019 – March 2020).
- › VP Corporate Secretary & CSR at PT Citilink Indonesia (2016 – 2019).

- › VP Corporate Secretary of PT Garuda Indonesia (Persero) Tbk (2008 – 2015).
- › Member of GCG Committee at PT Garuda Indonesia Maintenance Facility (2013 – 2015).
- › Associate of Lexindo Consulting (2006 – 2008).

#### Awards

- › Top Corporate Secretary Champion 2024 Award, April 2024, SWA Magazine.
- › 50 Big Capitalization Public Listed Company dan Best Rights and Equitable Treatment of Shareholder, November 2024, the 15<sup>th</sup> IICD Corporate Governance Awards.

#### Duties and Responsibilities

Management Meetings of the Board of Directors, Board of Commissioners and Company Committees

#### Duties and Responsibilities

#### Implementation of Duties and Responsibilities in 2024

Management Meetings of the Board of Directors, Board of Commissioners and Company Committees

- a. By the end of 2024, the Corporate Secretary has determined the meeting schedule and Agenda of the Regular Meeting of the Board of Commissioners and the Joint Meeting of the Board of Commissioners and the Board of Directors for the fiscal year 2025 based on the provisions of the Articles of Association.
- b. Organizing weekly meetings of the Board of Directors and meetings of the Board of Directors and/or Board of Commissioners outside the routine meeting schedule.
- c. Assist in organizing regular meetings of each Committee under the Board of Commissioners.
- d. Perform administrative processes including data updates on the Dilligent Board application used by each member of the Board of Commissioners, Board of Directors, and Committee in terms of:
  - › Accessing invitations and meeting locations;
  - › Accessing and studying meeting materials;
  - › Evaluating the draft minutes of the meeting;
  - › Providing digital review;
  - › Making circular decisions by affixing a digital signature;
  - › Vote digitally; and
  - › Accessing the Messenger facility in the application.
- e. Creating and documenting minutes of each such meeting.
- f. Distribute fragments of important decisions made during/in the meeting to the relevant lines of business for follow-up.

By the end of 2024, as many as:

- a. 28 Board of Commissioners meetings including:
  - › 6 Regular Board of Commissioners Meetings
  - › 18 Special Meetings of the Board of Commissioners
  - › 4 Joint Meetings of the Board of Commissioners and Board of Directors
- b. 59 meetings of the Board of Directors, 14 of which were Special Meetings of the Board of Directors;
  - › 45 Regular Board of Directors Meetings
  - › 14 times Special Meeting of the Board of Directors





| Duties and Responsibilities                                    | Implementation of Duties and Responsibilities in 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Electronic General Meeting of Shareholders (e-GMS)             | <p>c. 7 Nomination and Remuneration Committee meetings, 4 of which were Special Nomination and Remuneration Committee Meetings and 3 Regular Nomination and Remuneration Committee Meetings;</p> <p>d. 4 Investment Committee meetings;</p> <p>e. 3 Board of Commissioners decisions made via Circular; and</p> <p>f. There were no decisions of the Board of Directors made via Circular.</p> <p>The Corporate Secretary is responsible for the implementation of the Company's GMS in 2024 which was held 2 (two) times, namely the Extraordinary GMS on 11 January 2024 and the Annual GMS on 3 May 2024. The Extraordinary GMS and Annual GMS were held electronically (e-RUPS) in accordance with the provisions of POJK No. 15/POJK.04/2020 concerning the Plan and Implementation of General Meeting of Shareholders of Public Companies and POJK No. 16/POJK.04/2020 concerning the Implementation of Electronic General Meeting of Shareholders of Public Companies.</p> <p>The Corporate Secretary is the first public company secretary in Indonesia to carry out the GMS electronically (e-RUPS), and is also a benchmark for other public companies, even this e-RUPS innovation has received recognition and awards from capital market institutions (IDX Channel) in the IDX Channel Anugerah Inovasi Indonesia event for the Sustainability - Good Corporate Governance category in 2020. In accordance with OJK regulations, the Company currently uses the e-RUPS and e-Voting platform provided by the Indonesian Central Securities Depository (KSEI) to conduct the GMS electronically.</p> <p>The responsibilities of the Corporate Secretary in the implementation of e-RUPS include, among others:</p> <ol style="list-style-type: none"> <li>Fulfillment of the obligation to report the Notice of e-RUPS plan to the Financial Services Authority, including reporting on the Announcement, Invitation, Summary of Minutes, and Minutes of Meeting to the Financial Services Authority, Indonesia Stock Exchange, as well as announcements to Shareholders and/or the Public in accordance with the provisions as stipulated in POJK No. 15/POJK.04/2020 concerning Planning and Holding General Meetings of Shareholders of Public Companies in conjunction with POJK No. 16/POJK.04/2020 concerning Implementation of Electronic General Meetings of Shareholders of Public Companies;</li> <li>Preparing the e-RUPS online registration system for Shareholders;</li> <li>Preparing and ensuring the availability of Meeting materials for the benefit of Shareholders, through a QR Code at the time of electronic registration including providing it on the XL Axiata website;</li> <li>Preparing the availability of an electronic voting system (e-Voting), including the delivery of e-Voting access to Shareholders who have registered online to attend the e-RUPS;</li> <li>Prepare conference media for electronic meetings;</li> <li>Providing access to the Meeting to be attended electronically by Shareholders and/or Shareholders' Proxies, members of the Board of Directors, members of the Board of Commissioners, and members of the Committee under the Board of Commissioners;</li> <li>Coordinate with Notary and Securities Administration Bureau as independent parties appointed to assist the implementation of the Meeting based on applicable regulations;</li> <li>Coordinate with KSEI in the process of implementing e-RUPS through KSEI's eASY.KSEI system;</li> <li>Updating all Meeting materials from the Announcement to the Meeting Minutes on XL Axiata's website, so that they can be accessed by the public and stakeholders;</li> <li>Provide a record of the implementation of the e-RUPS to the Notary and the Public.</li> </ol> |
| Conflict of Interest Management and Insider Trading Prevention | <p>The Corporate Secretary assists and monitors as much as possible the independence of decision-making by XL Axiata Organs and Committees. As stipulated in the Limited Liability Company Law and XL Axiata's Articles of Association, parties who have a conflict of interest must provide a statement and cannot participate in discussions and/or decision making. The Corporate Secretary maintains a proper process in every matter submitted to the Board of Directors, Board of Commissioners, and/or XL Axiata Committee meetings.</p> <p>This process is also well documented in the meeting minutes in the event of a conflict of interest condition of one of the parties. In terms of avoiding transactions that have potential conflicts of interest, the Corporate Secretary has also implemented OJK Regulation No. 42/POJK.04/2020 concerning Affiliated Transactions and Conflict of Interest Transactions. Every year, the Corporate Secretary has also conducted socialization to internal units that often conduct transactions. As a form of assistance to these units, the Company also has a Standard Operating Procedure (SOP) Affiliated Transaction Capital Market Report. For each affiliated transaction that requires a Fairness Opinion from the Public Appraisal Service Office and disclosure of Information Disclosure to the public, the Board of Directors and the Board of Commissioners sign a Declaration of No Conflict of Interest on the transaction which is then documented by the Corporate Secretary.</p> <p>In addition, to prevent conflicts of interest, the Corporate Secretary periodically documents the Statement of Share Ownership and Statement of Dual Position made by each member of the Company's Board of Directors and Board of Commissioners on 30 June 2024 and 31 December 2024. Throughout 2024, the Corporate Secretary also prevented Insider Trading through internal announcements related to the implementation of the Blackout period which prohibits the Company's employees from buying and selling the Company's shares in a certain period before the public announcement of corporate actions carried out by the Company that may affect the decisions of shareholders, which corporate actions are related to changes in business activities carried out by XL Axiata.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Compliance with Capital Market Regulations                     | <p>The Corporate Secretary ensures that there are no violations of the Capital Market Regulations applicable in Indonesia. During 2024, there were no fines or administrative sanctions for violations or forms of non-compliance with Capital Market related regulations.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

| Duties and Responsibilities                                           | Implementation of Duties and Responsibilities in 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Corporate Action                                                      | <p>In 2024, the Corporate Secretary has played an active role in assisting the implementation of XL Axiata's Corporate Actions including to ensure compliance with applicable Capital Market regulations, among others:</p> <ul style="list-style-type: none"> <li>› Amendments to the Articles of Association in connection with corporate actions to change business activities;</li> <li>› Establishment of an Investment Committee that assists the Board of Commissioners in carrying out its supervisory and advisory functions related to the Company's investment activities and initiatives;</li> <li>› Organizing the Extraordinary General Meeting of Shareholders and Annual General Meeting of Shareholders electronically;</li> <li>› Dividend Distribution for fiscal year 2023;</li> <li>› Affiliated Transactions and Material Transactions of B2C Business Transfer &amp; Network Rental with PT Link Net Tbk;</li> <li>› Axiata Global Services Pte., Ltd. takeover transaction;</li> <li>› Preparation of the Company's business merger plan with PT Smartfren Telecom Tbk and PT Smart Telecom; and</li> <li>› Affiliated Transactions, signing of the Conditional Merger Agreement in connection with the Company's business merger plan with PT Smartfren Telecom Tbk and PT Smart Telecom.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Company Document Management                                           | <p>The implementation of the Single Registration System (SRS) through the ELO e-office platform that modernizes and automates the process of company registration and documentation by the Corporate Secretary initiated in 2023 continued in 2024. During 2024, a total of +7800 company documents were registered in SRS.</p> <p>The Corporate Secretary also has a Record Management System (RMS) team that plays a role not only in handling, but also as a centralized not only in handling, but also as a storage center for all crucial company documents. Through the RMS team, the Corporate Secretary participated in the process of renewing the ISO 27001 Certification on Information Security Management System to Version 2022 and played an active role in the process of obtaining ISO 27701 Certification on Privacy Information Management System. These efforts included the renovation of the RMS team's workspace to comply with these ISO standards including adding document storage facilities, updating archival equipment and improving workspace access security.</p> <p>During the year, the Corporate Secretary has updated several procedures for managing the Company's document archives. Each procedure is tailored to the Company's requirements and complies with the Republic of Indonesia's regulations regarding document archiving. This is the Corporate Secretary's commitment to ensure that the company's document management not only meets the company's internal standards, but also complies with national regulations, thus ensuring compliance with applicable rules in the Republic of Indonesia.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Implementation of Reporting Obligations Related to the Capital Market | <p>The Corporate Secretary has carried out reporting and information disclosure obligations through the XL Axiata website and the Indonesia Stock Exchange website (through the IDXNet e-Reporting system). Throughout 2024, the Corporate Secretary carried out reporting and information disclosure obligations to regulators and the public, among others, as follows:</p> <ul style="list-style-type: none"> <li>› Regular Monthly Report related to Monthly Report on Securities Holder Registration;</li> <li>› Regular Monthly Report related to Debt in Foreign Exchange;</li> <li>› Annual Regular Report on the Submission of the Company's Annual Financial Statements;</li> <li>› Quarterly Regular Report related to the Submission of the Company's Interim Financial Statements;</li> <li>› Annual Regular Report related to the Submission of the Company's Integrated Annual Report;</li> <li>› Annual Regular Report related to the Submission of Sustainability Report;</li> <li>› Annual Regular Report related to Public Expose;</li> <li>› Annual Regular Report related to Evaluation of Public Accountant and Public Accounting Firm for Financial Year 2023;</li> <li>› Annual Regular Report related to the Appointment/Change of Public Accountant and/or Public Accounting Firm for the financial year 2024;</li> <li>› Annual Regular Report related to Annual Rating Results Report; and</li> <li>› Incidental Reports related to other Information Disclosure, among others as follows:</li> <li>› Report on Changes in Audit Committee Members;</li> <li>› Fund Readiness Ahead of Maturity of Shelf Registration Bonds and/or Shelf Registration Sukuk; <ul style="list-style-type: none"> <li>› Coupon and/or Ijarah Fee Payment Report;</li> <li>› Repayment of Principal and Interest of Shelf-Registered Bonds and Shelf-Registered Sukuk Ijarah;</li> <li>› Ownership or Any Change in Share Ownership of Public Listed Companies (Share Ownership of Certain Shareholders);</li> <li>› Plan to Submit Limited Audited and Reviewed Interim Financial Statements;</li> <li>› Affiliated Transactions; and</li> <li>› Resignation of Members of the Board of Directors of the Company.</li> </ul> </li> </ul> <p>The Corporate Secretary regularly communicates with capital market regulators, including the Financial Services Authority and the Indonesia Stock Exchange, regarding corporate actions, governance, and matters related to capital market regulations.</p> |



| Duties and Responsibilities                                                                 | Implementation of Duties and Responsibilities in 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Reporting Related to Foreign Investment                                                     | The Corporate Secretary is also responsible for reporting to the Investment Coordinating Board. XL Axiata as a foreign investment company ("PMA") is subject to and fulfills its obligations to regulations related to PMA companies. Among them is to conduct periodic reporting electronically related to the investment activity report (LKPM) as stipulated in Article 15 of Law Number 25 of 2007 concerning Investment, which is submitted for the first quarter, second quarter, third quarter, and fourth quarter of 2024. This submission is also carried out in a timely manner with technical submission in accordance with applicable regulations, namely BKPM Regulation Number 5 of 2021.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Implementation of Good Corporate Governance                                                 | <p>The Corporate Secretary also ensures that XL Axiata continues to apply the principles of Good Corporate Governance. The Corporate Secretary has conducted a self-assessment for the implementation of the parameters of the newly launched ASEAN Corporate Governance Scorecard in 2023. The results of this self-assessment have been published by the Corporate Secretary on the Company's website.</p> <p>In 2024, the Corporate Secretary has updated the Company's Board Manual, as well as the Financial Limit of Authority (LOA). In addition, the Corporate Secretary also reviewed and provided input on the Term of Reference of the Risk and Business Continuity Committee, Record Management System Policy, Corporate Risk Management Policy, Privacy Policy, Business Continuity Management Procedures and other internal Company policies.</p> <p>To support the implementation of Good Corporate Governance, the Corporate Secretary also makes Power of Attorney, both regular and incidental, to delegate the authority of the Board of Directors to internal and external parties of the Company in accordance with the provisions stipulated in the Articles of Association, Limit of Authority (LOA), internal policies of the Company and other provisions of laws and regulations applicable to the Company.</p> |
| Training and/or Competency Improvement of the Board of Directors and Board of Commissioners | The Corporate Secretary ensures the implementation of competency development programs for Directors and Commissioners in 2024 as follows:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Others                                                                                      | <ul style="list-style-type: none"> <li>Actively joined and participated in the Corporate Secretary association since 2021 and currently serves as General Secretary since 2024.</li> <li>Conducting Board Effectiveness Assessment for 2024 for the Board of Directors and Board of Commissioners based on the mandate given by the Nomination and Remuneration Committee in-house.</li> <li>Ensure the implementation and provide input on Subsidiary Good Corporate Governance Management, including the implementation of Board of Commissioners and Committee meetings.</li> <li>Ensure legal compliance on the establishment of the Investment Committee which was effectively established by the Board of Commissioners on 9 February 2024.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

## Corporate Secretary Training in 2024

| No. | Training                                                                                                           | Location                | Date             | Organizer                                              |
|-----|--------------------------------------------------------------------------------------------------------------------|-------------------------|------------------|--------------------------------------------------------|
| 1   | Ngopi Sore: Bincang-Bincang Hak Memesan Efek Terlebih Dahulu                                                       | Jakarta, Indonesia      | 13 February 2024 | ICSA                                                   |
| 2   | HEC Executive Program - Leading a Technology Driven Organization                                                   | Paris, France           | 21 February 2024 | HEC Executive Program                                  |
| 3   | Mandiri Investment Forum 2024                                                                                      | Jakarta, Indonesia      | 5 March 2024     | PT Bank Mandiri (Persero) Tbk and PT Mandiri Sekuritas |
| 4   | Keselamatan Kesehatan Kerja dan Lingkungan (K3L) 2024                                                              | Success Factor (Online) | 31 March 2024    | XL Axiata Learning Center                              |
| 5   | Sosialisasi Peraturan Bursa Nomor I-N tentang Pembatalan Pencatatan (Delisting) dan Pencatatan Kembali (Relisting) | Zoom Webinar (Online)   | 16 May 2024      | PT Bursa Efek Indonesia                                |
| 6   | Workshop CG Officer Basic (Narasumber)                                                                             | Jakarta, Indonesia      | 5 June 2024      | ICSA                                                   |
| 7   | Artificial Intelligence Workshop for Leaders: Session 1 – AI Hype or Reality                                       | Jakarta, Indonesia      | 6 June 2024      | XL Axiata Learning Center                              |
| 8   | Artificial Intelligence Workshop for Leaders: Session 2                                                            | Jakarta, Indonesia      | 29 June 2024     | XL Axiata Learning Center                              |
| 9   | XL Axiata – Huawei Strategy Alignment Summit 2024                                                                  | Shenzen – Guilin, China | 30 July 2024     | Huawei                                                 |

| No. | Training                                                                                            | Location           | Date              | Organizer                 |
|-----|-----------------------------------------------------------------------------------------------------|--------------------|-------------------|---------------------------|
| 10  | Q3 Risk Compliance Forum                                                                            | Jakarta, Indonesia | 18 September 2024 | XL Axiata Learning Center |
| 11  | 2024 Mandatory Training: Data Privacy, Cybersecurity, Risk Management, Ethics & Compliance          | Xlearn (Online)    | 30 September 2024 | XL Axiata Learning Center |
| 12  | ICCC Winning Culture                                                                                | Xlearn (Online)    | 31 October 2024   | XL Axiat Learning Center  |
| 13  | Workshop On Personal Data Protection: "Implementing Data Privacy Concept In Business Activities"    | Jakarta, Indonesia | 3 December 2024   | XL Axiata Learning Center |
| 14  | What Does It Take To Be The CEO & Perjalanan Menuju Kesuksesan: Membangun Diri Dalam Setiap Situasi | Jakarta, Indonesia | 13 December 2024  | XL Axiata Learning Center |

## Investor Relations



### Christopher Eko Kusumowidagdo

Head of Investor Relations

|                                   |                                                    |
|-----------------------------------|----------------------------------------------------|
| <b>Age</b>                        | 44 years old as of December 2024                   |
| <b>Nationality</b>                | Indonesian                                         |
| <b>Domicile</b>                   | Jakarta, Indonesia                                 |
| <b>Legal Basis of Appointment</b> | Serves as Investor Relations since 1 November 2024 |
| <b>Term of Office</b>             | 1 November 2024 – present                          |

#### Educational Background

- › Master of Business Administration, Nanyang Technological University, Singapore, 2011
- › Bachelor of Engineering (Electrical & Electronic), Nanyang Technological University, Singapore, 2004.

#### Professional Experience

- › Group Head Risk and Compliance, PT XL Axiata Tbk, September 2023 – October 2024
- › Head of Financial Planning & Analysis, PT XL Axiata Tbk, May 2020 – August 2023
- › Senior Manager – Business Development & Joint Venture, PT AKR Corporindo Tbk, June 2019 – April 2020
- › Finance Manager – Indonesia & Philippines, GE Power Services, May 2016 – May 2019



XL Axiata's Investor Relations team is dedicated to fostering sustainable shareholder value through the rigorous application of Good Corporate Governance principles, with a strong emphasis on transparency. Throughout 2024, the team engaged proactively with the investment community via strategic communication initiatives that focused on significant themes. The intent of these efforts was to provide accurate and timely information to facilitate informed investment decisions. This engagement included updates from the Board of Directors concerning the Company's strategic direction, business performance, financial results, and future guidance.

Direct interactions with the investment community encompass Annual General Meetings of Shareholders, public expose, investor conferences, press briefings, face-to-face meetings, group discussions, and conference calls. In addition, indirect communication is achieved through

the distribution of Annual Reports, the release of Financial Statements, issuance of press releases, updates to the corporate website, and the utilization of designated social media platforms. Throughout these interactions, Investor Relations is committed to ensuring the transparency of information and equitable treatment in alignment with applicable regulations.

As the principal conduit between the Company and the capital market community, XL Axiata Investor Relations prioritizes open and reciprocal communication. The team invites inquiries and feedback through various established communication channels.

### Investor Relations Contact

Phone : (62 21) 576 188 ext. 58213  
 Fax : (62 21) 579 59025  
 Email : ir@xl.co.id

### Investor Relations Activities in 2024

| Date             | Activities                                                                            | Venue   |
|------------------|---------------------------------------------------------------------------------------|---------|
| 13 February 2024 | 4Q 2023 Earnings Conference Call                                                      | Virtual |
| 7 March 24       | Mandiri Investment Forum 2024                                                         | Jakarta |
| 29 April 24      | 1Q 2024 Earnings Conference Call                                                      | Virtual |
| 3 May 24         | Annual General Meeting of Shareholders 2024                                           | Jakarta |
| 3 May 24         | Public Expose 2024                                                                    | Virtual |
| 11-13 June 2024  | CLSA Forum                                                                            | Jakarta |
| 7 August 24      | 2Q 2024 Earnings Conference Call                                                      | Virtual |
| 7 November 24    | 3Q 2024 Earnings Conference Call                                                      | Virtual |
| 11 December 24   | Analyst & Investor Briefing on Strategic Merger Announcement: XL Axiata and Smartfren | Virtual |



# Internal Audit

The Company has established an Internal Audit Department in compliance with OJK Regulation No. 56/POJK.04/2015, which provides guidelines for the Internal Audit Charter.

## Group Head of Internal Audit

According to the Internal Audit Charter, the Group Head of Internal Audit is appointed and dismissed by the President

Director, with the approval of the Board of Commissioners. Suppose the current Group Head of Internal Audit is negligent and unable to fulfill the responsibilities outlined in the Internal Audit Charter. In that case, the President Director may propose a replacement, subject to approval from the Board of Commissioners.



### Mohammad Abdul Kader Bhuyan\*

Group Head of Internal Audit

|                                   |                                                                                                                                                                                                          |
|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Age</b>                        | 42 years old as of December 2024                                                                                                                                                                         |
| <b>Nationality</b>                | Bangladeshi                                                                                                                                                                                              |
| <b>Domicile</b>                   | Jakarta, Indonesia                                                                                                                                                                                       |
| <b>Legal Basis of Appointment</b> | Mr. Mohammad Abdul Kader Bhuyan was appointed as Group Head of Internal Audit (GHIA) by the President Director, XL Axiata, effective as of 1 July 2023, with the approval of the Board of Commissioners. |

He was sourced from the "Talent Pool" of Axiata Group Berhad. His engagement in XL Axiata is termed as "Long Term Assignment (LTA)"- as of now for 2 years' time from the effective date of assignment, and as a part of the Talent Retention Program of Axiata Group.

## Educational Background

- › Bachelor's degree in Electrical & Electronic Engineering, Islamic University of Technology (IUT) – An Engineering University of OIC (Organization of Islamic Cooperation) in Bangladesh, 2002.
- › Certified Project Management Professional (PMP), PMI – USA, 2012.

## Professional Experience

- › Group Head of Internal Audit, XL Axiata, Indonesia, 2023 – present.
- › Head of Internal Audit Division, Robi Axiata Limited, Bangladesh, 2015 – 2023.
- › General Manager, Enterprise Program Management Office (EPMO), Robi Axiata Limited, Bangladesh, 2011 – 2015.
- › Manager, Technology Division, Robi Axiata Limited, Bangladesh, 2006 – 2011.

- › Senior System Engineer, Ranks Telecom Ltd, Bangladesh, 2005 – 2006.
- › Unit Manager, Grameen Telecom, Grameen Bank, Bangladesh, 2003 – 2004.

## Training or Competency Development in 2024

| Training/Workshop           | Venue                  | Date of Implementation |
|-----------------------------|------------------------|------------------------|
| Axiata Internal Audit Forum | Kuala Lumpur, Malaysia | August 2024            |
| Axiata Internal Audit Forum | Kuala Lumpur, Malaysia | September 2024         |
| Axiata Finance Summit       | Kuala Lumpur, Malaysia | December 2024          |

\*No longer serves as the Group Head of Internal Audit effective February 22, 2024, and has been replaced by Sokha Sofia Putri.





## Internal Audit in the Company's Structure

As per the Internal Audit Charter, the Internal Audit Division reports to the President Director and to the Audit Committee. As of 31 December 2024, Internal Audit Division of XL Axiata has a total of 14 who held the following position:

| Position                  | Total Personnel |
|---------------------------|-----------------|
| Group Head Internal Audit | 1               |
| Internal Auditor          | 9               |
| Investigator              | 3               |
| Data Analyst              | 1               |

## Certifications

As of 31 December 2024, the Internal Audit Division is supported by auditors that have attained the following certifications:

| Certifications                                | Total Personnel |
|-----------------------------------------------|-----------------|
| Certified Information System Auditor (CISA)   | 2               |
| Certified Fraud Examiner (CFE)                | 2               |
| Certified Information Security Manager (CISM) | 1               |
| Certified Governance of Enterprise IT (CGEIT) | 1               |
| ISACA Cybersecurity Fundamentals              | 1               |
| Computer Hacking Forensic Investigator (CHFI) | 1               |
| Certified Project Management Professional     | 1               |
| Microsoft Certified IT Professional (MCITP)   | 1               |

## Duties and Responsibilities of Internal Audit

The duties and responsibilities of the Internal Audit are established in accordance with OJK regulations, as well as the standards and code of ethics promulgated by the Institute of Internal Auditors. The execution of these functions and responsibilities shall adhere to the principles of independence.

The following outlines the primary duties and responsibilities of the Internal Audit Division:

- › Develop an annual audit plan with a risk-based approach in the fields of finance, accounting, operations, human resources, marketing, information technology, and other activities.
- › Implement an annual audit plan as approved, including any special assignments at the request of the President Director and the Board of Commissioners.

- › Conduct examination and assessment on the efficiency and effectivity in the field of finance, accounting, operational, human resources, marketing, information technology and other activities.
- › Provide recommendations for improvements and objective information about the activities examined at all levels of management.
- › Provide and submit audit reports to the President Director, Board of Commissioners through the Audit Committee, and other related parties.
- › Monitor and evaluate the adequacy of follow-up actions implemented by the auditee, and report its completion status to President Director and the Board of Commissioners through the Audit Committee.
- › Maintain the professionalism of Internal Auditors through continuous education programs such as certification programs to complement the knowledge and skills of internal auditors that are relevant with the Company's complexity and business.
- › Work closely with the Audit Committee and serves as secretariat to the Audit Committee.
- › Develop a program to evaluate the quality of internal audit activities.
- › Conduct special review, evaluation, and/or investigation if needed.

## Internal Audit Charter

The Company has developed an Internal Audit Charter to serve as a framework for its Internal Audit functions. The most recent revision of this Charter is in accordance with OJK Regulation No. 56/POJK.O4/2015. This revision was authorized by the President Director and received the approval of the Board of Commissioners on 26 April 2021.

## Activities and Meetings of Internal Audit in 2024

During the year 2024, the Internal Audit Division successfully completed 18 audit programs encompassing various domains, including information technology systems, marketing, sales and distribution systems, asset management, supply chain management, and compliance with regulatory requirements.

The Internal Audit Division serves a critical function in fostering accountability, transparency, and continuous improvement within the organization. Through comprehensive audit activities, continuous data analytics, and the integration of Artificial Intelligence, in addition to consulting services, we have significantly contributed to the enhancement of risk management practices, the fortification of internal controls, and the promotion of operational excellence. We remain steadfast in our commitment to maintaining the highest standards of professional integrity and delivering substantial value to our stakeholders.

Furthermore, the Internal Audit Division diligently ensures adherence to the International Professional Practices Framework (IPPF) as a benchmark for best practices. This is accomplished through regular internal quality assurance reviews and external quality assessments conducted by the Institute of Internal Auditors (IIA) Malaysia.

In 2024, the Internal Audit Division held 8 regular meetings with the BAC and other incidental meetings with other stakeholders.

## Internal Control

The Internal Control System in our company plays a crucial role in achieving our performance objectives and maximizing value for all stakeholders. It is designed to promote the effectiveness and efficiency of our operations while ensuring that our financial reporting is both accurate and reliable. This system encompasses a comprehensive framework of operational and financial controls that are essential for safeguarding our assets and managing risks. Additionally, it ensures that we adhere to all relevant laws and regulations, reinforcing our commitment to compliance and ethical conduct throughout the organization.

### Conformity to International Standards

The Company has adopted the concept of three lines of defense in alignment with the framework developed by the Committee of the Sponsoring Organizations of the Treadway Commission (COSO) - Internal Control Framework.

The implementation of Internal Control within the Company, as guided by COSO, is structured as follows:

#### 1. Control Environment

The Board of Commissioners and the Board of Directors have established a comprehensive set of standards, procedures, and structures that serve as the foundation for executing internal control throughout the organization.

#### 2. Risk Assessment

The Company actively engages in the continuous assessment of risks that may affect its business operations. The outcomes of these assessments are documented in the key risk register and are subject to regular review.

#### 3. Control Activities

The Company implements and executes control activities designed to mitigate risks and achieve its business objectives. The roles and responsibilities of each officer and employee are clearly defined in relevant policies and procedures.

#### 4. Information and Communication

The Company has established effective channels for communication and information exchange to facilitate the roles of all parties involved.

#### 5. Monitoring Activities

The Board of Directors, Senior Management, and Internal Audit perform ongoing monitoring of the effectiveness of the overall internal control implementation. The oversight of the Company's key risks is prioritized and incorporated into operational activities, including periodic evaluations.

### Overview on the Effectiveness of the Company's Internal Control

The Company carries out a self-assessment on an annual basis to evaluate the effectiveness of its internal controls. The findings of this assessment will inform the preparation of the Annual Statement of Internal Control, which is endorsed by the President Director.

This assessment is based on various factors, including: Control Environment:

1. Integrity and Ethical Values
  - › Strategic Value of the Board of Directors
  - › Management's Philosophy and Leadership Style
  - › Organizational Structure
  - › Commitment to Competencies
  - › Authority and Responsibility
  - › Human Resources
2. Risk Assessment and Risk Management:
  - › Risk Management Organization Structure
  - › Business Risk Management
  - › Importance of Business Objective
  - › Identification and Analysis of Business Risk
  - › Change Management
3. Control Activity:
  - › Policies and Procedures
  - › Applicable of technology information system
  - › Segregation of Duties and Responsibilities
  - › Monitoring Objectives



4. Information and Communication:
  - › Quality and Timely Information
  - › Information Control
  - › Reliability of Information Technology and Network Systems
  - › Management and Communication
  - › Communication with the Board of Directors
  - › Communication with External Parties
  - › Continuous Monitoring
5. Monitoring:
  - › Independent Evaluation
  - › Reporting Deficiencies
  - › Performance Measurements
  - › Other Matter

### Statement of the Board of Directors and/or Board of Commissioners on the Adequacy of the Internal Control System

The Board of Directors and the Board of Commissioners assess that the Company's internal control system has been adequately implemented. Based on the evaluation results of the effectiveness of the internal control system throughout 2024, no material weaknesses were found in the internal control system in each business unit as all findings in the Company's operations have been appropriately addressed, and recommendations for improvements have been well implemented.

## Risk Management

XL Axiata's risk management approach is guided by its comprehensive Enterprise Risk Management Policy and Framework, which is based on ISO 31000:2018. The Board of Directors has approved this policy highlighting its importance within the organisation.

The primary objective of the XL Axiata Enterprise Risk Management Policy is to incorporate risk management into the company's governance, strategy, planning, management, reporting processes, and policies. By integrating risk management with XL Axiata's business operations, management aims to foster a strong organisational risk culture.

XL Axiata adopts risk management as an integrated function, not treated as a stand-alone activity, and separates it from the Company's main activities or processes. Risk management is a fundamental aspect of management responsibilities crucial to the company's operations. This approach safeguards the company's interests and assets by systematically identifying, assessing, and mitigating potential risks. Furthermore, it ensures that strategic initiatives align with the company's overarching goals and enhance its ability to navigate uncertainties and capitalise on opportunities. By prioritising risk management principles, XL Axiata improves its capacity to manage risks effectively, positioning itself for long-term success.

### Risk Management System

The Company's Enterprise Risk Management Oversight Structure is based on the Three Lines model, which effectively organizes risk management, control, and oversight responsibilities. This structure aims to minimize the potential for gaps in coverage while avoiding redundancy in risk management efforts.

- 1. First Line:** Business unit risk owners foster a risk-based culture in day-to-day operations. Their responsibilities include integrating inherent risks into their quality management systems and managing emerging risks that may hinder the achievement of business objectives.
- 2. Second Line:** Risk Management's responsibility is establishing and implementing the ERM Policy and framework, facilitating the risk management process, and escalating significant risks to BOD.
- 3. Third Line:** The Internal Audit function is responsible for providing independent assurance regarding the effectiveness of the internal controls in place.

The Board of Directors ensures effective risk management practices and ongoing maintenance.

The Board of Directors has established the Risk and Business Continuity Committee (RBCC) to support these efforts. These Committee's specific roles and responsibilities are outlined in this chapter's "Other Supporting Committees Under the Board" section.

The Board of Commissioners has constituted the Board of Risk and Compliance Committee to oversee the design, implementation, and monitoring of risk management processes. This committee's detailed roles and responsibilities are described in this chapter's "Other Committees Under the Board of Commissioners" section.

## Risk Management Process

The Risk and Compliance Division manages the company's risk management process. This division is responsible for developing comprehensive risk management frameworks and methodologies and facilitating the implementation of risk management systems.

The Company utilises the Risk and Control Self-Assessment (RCSA) technique as a fundamental part of its risk management strategy. In this process, risk owners—typically business leaders—are tasked with identifying risks that could affect their business objectives and developing plans to mitigate or control them.

Risk assessments are performed in all functions and consolidated at the divisional level. The Company follows an ISO 31000:2018 methodology for these risk assessment, which includes the following elements:

- a. Risk Identification
- b. Risk Analysis
- c. Risk Evaluation

- d. Risk Treatment
- e. Communication and Consultation
- f. Monitoring and Review
- g. Recording and Reporting

The Risk and Compliance Division conducts the RCSA process by holding structured meetings and discussions with management to collect input and feedback on identified risks. Additionally, the division monitors the progress of risk management initiatives and provides reports on the results of implemented mitigation plans.

The Company has implemented a Business Continuity Management (BCM) program coordinated by the Risk and Compliance Division. This program aims to ensure the organisation's long-term operational continuity by prioritising employee safety, maintaining customer service continuity, and minimising potential losses. The BCM framework includes crucial elements such as Business Impact Analysis (BIA), Disaster Recovery Plans (DRP), and Business Continuity Plans (BCP).

## Risk Category

| Risk Category                          | Scope                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Strategic &amp; Investment Risk</b> | Risks that could significantly impact the XL Axiata's strategic activities, decision making and its achievement of business objective.                                                                                                                                                                                                                                                      |
| <b>Financial Risk</b>                  | <ul style="list-style-type: none"> <li>› Financial risk are risks associated with the financial management of XL Axiata; and</li> <li>› Risk that comprises the stability of the company's financial position given its exposure to a variety of risks and other financial risks including liquidity risk, currency risk, interest rate risk and credit risk.</li> </ul>                    |
| <b>Operation Risk</b>                  | <ul style="list-style-type: none"> <li>› Risks associated with XL Axiata's core business operations i.e. Telecommunication, Digital Businesses and Infrastructure;</li> <li>› Risk resulting from inadequate or failed internal processes, people, and systems, or from external events that may disrupt the day-to-day business operations, including Business Continuity Risk.</li> </ul> |
| <b>Legal &amp; Regulatory Risk</b>     | <ul style="list-style-type: none"> <li>› Risk related to compliance with applicable laws and regulations; and</li> <li>› Risk that may expose XL Axiata to legal penalties, failure to act in accordance with policies or best practices and integrity requirement.</li> </ul>                                                                                                              |
| <b>Market Risk</b>                     | Risk associated with the market and country that XL Axiata is operating which may also include risk related to industry and competition.                                                                                                                                                                                                                                                    |
| <b>Geopolitical Risk</b>               | The risk relates to any political changes or instability in a country that may impact company operations.                                                                                                                                                                                                                                                                                   |
| <b>Governance Risk</b>                 | Risk that is associated with upholding and adopting good governance practices to ensure operational excellence, including non-compliance with policies, procedures, processes, and internal control.                                                                                                                                                                                        |
| <b>Technology Risk</b>                 | Risk to information technology or data or applications that negatively impact business operations. This could cover a range of scenarios, including software failures or a power outage.                                                                                                                                                                                                    |
| <b>Cyber Risk</b>                      | The risk associated with any exposure or loss to technology infrastructure resulting from a cyber-attack or data breach will have a massive negative business impact.                                                                                                                                                                                                                       |
| <b>People Risk</b>                     | XL Axiata's human resources or people management risks may include vacancies in specialised/skilled positions, readiness and lack of competency, and the safety and health of employees.                                                                                                                                                                                                    |
| <b>ESG Risk</b>                        | Risk that is associated with the potential negative impact that environmental, social and governance (ESG) factors can have on an organisation's performance, reputation, or financial stability.                                                                                                                                                                                           |



## Risk Rating Matrix

The Company has developed a Risk Rating Matrix based on its Risk Assessment Guideline to evaluate the significance and scale of risks and the effectiveness of existing controls.

This Risk Rating Matrix provides a systematic framework for assessing identified risks, enabling management at all levels to allocate risk management actions and resources effectively across various business functions.

Furthermore, the Company has established its risk appetite and tolerance level through the Risk Rating Matrix. These levels are subject to ongoing monitoring by management and are formally reviewed as an integral part of the Company's strategic planning processes. Considering internal and external constraints, this review considers whether the established risk appetite remains appropriate for achieving the Company's objectives. The Company will ensure that all risks identified are within an organisation's risk appetite, and appropriate action will need to be taken for risks that exceed the risk appetite.

## Overview on the Effectiveness of the Company's Risk Management

### Adequate Risk

The Risk and Compliance assessed the implementation and operation of the risk management system. This assessment involved all internal stakeholders, including business units and support functions within the organisation. The evaluation results were presented to the Risk Business and Continuity Committee (RBCC) and the Board Risk and Compliance Committee (BRCC) for input.

Based on the assessment result, management believes the company's risk management system effectively meets its business objectives while ensuring compliance with relevant laws. Additionally, management will continue to identify, analyse, evaluate, monitor, and manage the significant risks the organisation faces.

## Statement from the Board of Directors on the Adequacy of the Company's Risk Management

1. The Board of Directors confirms that the Company's risk management are adequate and have been operating effectively, in all material aspects, for the financial year ended 31 December 2024 and up to the date of this Declaration and that the systems are adequate and effective in achieving the Company's business objectives while complying with relevant laws.
2. The Board of Directors confirms that there is a continuous process in identifying, analyzing, evaluating, monitoring and managing the significant risks faced by the Company, and that during the year under review the weaknesses noted in risk management had been appropriately remediated and managed.
3. The Board also affirms their responsibilities and commitments to continuously maintain and review the adequacy, effectiveness and integrity of the Company's risk management systems in anticipation of changes in the business environment that may impede the achievement of the Company's business objectives and to safeguard shareholders' investment, the Companies' assets and reputation.



# Litigations and Contingencies

Following the audit of Corporate Legal team of XL Axiata on current litigation encountered by the Company, no material qualification and substantive cases that required reporting in this Integrated Annual Report.

## Administrative Sanctions

As of 31 December 2024, the Company did not render or accept any administrative sanctions for the Company, or any of the Company's organs from any authorities.

# Corporate Information Access

As a publicly traded company, XL Axiata provides comprehensive access to corporate information and data for the public, government entities, shareholders, and other stakeholders. This access is facilitated through various channels:

### Disclosure of Information to Shareholders

To enhance the practice of Good Corporate Governance, XL Axiata offers shareholders the opportunity to engage with the Company. Shareholders can obtain information, submit inquiries, and request data through the Investor Relations department or the Corporate Secretary. However, confidentiality constraints apply to certain inquiries and data.

### Corporate Secretary

The Company designates a Corporate Secretary primarily responsible for overseeing corporate secretarial functions, managing public relations, and ensuring the availability of general public information.

### Investor Relations

The Investor Relations team is appointed to ensure stakeholders and the investment community have adequate access to information regarding the Company's performance.

### Website

XL Axiata's official website, [www.xlaxiata.co.id](http://www.xlaxiata.co.id), serves as a centralized platform for corporate information and data. It includes a wide range of resources, such as company profiles, financial data, details about products and services, corporate governance practices, corporate social responsibility initiatives, information disclosures, and recent news. The website is accessible in both Indonesian and English and is updated regularly to reflect the most current information.

### Press Releases

XL Axiata proactively disseminates current news pertaining to Company activities through Press Releases. In the year 2024, a total of 165 Press Releases were issued and communicated to media and publics.





# Code of Ethics

The Code of Ethics constitutes a fundamental aspect of the Company's regulations, reaffirming its commitment to uphold good corporate governance practices and the integrity of all employees. It delineates the standards for ethical conduct and the procedures that guide employees in executing business activities with professionalism and ethical standards.

## Code of Ethics Principles

The Company's Code of Ethics covers the following principles:

1. **Equal Treatment**  
The non-discriminatory treatment to employees in a sound work environment with integrity without exception.
2. **Healthy Partnership**  
Build a sound business partnership with third parties to comply with the Company's policies and prevailing regulations.
3. **Anti-Corruption Culture**  
Avoid conflict of interest, refuse gratification as well as applying the principles of anti-corruption, collusion and nepotism.
4. **Commitment To Customer**  
Keeping the commitment to the customers by building an attitude of "Trustworthy" and providing appropriate solutions.

## Dissemination of the Code of Ethics

The Company's Code of Ethics is readily accessible to all employees via XLWorld, the Company's internal system. This Code is presented to employees upon their initial onboarding and is also available on the official website (<https://www.xlaxiata.co.id>). Furthermore, the Company routinely disseminates the Integrity Fulfillment Statement, which underscores critical ethical principles, including anti-corruption, anti-collusion, and anti-nepotism policies. Each employee is required to sign this Statement, which is maintained in documentation by the Human Capital Department.

In December 2024, the Company successfully distributed the Integrity Fulfillment Statement, with all employees providing their signatures.

## Application of the Code of Ethics

The Code of Ethics applies universally to all executives and employees of the Company. It mandates that all employees uphold and fulfill essential responsibilities, including:

1. Developing a clean and conducive internal working environment for all employees.
2. Developing trustworthy experience for all customers.
3. Developing clean business partnership with third parties by following all Company's procedures and policy.

## Sanctions for Violations

All employees are obligated to comply with the Code of Ethics. Any infringement of the Code, relevant business ethics, or applicable legislation shall be regarded as unacceptable conduct, subjecting the violator to disciplinary measures. Possible consequences may include disciplinary action, official warnings, demotion, or termination of employment. The Board of Directors bears the responsibility for ensuring the implementation of these standards throughout the Company's operations.

## Code of Ethics Violations and Sanctions in 2024

Throughout the year 2024, there were no violations of the Code of Ethics within the Company. This outcome reflects the effective adherence of all employees to the established Code.



# Employee and/or Management Stock Option Programs

Since 2016, the Company has been implementing the 2016-2020 Long Term Incentive Program (2016-2020 LTI Program), which serves as a continuation of the preceding 2010-2015 Long Term Incentive Program (2010-2015 LTI Program).

The 2016-2020 LTI Program received approval from the Board of Commissioners on December 10, 2015, and was subsequently ratified by the General Meeting of Shareholders (GMS) on March 10, 2016. The most recent amendment and restatement of the 2016-2020 LTI Program, approved during the Extraordinary General Meeting of Shareholders on September 30, 2019, addressed various modifications to the Long-Term Incentive Program for the 2016-2020 period in the following manner:

1. 2016-2020 LTI Program Grant Cycle 1A, 1B, 2 and 3:
  - a. The Company's shares without option right through the issuance of shares without Pre-emptive Rights which were granted to employees and management of the Company from the General Manager level (and its equivalence) to the Board of Directors level.
  - b. Cash, which will be granted to employees of the Company from the Staff level to Manager level (and its equivalence).
2. 2016-2020 LTI Program Grant 4 and 5: Only Directors will be awarded in the form of cash consideration and the Company's performance will be measured based on Return on Invested Capital (ROIC).

The 2016-2020 LTI Program aims to:

1. Improve the long-term performance of the Company;
2. Maintain excellent management and employees and award XL Axiata management and employees for their performance;
3. Improve the loyalty of the management and employees so that they have sense of belonging for the Company;
4. Motivate the management and employees to improve their performance; and
5. Provide additional value for the Company to attract prospective management and employees with the skills that the Company needs.

The 2016-2020 LTI Program has 5 (five) Grant Cycle, with every Grant Cycle, the eligible LTI Participants will receive written notice on the rights to receive incentive along with the estimated numbers of incentive.

The incentive will be further vested (vesting period) in the third year after each Grant Cycle. In the first implementation in 2016, the LTI Program 2016-2020 Grant 1, the employees were provided with 2 (two) grants whereby Grant 1A was vested after year two just as the initial Grant Cycle and Grant 1B would be vested in accordance to the normal vesting cycle in year three. The given number of incentives will be determined based on the Company's performance value and the eligible LTI Participants themselves. The amount incentive will be earned may be different from the estimated amount, as informed on each Grant Cycle.

The 2016-2020 LTI Program for employees has been completed in 2021, namely for the LTI Grant Cycle 3. The next LTI 2016-2020 Program will only be applicable to members of the Board of Directors. The entire 2016-2020 LTI Program was completed in 2021.

The Company's last LTI program was implemented in 2021. Since then, no new LTI program has been introduced.



# Whistleblowing System

## Reporting Violation

If employees (including direct contracts and outsourced staff) or external parties suspect any behavior or actions that may violate the law or the Company's Code of Ethics, they are encouraged to report it through the SPEAK UP channel. Reports can be submitted by accessing the web-based reporting system at <https://axiatagroup.integrityline.com>.

All reports submitted through the official SPEAK UP channel will be received by the Administrator of the SPEAK UP channel, which includes the Group Head of Internal Audit and the Investigation Unit under the Internal Audit Division. If a report requires further investigation, the appointed investigator may be from the Company, Axiata Group Berhad, or an external party.

If the investigation confirms that the reported party has committed an unlawful act or violated the Code of Ethics, appropriate actions will be taken in accordance with Company Regulations and applicable laws and regulations.

## Protection for Whistleblowers

The Company is committed to protecting the confidentiality of whistleblowers and ensuring their safety from any potential threats that may arise from their reports. This protection includes:

1. Safeguarding the identity of the reporter;
2. Maintaining the confidentiality of the report's content; and
3. Protecting against any threats, intimidation, or other forms of threatening behavior by the party being reported.

## Whistleblowing Case and Follow Up in 2024

In 2024, there were 12 (twelve) complaints received through whistleblowing channels (Speak Up Channel) or directly reported to the Investigation Unit. These complaints were handled appropriately, while maintaining confidentiality and protection of the whistleblower.

## Whistleblowing System Socialization

During 2024, the following Whistleblowing socialization has been conducted:

| Date                   | Activities                                                                                   |
|------------------------|----------------------------------------------------------------------------------------------|
| 15 March 2024          | Email blast to all employee-related speak-up channel                                         |
| 20 March 2024          | Speak Up Campaign to XL official social media @lifeinxlaxiata                                |
| 26 March 2024          | CEO Message to all employees to use Speak Up Channel                                         |
| 27 March 2024          | Creating Speak Up Channel button and the banner on the XL New Life application               |
| 26 April 2024          | Speak Up WhatsApp Blast to All Employee                                                      |
| 30 April – 23 May 2024 | Anti-Fraud Speak Up Channel Survey                                                           |
| 22 May 2024            | Speak Up awareness to third parties                                                          |
| 29 August 2024         | Speak Up Awareness to All Employees                                                          |
| 29 August 2024         | Opening Speak Up Consultation Room at Experience Lab XL Axiata Tower, 21 <sup>st</sup> Floor |
| 2 September 2024       | Speak Up Awareness to third parties/vendor, blast by Vendor Management                       |
| 14 October 2024        | Speak Up Standing Banner placed at Lobby XLAT                                                |
| 3 & 5 December 2024    | Integrity Workshop at XLAT and Bandung XL Center in collaboration with ROBI Axiata           |



# Anti-Bribery and Anti Corruption Policy

To uphold the core value of uncompromising integrity, the Company has implemented an Anti-Bribery and Anti-Corruption Policy. This policy demonstrates our commitment to conducting business with the highest standards of integrity.

The purposes of this policy are as follows:

1. To ensure compliance with Company policies as well as all applicable laws and regulations.
2. To provide information and guidelines for all stakeholders to identify situations or conditions that may be considered improper, unethical, or related to bribery and corruption.
3. To raise awareness and educate all stakeholders about the Company's core values and expected conduct.

XL Axiata strictly prohibits the receipt and the giving of bribes or participation in any acts or situations that may lead to or be perceived as bribes.

The stakeholders must also adhere to XL Axiata's ABAC governance instruments (Framework, Policies and Procedures, Code of Conduct), governed by XL Axiata's Risk & Compliance division.

XL Axiata communicates openly, transparently, and honestly without fear of repercussion or retaliation by adopting the Axiata Group-wide whistle-blowing channel called the "Speak Up Channel." Retaliation and discrimination against anyone who reports in good faith incidents of non-compliance or violation(s) of XL Axiata's policies will not be tolerated.

All stakeholders, including but not limited to our Board of Commissioners, Board of Directors, employees, business associates, agencies, distributors, vendors, and consultants, play an essential role in XL Axiata's commitment to conducting its business fairly, impartially and in full compliance with all applicable laws and regulations in Indonesia.

All new employees whose day-to-day activities may be affected by this Policy will receive the relevant training within a set timeframe after employment with XL Axiata as stipulated in the ABAC procedures. All Personnel must complete any mandatory ABAC training programs organized by XL Axiata within the stipulated timeline. The RC Division shall monitor such training programs for their completion.

During 2024, XL held training and awareness programs such as the Risk & Compliance Annual Conference, Awareness training of Anti Bribery Management System ISO 37001:2016, Internal Auditor Anti-Bribery Management System ISO 37001:2016, Integrity in Action: Preventing Bribery & Corruption through Robust Compliance, Workshop Engagement for High-Risk Function.



# Corporate Governance Implementation

The implementation of corporate governance involves adherence to OJK Regulation No. 21/POJK.04/2015, which outlines the essential guidelines for managing public companies effectively. This regulation is complemented by OJK Circular Letter No. 32/SEOJK.04/2015, which provides additional recommendations to ensure transparency,

accountability, and ethical conduct in the governance of public companies. Together, these documents serve as a framework for enhancing the integrity and reliability of public companies, promoting good governance practices that benefit shareholders and stakeholders alike.

## Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders

| Principle                                                                           | Recommendations                                                                                                                                | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Comply                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Principle 1</b><br>Enhancing the Value of General Meeting of Shareholders (GMS). | The Public Company has a way or technical procedure for both open and closed voting that prioritize independency and interest of Shareholders. | <p>Every issued share with voting right has one vote (one share one vote). The Shareholders may use their voting rights during the decision-making process, in particular to decision with voting mechanism. However, both open and closed voting mechanism has not been specifically regulated.</p> <p>The Public Company is recommended to have voting procedure in decision making of GMS agenda. The voting procedure must maintain shareholders' independency or freedom. As an example, an open voting mechanism is implemented by raising hand in accordance with option as offered by the GMS chairman.</p> <p>As for close voting mechanism is conducted in any decision that required confidentiality or by request from Shareholders through voting card or electronic voting.</p>                          | <p>Based on the Article 11 (18) of the Articles of Association, each share has one vote for the holder in the General Meeting of Shareholders.</p> <p>Currently, the Company has been utilizing the e-GMS and e-Voting platforms provided by the Indonesia Central Securities Depository (KSEI) to conduct electronic General Meetings of Shareholders.</p>                      |
|                                                                                     | All members of the Board of Directors and the Board of Commissioners of Public Company attend the Annual GMS.                                  | The presence of all members of the Board of Directors and the Board of Commissioners of the public company aim so that each member of the Board of Directors and the Board of Commissioners can pay attention to explain, and directly answer the issues or questions raised by shareholders related the GMS agenda.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | All members of the Board of Directors and the Board of Commissioners of XL Axiata were present in the Company's AGMS dated 3 May 2024.                                                                                                                                                                                                                                           |
|                                                                                     | The Summary of Minutes of GMS is available in the Public Company's website at least for one (1) year.                                          | <p>Based on the Financial Services Authority Regulation No. 15/POJK.04/2020 on the Plan and Implementation of the General Meeting of Shareholders of Public Company, The Public Company must make summary of GMS Minutes in Indonesian and foreign language (minimum in English), and announced to the public within two (2) working days after the GMS, one of which is through the Public Company Website. The availability of summary of GMS Minutes in the Public Company Website provides an opportunity for shareholders who are not present, to easily obtain important information in GMS implementation.</p> <p>Therefore, the provision on the minimum period of availability of GMS Minutes summary on the Website are intended to provide sufficient time for shareholders to obtain such information.</p> | <p>All information on the Summary of GMS Minutes and GMS Minutes of the Company is published and available on the Company's official website (<a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a>).</p> <p>In addition, the Summary of GMS Minutes is also submitted to Shareholders through the eASY.KSEI platform no later than 2 (two) working days after the GMS.</p> |

| Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders                       |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                 |
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| Principle                                                                                                         | Recommendations                                                                                                                                     | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Comply                                                                                                                                                                                                                                                                                                                                                          |
| <b>Principle 2</b><br>Enhancing the Quality of Communication between Public Company with Shareholder or Investor. | Public Company has communication policy with the Shareholder and Investor.                                                                          | Communication between Public Company and shareholders or investors is intended so that the shareholders or investors obtain clarity of information that has been published to the public, such as periodic reports, information disclosure, business condition or prospect and performance, as well as implementation of public company governance. In addition, the shareholders or investors can also submit input and opinion to the management of Public Company. The communication policy with shareholders or investors shows the commitment of the Public Company in carrying out communication with shareholders or investors. This policy can include strategies, programs, and timing of communication implementation, as well as guideline that support shareholders or investors to participate in the communication.                                                                     | The Company has a Company Integrated Communication Policy ratified on 10 October 2018 that stipulates regulations of communication with shareholders, stakeholders including employees on the Company's Material information.<br><br>Integrated Communication Policy is available on the Company's website (www.xlaxiata.co.id).                                |
|                                                                                                                   | The Public Company discloses the Communication Policy of Public Company with shareholders or investors in website.                                  | Disclosure of communication policy is a form of transparency on the commitment of the Public Company in providing equality to all shareholders or investors for the implementation of communication. The disclosure of information also aims to increase the participation and role of shareholders or investors in the implementation of the Public Company communication program.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | The Company's Integrated Communication Policy is available on the Company's official website (www.xlaxiata.co.id).                                                                                                                                                                                                                                              |
| <b>Principle 3</b><br>Strengthen the membership composition of the Board of Commissioners.                        | Determination of the total members of the Board of Commissioners took into account on the condition of the Public Company.                          | The members of the Board of Commissioners may affect the effectiveness of the Board of Commissioners duties. Determination of total members of the Board of Commissioners of a Public Company must refer to the provisions of the prevailing law in which at least consists of two (2) people based on the provisions of the Financial Services Authority Regulation No. 33/ POJK.04/2014 on The Board of Directors and Commissioners of Issuer or Public Company. In addition, it is also necessary to consider the condition of the Public Company which includes among other, the characteristic, capacity and size, as well as achievement of target and fulfilment of different business needs among the Public Companies. However, too many members of the Board of Commissioners have the potential to disturb the effectiveness on the implementation function of the Board of Commissioners. | The total members of the Board of Commissioners of the Company have been adjusted to the Company's needs. Each candidate for the Board of Commissioners must first be thoroughly and properly examined by the Nominating and Remuneration Committee of the Company.                                                                                             |
|                                                                                                                   | Determination on the composition of members of the Board of Commissioners considered on diversity of expertise, knowledge, and required experience. | The composition of the Board of Commissioners is a combination of characteristics from both organ and individual perspective according to the need of respective Public Company. These characteristics can be reflected in the determination of expertise, knowledge and experience required in the implementation of supervisory and advisory duty by the Board of Commissioners of the Public Company. The composition that has considered the need of the Public Company is a positive thing, especially related to decision making related with supervisory function as carried out by considering various broader aspects.                                                                                                                                                                                                                                                                       | Each member of Board of Commissioners has diverse expertise to maximize the supervisory duties of the Board of Commissioners in accordance with the Company's business scope.<br><br>Information pertaining with the background as well as skill of each member of XL Axiata Board of Commissioners is available in the Company's website (www.xlaxiata.co.id). |





Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders

| Principle                                                                                                                  | Recommendations                                                                                                                                                                              | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Comply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
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| <b>Principle 4</b><br>Enhancing the Quality of Implementation on Duties and Responsibilities of The Board of Commissioner. | The Board of Commissioners has Self-Assessment Policy to evaluate the performance of the Board of Commissioners.                                                                             | <p>The Board of Commissioners' Self- Assessment policy is a guideline as a form of collegial accountability for evaluating the performance of the Board of Commissioners. Self- assessment is carried out by each member to assess the collegial performance of the Board of Commissioners, and not to assess the individual performance of each member of the Board of Commissioners. With this Self-Assessment, it is expected that each member of the Board of Commissioners can contribute in improving the performance of the Board of Commissioners on an ongoing basis.</p> <p>This policy can include the assessment activity as carried out along with the purpose and objective, periodic period of implementation, and benchmark or assessment criteria being used in accordance with the recommendations from the Remuneration and Nomination function of Public Company as required by OJK Regulation on the Remuneration and Nomination Committee of Issuer or Public Company.</p>          | <p>In 2024, the Company conducted assessment on the BOC and BOD which includes Board Effectiveness, peer-to-peer assessment with fellow members of the BOC and Cross Board Assessments with each member of the BOD. The assessment is conducted internally by the Company.</p> <p>The assessment includes understanding the roles, duties, and responsibilities as well as evaluating the Company's GCG. The assessment result will be used as recommendation for the Company's GCG improvement as well as one of basic considerations of the BOC to be reappointed.</p> |
|                                                                                                                            | The Self-Assessment Policy to evaluate the performance of the Board of Commissioners is disclosed in the Annual Report of Public Company.                                                    | The disclosure of Self-Assessment Policy on performance of the Board of Commissioners is conducted not only to comply with transparency aspect as form of accountability of its duties but also to provide assurance to the Shareholders or investors on efforts that need to be done in improving the performance of the Board of Commissioners. Upon the availability of disclosure, the Shareholders or investors acknowledge the check and balance mechanism towards the Board of Commissioners.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Disclosure on Self-Assessment is available in this Integrated Annual Report in Chapter of Corporate Governance.                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                            | The Board of Commissioners has policy on resignation of member of the Board of Commissioner when involved in financial crime.                                                                | <p>The resignation policy of member of the Board of Commissioners being involved in financial crime is a policy that can increase the stakeholders' trust in the Public Company, so that corporate integrity will be maintained. This policy is needed to help the legal process and so that the legal process does not interfere the course of business activities. In addition, in terms of morality, this policy builds an ethical culture within the Public Company. This policy can be included in the Code or the Code of Ethics that applies to the Board of Commissioners.</p> <p>Furthermore, being involved in financial crimes shall means the convicted status from the authorities of respective member of the Board of Commissioners. The financial crimes are manipulation and various forms of embezzlement in financial service activities as well as Money Laundering Criminal Action as referred to Law Number 8 of 2010 on Prevention and Eradication of Money Laundering Crimes.</p> | <p>Policy on the resignation of Board of Commissioners members if involved in financial crimes is included in the Board Manual.</p> <p>The Board Manual is available on the Company's website (<a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a>).</p>                                                                                                                                                                                                                                                                                                          |
|                                                                                                                            | The Board of Commissioners or Committee that perform the remuneration and Nomination function formulate the succession policy in the nomination process of member of the Board of Directors. | Based on the provision of the Financial Services Authority Regulation No. 34/ POJK.04/2014 on the Nomination and Remuneration Committee of Issuer or Public Company, the committee that carries out the nomination function has the duty to formulate policies and criteria needed in the nomination process of prospective members of the Board of Directors. One policy that can support the nomination process as intended is the succession policy of members of the Board of Directors. The policy on succession aims to maintain the continuity of the regeneration process or regeneration of leadership in the company in order to maintain business continuity and the company's long-term goals.                                                                                                                                                                                                                                                                                                | <p>The Company has in place the Succession Policy which is used and as reference to the nomination process of the Board of Directors.</p> <p>The Succession Policy is disclosed and available on the Company's website (<a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a>).</p>                                                                                                                                                                                                                                                                                 |

| Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders                             |                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| Principle                                                                                                               | Recommendations                                                                                                                                    | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Comply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Principle 5</b><br>Strengthening the Board of Directors Membership and Composition.                                  | Determination of total members of the Board of Directors took into account on the condition of the Public Company.                                 | As the Company's organ that authorized in managing the Company, the determination of total members of the Board of Directors has significant impact to the Company's performance. Thus, the determination of the total members of the Board of Directors must be done through careful consideration and refer to the provisions of the applicable regulation, whereby based on Financial Services Authority Regulation No.33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Public Company, shall at least consists of 2 (two) people. In addition, the determination of total members of the Board of Directors must be based on the need to achieve the objectives and purpose of public company and being adjusted to the conditions of the public company including the characteristic, capacity and size of the public company and effectiveness of the decision-making by the Board of Directors. | The composition of the Board of Commissioners of the Company is adjusted based on the need of the Company.<br><br>Each candidate for the Board of Commissioners must first be thoroughly and properly examined by the Nominating and Remuneration Committee of the Company.                                                                                                                                                                                                                                                                                     |
|                                                                                                                         | Determination on the composition of members of the Board of Directors has considered on diversity of expertise, knowledge and required experience. | Similar with the Board of Commissioners, the composition diversity of members of the Board of Directors is a combination of required characteristic from both organ and individual perspective according to the needs of respective Public Company.<br><br>The combination is determined in view of expertise, knowledge and experience in accordance with segregation of tasks and functions of the Board of Directors in achieving the purpose of the Public Company. Thus, consideration of the combination of characteristics will have an impact on the accuracy of the collegial nomination and appointment of individual member of the Board of Directors or Directors.                                                                                                                                                                                                                                                | Information pertaining with the background as well as skill of each member of XL Axiata Board of Directors is available on the Company's website ( <a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a> ).<br><br>Each member of the Company's Board of Directors has diverse expertise to maximize the management duties of the Board of Directors in accordance with the Company's business scope.                                                                                                                                                      |
|                                                                                                                         | Member of the Board of Directors in charge of accounting or finance has expertise and/or knowledge in accounting field.                            | The Financial Report is a management accountability report for resources management owned by the Public Company, which must be compiled and presented in accordance with Financial Accounting Standards in Indonesia as well as related OJK regulations, including regulation in the Capital Market sector which regulates the presentation and disclosure of Public Company Financial Statement. Based on the laws and regulations in the Capital Market sector that regulates the responsibility of the Board of Directors for the Financial Report, the Board of Directors is jointly responsible for the Financial Report, signed by the President Director and member of the Board of Directors in charge of accounting or finance.                                                                                                                                                                                      | In 2024 the Director of the Company in charge of accounting or finance is held by Mr. Feiruz Ikhwani who has the following educational backgrounds: Bachelor of Science (Hons) in Economics (Accounting and Finance) from The London School of Economics and Political Science (LSE), London, UK.                                                                                                                                                                                                                                                               |
| <b>Principle 6</b><br>Enhancing the Quality of Implementation on Duties and Responsibilities of The Board of Directors. | The Board of Directors has Self-Assessment Policy to evaluate the performance of the Board of Directors.                                           | Similar with the Board of Commissioners, the Board of Directors' Self-Assessment policy is a guideline as a form of accountability to evaluate collegial performance of the Board of Directors.<br><br>The self-assessment is conducted by each member of the Board of Directors to assess the collegial performance of the Board of Directors, and not to assess the individual performance of each member of the Board of Directors. It is expected that each member of the Board of Directors can contribute to improve the performance of the Board of Directors on an ongoing basis.                                                                                                                                                                                                                                                                                                                                     | In 2024 the Company conducted assessment on the BOC and BOD which includes Board Effectiveness, peer-to-peer assessment with fellow members of the BOC and Cross Board Assessments with each member of the BOD. The assessment is conducted internally by the Company.<br><br>The assessment includes understanding the roles, duties and responsibilities as well as evaluating the Company's GCG. The assessment result will be used as recommendation for the Company's GCG improvement as well as one of basic considerations of the BOC to be reappointed. |
|                                                                                                                         |                                                                                                                                                    | This policy can include the assessment activity as carried out along with the purpose and objective, periodic period of implementation, and benchmark or assessment criteria being used in accordance with the recommendations from the Remuneration and Nomination function of Public Company as required by OJK Regulation No. 34/POJK.04/2014 on the Remuneration and Nomination Committee of Issuer or Public Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |



## Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders

| Principle                                                                             | Recommendations                                                                                                                       | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Comply                                                                                                                                                                                                                                                                                                                                                     |
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|                                                                                       | The Self-Assessment Policy to evaluate the performance of the Board of Directors is disclosed in the Annual Report of Public Company. | The disclosure of Self-Assessment Policy on performance of the Board of Directors is conducted not only to comply with transparency aspect as form of accountability of its duties but also to provide assurance to the Shareholders or investors on efforts that need to be done in improving the performance of the Board of Commissioners. Upon the availability of disclosure, the Shareholders or investors acknowledge the check and balance mechanism towards the Board of Directors.                                                                                                                                                                                                                                                                                                                                             | Disclosure on Self-Assessment is available in Corporate Governance Chapter of this Annual Report.                                                                                                                                                                                                                                                          |
|                                                                                       | The Board of Directors has policy on resignation of member of the Board of Commissioner when involved in financial crime.             | The resignation policy of the Board of Directors involved in financial crimes is a policy that can increase the stakeholders' trust in the Public Company, so that corporate integrity will be maintained. This policy is needed to help the legal process and so that the legal process does not interfere with the course of business activities. In addition, in terms of morality, this policy will build an ethical culture within the Public Company. This policy can be included in the Guideline or the Code of Ethics that applies to the Board of Directors.                                                                                                                                                                                                                                                                   | Policy on the resignation of Board of Directors members if involved in financial crimes is included in the Board Manual.<br><br>The Company's Board Manual is available on the Company's official website ( <a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a> ).                                                                                  |
| <b>Principle 7</b><br>Enhancing Governance Aspect Through Stakeholders Participation. | The Public Company has Policy to prevent Insider Trading.                                                                             | A person with inside information is prohibited from conducting a Securities transaction by using inside information as stipulated under the Capital Market Law. Public company can minimize the occurrence of insider trading through prevention policies, for example by firmly separating between confidential and public data as well as distributing the duties and responsibilities on information management in proportional and efficient manner.                                                                                                                                                                                                                                                                                                                                                                                 | Policy to avoid Insider Trading is accommodated under the Company's Blackout Policy.<br><br>The Blackout Policy is available on the Company's website ( <a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a> ).                                                                                                                                      |
|                                                                                       | Public Company has anti-corruption and fraud policy.                                                                                  | The anti-corruption policy is to ensure that the business activities of the Public Company are legally carried out with prudent manner and in accordance with the principles of good governance. The policy can be part of the code of ethics, or as a stand-alone policy.<br><br>The policy can include, among others, programs and procedures carried out in overcoming corruption practices, kickbacks, fraud, bribery and/or gratuities in a public company. The scope of the policy must describe the prevention of the Public Company from all corrupt practices, either giving or receiving from other parties.                                                                                                                                                                                                                   | Included under the Company's Code of Ethics, Corporate Governance Manual and XL Axiata Anti- Bribery and Anti-Corruption Policy.<br><br>Company's Code of Ethics, Corporate Governance Manual and XL Axiata Anti- Bribery and Anti-Corruption Policy is available on the Company's website ( <a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a> ). |
|                                                                                       | The Public Company has policy on vendor or supplier selection and capability improvement.                                             | The Policy on vendor or supplier selection are useful to ensure that the Public Company can obtain the required goods or services at competitive prices and good quality. While the policy of increasing the capability of supplier or vendor is useful for ensuring the efficient and effective supply chain. The capability of supplier or vendor to supply/fulfill the goods or services needed by the company will affect the quality of the company's output. Thus, the implementation of this policy can guarantee the supply continuity in terms of quantity and quality as required by the Public Company. The scope of this policy includes criteria in selecting supplier or vendor, transparent procurement mechanism, effort to improve supplier or vendor capability, and fulfill the right relating to supplier or vendor. | The Company has a Procurement Policy that regulates the selection of suppliers or vendors as well as application of vendor management in order to ensure the legality of the Company's suppliers.<br><br>The Procurement Policy is available on the Company's website ( <a href="http://www.xlaxiata.co.id">www.xlaxiata.co.id</a> ).                      |
|                                                                                       | The Public Company has policy on fulfillment of creditor rights.                                                                      | The policy on fulfillment of creditor rights is used as a guideline in providing loan to creditor. The purpose of the policy is to maintain the fulfillment of right and maintain creditor trust in the Public Company. The policy includes consideration in making agreement, as well as follow-up in fulfilling the obligation of the Public Company to creditor.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | The Company is not engaged in lending and borrowing. The policy in regard to the fulfillment of creditor rights is included in the Credit Agreement made between the Bank as Creditors and the Company as a Debtor.                                                                                                                                        |
|                                                                                       |                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                            |

| Relationship Between Public Company and Shareholders in Ensuring the Rights of Shareholders |                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                     |
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| Principle                                                                                   | Recommendations                                                                                                                                                                                                                                                         | Explanation of OJK Recommendations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Comply                                                                                                                                                                                                              |
|                                                                                             | The Company has the Whistleblowing System.                                                                                                                                                                                                                              | A well-developed Whistleblowing system policy will provide certainty of protection to witness or reporter for an indication of violation committed by employees or management of the Public Company. The implementation of the policy will have an impact on establishing a culture of good corporate governance. The Whistleblowing system policy includes, among others, type of violations that can be reported through the Whistleblowing system, complaint procedure, protection and guarantee of the confidentiality of the reporter, handling procedure for received complaints, parties that managing the complaints, and the results and follow-up of complaints handling.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | The Company has a Whistleblowing System as disclosed in Corporate Governance Chapter of this Annual Report.                                                                                                         |
|                                                                                             | The Public Company has a long-term incentive policy for the Board of Directors and employees.                                                                                                                                                                           | Long-term incentive is a given incentive based long-term performance achievement. The long-term incentive plan has the rationale that the long-term performance of the company is reflected in the growth of shares value or other long-term target of the company. Long-term incentive shall have the benefit to maintain loyalty and provide motivation to the required Board of Directors and employees to improve their performance or productivity which will have an impact on improving the company's performance in the long run. The availability of a long-term incentive policy is an actual commitment by the Public Company to encourage the implementation of long-term incentive to the Board of Directors and Employees with terms, procedures and forms being adjusted to the long-term objectives of the Public Company. The policy can include, amongst other, the purpose of objective in providing the long-term incentive, terms and procedures in providing the incentive, and condition as well as risks that must be considered by the Public Company in providing the incentives. This policy can also be included in the existing public company remuneration policy. | The Company has a policy on long-term incentives to Board of Directors members and employees in the form of the 2016-2020 Long-term Incentive Program.                                                              |
| <b>Principle 8</b><br>Enhancing the Disclosure Implementation.                              | The Public Company utilizes technology information wider than the Website as a media for information disclosure.                                                                                                                                                        | <p>The use of information technology can be useful as a medium for information disclosure. The disclosure of information is not only information disclosure that has been regulated in legislation, but also other information related to the Public Company, upon consideration is useful to shareholders or investors. Upon the use of wider of information technology than the Website, the company is expected to improve the effectiveness of information dissemination.</p> <p>Nevertheless, the use of information technology is carried out while taking into account the benefit and costs of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | In addition to the official website, the Company also has channels to deliver information, including Facebook (myXL), Youtube (XL Axiata Tbk), Twitter (@xlaxiata_tbk), Instagram (@xlaxiata_tbk) and LINE (@myXL). |
|                                                                                             | The Annual Report of Public Company disclose the ultimate benefit owner in Public Company share ownership at least 5% (five percent), other than final beneficial owner disclosures in ownership shares of the Public Company through main and controlling shareholder. | The Capital Market Regulation that regulates the submission of annual reports of Public Company has regulated the obligation to disclose information regarding shareholders with 5% (five percent) or more shares of the Public Company, as well as the obligation to disclose information about directly or indirectly main and controlling shareholders of Public Company up to the owner of the last benefit in the ownership of the shares. In this Governance Guideline, it is recommended to disclose the ultimate benefit owner of the shares of the Public Company at least 5% (five percent), in addition to disclosing the owner of the final benefit of share ownership by the main and controlling shareholders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | As disclosed in the Corporate Data Chapter of this Annual Report                                                                                                                                                    |