

I. DEFINISI

"Direksi" adalah Direksi PT XL Axiata Tbk.

"Dewan Komisaris" adalah Dewan Komisaris PT XL Axiata Tbk.

"Kebijakan" adalah Kebijakan Rangkap Jabatan Direksi dan Dewan Komisaris.

"Perseroan" adalah PT XL Axiata Tbk

"Rangkap Jabatan" adalah dua atau lebih jabatan yang dipegang oleh Direktur atau Komisaris Perseroan baik didalam maupun diluar Perusahaan.

"OJK" adalah Otoritas Jasa Keuangan

I. DEFINITION

"BOD" shall mean Board of Directors of PT XL Axiata Tbk.

"BOC" shall mean Board of Commissioners of PT XL Axiata Tbk.

"Policy" shall mean Multiple Board Membership for Board of Directors and Board of Commissioners Policy.

"Company" shall means PT XL Axiata Tbk

"Multiple Board Membership" shall mean two or more title hold by member of Company's Directors or Commissioners within or outside the Company.

"OJK" shall mean Financial Services Authority.

II. PENDAHULUAN

Kebijakan ini dibuat sebagai panduan untuk memastikan kepatuhan Direksi dan Dewan Komisaris dalam hal Rangkap Jabatan.

II. INTRODUCTION

This Policy was made as guideline to ensure on Board of Directors ("BOD") and Board of Commissioners ("BOC") compliance with regards to Multiple Board Membership.

III. REFERENSI

1. Peraturan OJK No. 33 /POJK.04/2014 tentang Direktur dan Dewan Komisaris Emiten atau Perusahaan Publik ("POJK 33/POJK.04/2014").
2. Peraturan No I-A Lampiran Surat Keputusan Direksi Bursa Efek Indonesia No. Kep 00001/BEI/01-2014 ("Peraturan No I-A").
3. Anggaran Dasar Perseroan.
4. Board Manual Perseroan.
5. Governance Manual Perseroan.

III. CROSS REFERENCE

1. OJK Regulation No 33 /POJK.04/2014 on Board of Directors and Board of Commissioners of Issuer or Public Company ("POJK 33 /POJK.04/2014").
2. Regulation No I-A Attachment to Director's Decree of Indonesia Stock Exchange No Kep 00001/BEI/01-2014 ("Regulation No I-A").
3. Company's Article of Association.
4. Company's Board Manual.
5. Company's Governance Manual.

IV. KETENTUAN RANGKAP JABATAN DIREKTUR

1. Anggota Direksi Perseroan dapat melakukan Rangkap Jabatan sebagai

IV. MULTIPLE BOARD MEMBERSHIP FOR BOARD OF DIRECTORS

1. Member of Company's BOD may have Multiple Board Membership as follows :

Kebijakan Rangkap Jabatan Direksi dan Dewan Komisaris
Multiple Board Membership for Board of Directors and Board of Commissioners Policy

berikut:

- a) Anggota Direksi paling banyak pada satu (1) Emiten atau Perusahaan Publik lain;
 - b) Anggota Dewan Komisaris paling banyak pada tiga (3) Emiten atau Perusahaan Publik lain; dan/atau
 - c) Anggota komite paling banyak pada lima (5) komite di Emiten atau Perusahaan Publik dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris.
2. Berdasarkan Peraturan No I-A, seorang Direktur Independen dilarang memiliki Rangkap Jabatan sebagai Direktur di perusahaan lain.

V. KETENTUAN RANGKAP JABATAN DEWAN KOMISARIS

1. Anggota Dewan Komisaris Perseroan dapat merangkap jabatan sebagai:
 - a. Anggota Direksi paling banyak pada dua (2) Emiten atau Perusahaan Publik lain; dan
 - b. Anggota Dewan Komisaris paling banyak pada dua (2) Emiten atau Perusahaan Publik lain.
2. Dalam hal anggota Dewan Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada empat (4) Emiten atau Perusahaan Publik lain.
3. Anggota Dewan Komisaris dapat merangkap sebagai anggota komite paling banyak pada lima (5) komite di Emiten atau Perusahaan Publik dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris.
4. Seorang Komisaris Independen tidak boleh mempunyai hubungan Afiliasi dengan Perseroan, anggota Dewan Komisaris, anggota Direksi, atau pemegang saham utama Perseroan

- a) *As member of Director in at maximum one (1) Issuer or Public Company;*
- b) *As member of Board of Commissioners in at maximum three (3) Issuers or Public Companies and/or*
- c) *As member of committees in at maximum five (5) committees of Issuers or Public Companies where he/she is also hold as member of BOD or BOC.*

2. *Referring to Regulation No I-A, an Independent Director is prohibited to have Multiple Board Membership as Director in other Companies.*

V. MULTIPLE BOARD MEMBERSHIP FOR BOC

1. *Member of Company's BOC may have Multiple Board Membership as follows :*
 - a) *As member of BOD in at maximum two (2) other Issuers or Public Companies.*
 - b) *Member of BOC in at maximum two (2) other Issuers or Public Companies.*
2. *In the event where a BOC member does not act as Director in other Public Companies, he/she may have Multiple Board Membership as Commissioner in at maximum other four (4) Issuers or Public Companies.*
3. *Member of the BOC may have multiple memberships as committee member at maximum five (5) committees within Issuers or Public Companies where he/she is also hold as member of BOD or BOC.*
4. *An Independent Commissioner is prohibited to have affiliation with the Company, members of BOD, BOC or controlling shareholder.*

VI. PELAPORAN RANGKAP JABATAN

1. Masing-masing anggota Direksi dan/atau Dewan Komisaris wajib melaporkan kepada Perseroan melalui Sekretaris Perusahaan untuk setiap rangkap jabatan yang akan terjadi selambat-lambatnya tujuh (7) hari sebelum pengesahan rangkap jabatan tersebut guna memastikan bahwa Direksi dan/atau Dewan Komisaris tersebut tidak melanggar peraturan yang berlaku.
2. Masing-masing anggota Direksi dan Dewan Komisaris wajib mengisi secara periodik Daftar Rangkap Jabatan yang akan didistribusikan oleh Sekretaris Perusahaan (Lampiran 1 – Formulir Rangkap Jabatan).

VI. REPORT ON MULTIPLE BOARD MEMBERSHIP

1. *Each member of the BOD and/or BOC must disclose to the Company through Corporate Secretary on any Multiple Board Membership at latest seven (7) days before effective date of his Multiple Board Membership in order to ensure that the respective BOD and/or BOC is not violating the regulations.*
2. *Each member of the BOD and BOC must periodically fill the List of Multiple Board Membership which will be distributed by the Corporate Secretary (Attachment 1 – Multiple Board Membership Form).*



Lampiran 1/Attachment 1

PT XL AXIATA TBK.
DIRECTOR'S FORM - MULTIPLE BOARD DIRECTORSHIP
(For Safekeeping of Corporate Secretary Office)

Name	:					
Position	:					
Criteria		[A] Within XL	[B] In Other Public Company in Indonesia	[C] In Other Non-Public Company in Indonesia	[D] In Other Public Company or Non- Public Company outside Indonesia	Remarks
Director		n.a				
Commissioner		n.a				
Committee Member						

Disclaimer:

This form to be kept by the Corporate Secretary Office and shall be treated in confidential manner. Unless required by the any laws or regulations and/or required by a court order, this form shall not be disclosed without prior notification to the respective Board member.