



CORPORATE GOVERNANCE

The Company has been committed to implementation of Good Corporate Governance to ensure that each organ of the Company and its operations are conducted according to the prevailing legislations.

INTRODUCTION



In the 12th IICD Corporate Governance Awards held by the Indonesian Institute for Corporate Directorship (IICD), XL Axiata has successfully received 2 awards for 2 different categories, Top 50 Big Capitalization Public Listed Company and Best Non-Financial Sector for Big Capitalization Public Listed Company.

The Company has always strived to commit to Good Corporate Governance (GCG) practices in order to uphold integrity and professionalism in every organ of the Company. This in turn has helped the Company to consistently record steady performance over the years. The Company's GCG system is also regularly updated to ensure that the GCG process of efficiency, transparency, and legal compliance continues to run smoothly, as well as strengthening its structure.

The Company understands that in order to continue this achievement, it has to diligently and consistently apply its GCG principles on a daily basis. Therefore, the Company remains committed to implement a GCG system in every level of its operations, even as the Company continues to evolve and grow.

LEGAL BASIS OF GCG IN THE COMPANY

As a public company listed on the Indonesia Stock Exchange, GCG in the Company is based on the Legislation of the Republic of Indonesia No. 40 of 2007 on Limited Liabilities Company and its implementing regulations as well as the Legislation of the Republic of Indonesia No. 8 of 1995 on the Capital Market. In addition, the Company also adheres to relevant Regulations, in particular to any regulation issued by the Financial Services Authority (OJK) and Indonesia Stock Exchange.

Internally, the Company uses its Articles of Association as a guide which has been adjusted to the latest Legislations and Regulations and a series of internal policies including Company Regulation covering the Code of Ethics and Employee Behaviour, The GCG Manual, Work Guidelines and Code of Ethics for the Board of Directors and the Board of Commissioners (Board Manual) and other internal policies in relations to operational matters.

The Company also has in place a Whistleblowing System that applies to all levels of Employees, which includes Anti Bribery and Anti Corruption Policy applicable for all of the Company's elements and third parties, as well as stakeholders with any business dealings with the Company.

GOOD CORPORATE GOVERNANCE PRINCIPLES

Since 2020, the Company has added Digitisation into its GCG principles to assist the Company in improving the efficiency of its process, consistency, and quality.

1. Transparency

The Company discloses all material information that may affect its Shareholders decisions through Annual Report, Financial Statements that can be accessed through the IDX website, the official website of the Company, and/or newspapers.

2. Responsibility

The Company is accountable for every information submitted to shareholders and stakeholders.

3. Accountability

The Company is accountable for any activities implemented by any organ of the Company in accordance with their respective duties and responsibilities.

4. Independence

Any decision making activity in the Company must avoid conflict of interest. Should any corporate action come with a conflict of interest, it shall only be carried out in adherence to the applicable regulations.

5. Fairness

Every shareholder in the Company deserves fair and equal treatment according to the prevailing Legislation and Regulation. Every shareholder and stakeholder has the right to submit their input and receive the same information regarding the Company.

6. Digitisation

The Company believes that digitisation will accelerate business growth, increase current efficiency of its processes, as well as maintaining consistency and improving upon its quality. This also allows the organization and its Board Members to transform and adapt to the current disruptive wave of business model, starting with changing its internal governance methods, Board leadership, structure, and processes.

GCG ROADMAP

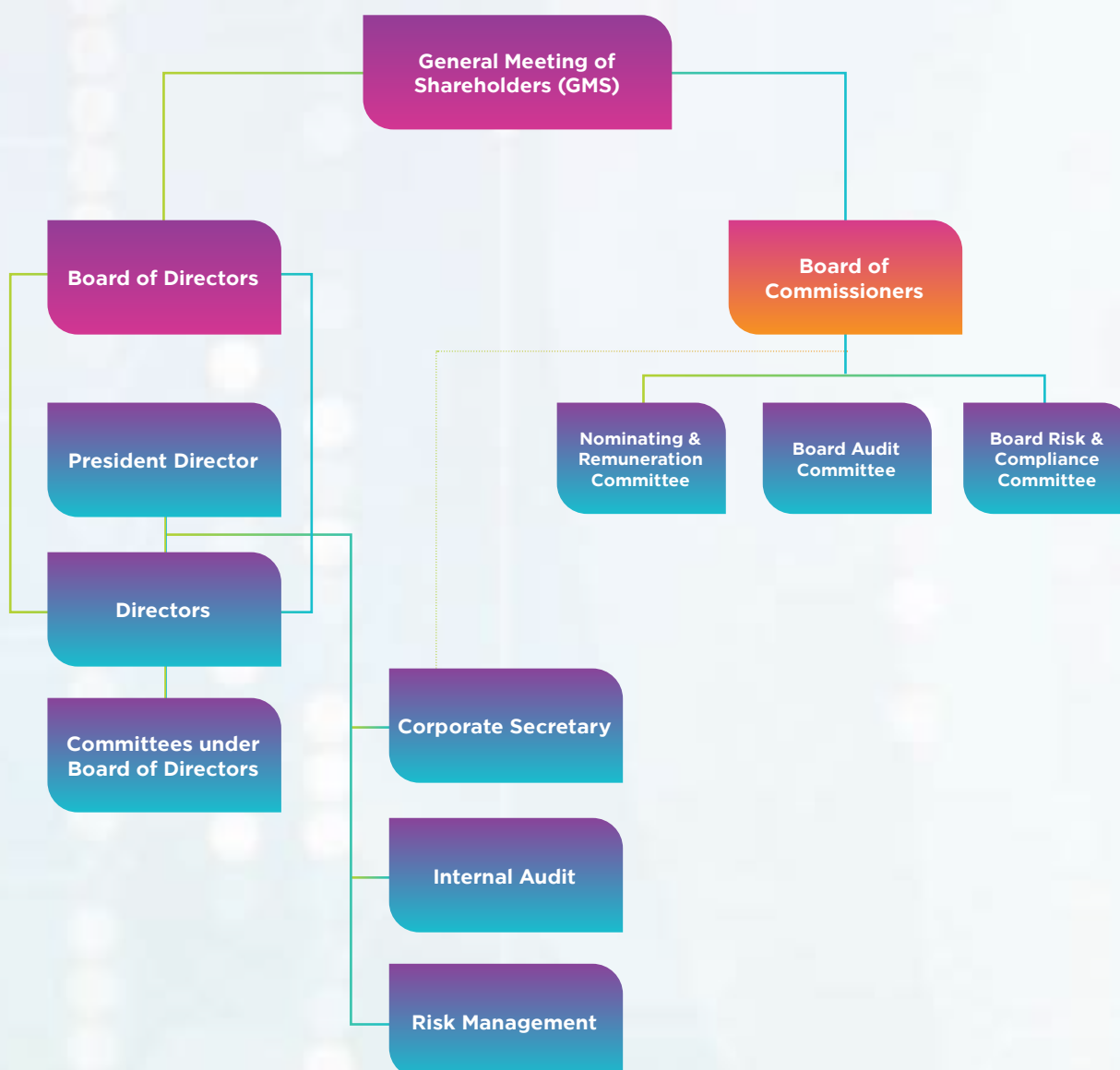
The Company's GCG Roadmap focuses on 4 (four) parts:

1. Identification of areas requiring improved governance
2. Development of government in the form of internal policy documents, Standard Operating Procedures, and implementation through socialization activities.
3. Implementation and supervision of the governance that has been built.
4. Adjustments to ensure that governance is in line with prevailing legislation.

GCG STRUCTURE

XL Axiata has a GCG structure that is formed based on the functions, authorities and responsibilities each organ in accordance with Law No. 40 of 2007, Financial Service Authority Regulation Related and Articles of Association.

XL Axiata's GCG structure is broadly divided into Main Organs and Supporting Organs as follows:



GENERAL MEETING OF SHAREHOLDERS (GMS)

The General Meeting of Shareholders (“GMS”) is an organ of the Company with authority not granted to the Board of Directors and the Board of Commissioners within the threshold as set forth under the Articles of Association and prevailing regulations.

GMS serves as a forum for Shareholders to exercise rights, initiate authorities, and submit opinions, votings, and requests of information in relation to strategic decision-making or the Company’s management. There are two types of GMS in the Company: the Annual GMS and Extraordinary GMS.

Extraordinary GMS is only called upon to deal with urgent matters that come up between Annual GMS, such as immediate legal matters or the removal of key executives.

THE RIGHTS AND AUTHORITY OF SHAREHOLDERS IN GMS

The Company’s Shareholders have the rights to attend the GMS as a self-representative or their authorised proxies by using Proxy available in the Company’s official Website (www.xlaxiata.co.id) at the same time with GMS Invitation.

Based on the Articles of Association, the GMS shall have the following authority, subject to the prevailing laws and regulation, among others:

1. To approve the Annual Report with regards to the Company’s course of business as well as the Board of Commissioners Supervisory Activity Report during the fiscal year as elaborated under the Company’s Integrated Annual Report.
2. To ratify the financial statements consisting of the balance sheet of the financial year, the statement of income of the financial year being audited by a public accountant.
3. Provide approval for the proposed use of the Company’s profit.

4. Appoint or authorise the Board of Commissioners to appoint Public Accountant for the current year.
5. Appoint and/or dismiss members of the Board of Directors and Board of Commissioners of the Company, if needed.
6. Determine the remuneration for members of the Board of Directors and the Board of Commissioners.
7. To approve other agenda in GMS as duly proposed pursuant to the provisions under Articles of Association.

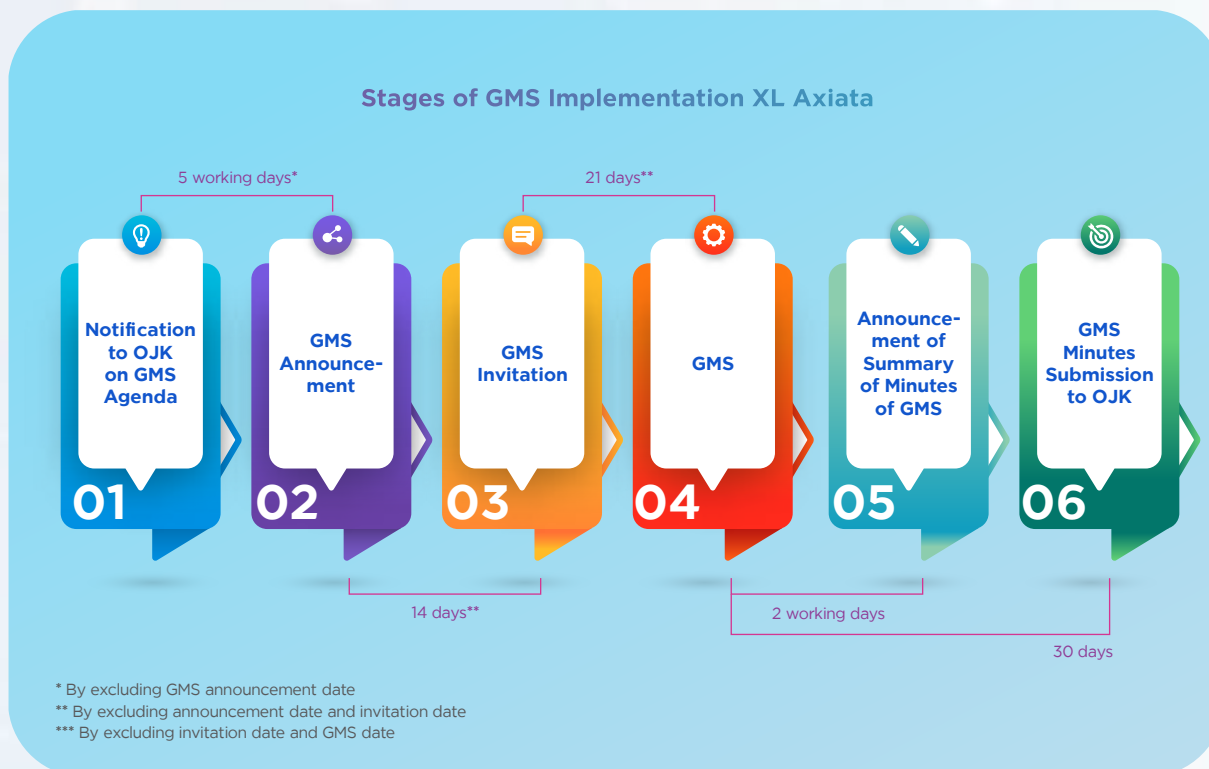
In addition, the Shareholders also have the following rights by the Extraordinary GMS:

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 Authorised Capital and/or Issued and Paid Up Capital;
5. Approve material transaction based on authority threshold as regulated under prevailing regulations;
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. In particular for transactions, which contain conflict of interest, the Independent Shareholders or their authorised representatives in the GMS must approve it.

EQUAL TREATMENT OF SHAREHOLDERS

The Company applies equal treatment to all shareholders through the availability of the same Information to Shareholders as well as through voting mechanisms based on rights owned by Shareholders in accordance with the portion of its respective share ownership.

GMS IMPLEMENTATION



THE COMPANY'S EFFORTS IN ENCOURAGING PARTICIPATION OF SHAREHOLDERS

The Company grants its Shareholders access to information and materials related to the GMS in the Company's website. Materials related to the agenda discussed in the GMS are also available in the Company's website from the date of the GMS Invitation.

GMS CODE OF CONDUCT

The GMS Code of Conduct is published and explained before the GMS that include explanations of meeting leaders, meeting agenda, and voting mechanism and procedures in the GMS.

GMS QUORUM

The GMS quorum refers to the following Articles of Association and Regulations.

GMS Quorum Table on Corporate Action

No.	Condition	First GMS						Second GMS					
		Attendance			Approval			Attendance			Approval		
		>1/2	2/3	3/4	Simple Majority	>2/3	>3/4	1/3	2/3	3/5	Simple Majority	2/3	>3/4
1.	Amandments to the AoA		x			x				x		x	
2.	Buy Back of Shares		x			x				x		x	
3.	Increasing Authorized Capital		x			x				x		x	
4.	Increasing Issued and Paid-up Capital		x			x				x		x	
5.	Approval of Annual Report and Ratification of Financial Statements	x			x			x			x		
6.	The Utilization of Net Profits	x			x			x			x		
7.	The Discharge of a Member of the BOD	x			x			x			x		
8.	The Takeover of the Company's Management by the BOC	x			x			x			x		
9.	Transfer or Collateralize/ Pledge of the Company's Assets by 50% of the Company's Net Worth or More			x			x		x				x
10.	Merger, Consolidation, Acquisition, and Separation			x			x		x				x
11.	Bankruptcy, Dissolution			x			x		x				x
12.	The Request for the Extension of the Establishment Term of a Company's Duration			x			x		x				x
13.	Conflict of Interest (Only Independent Shareholders)	x			x			x			x		

ELECTRONIC VOTING SYSTEM

The voting system in the GMS is executed electronically in which each shareholder provides an e-voting barcode in accordance with the portion of respective shares ownership, which is then counted by the Share Registrar in the voting counting session.

Electronic voting activity is witnessed by an independent Notary appointed by the Company.

2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2021, the Annual General Meeting of Shareholders (AGMS) was held virtually (e-GMS) on April 23, 2021 in compliance with POJK No. 15/POJK.04/2020 dated 20 April 2020 on the Plan for the Implementation of the General Meeting of Shareholders of Public Company, and in compliance to the Implementation of Restrictions on Community Activities by the Indonesian government to prevent further spread of COVID-19 pandemic.

RESOLUTIONS OF THE 2021 ANNUAL GMS ARE AS FOLLOWS:

1st Agenda

1. To approve and accept the Annual Report of the Company's Board of Directors on the activities and operations of the Company including but not limited to the results achieved during the financial year ending on 31 December 2020, the Oversight Report of the Board of Commissioners for financial year 2020, as well as providing approval and authentication on the Company's Financial Statement for the financial year ending on 31 December 2020 that has been audited by Kantor Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms); and
2. To approve grant release and discharge (volledig acquit et de charge) to the members of the Board of Directors on their management and the members of the Board of Commissioners

on their oversight functions that were done in the financial year ending on 31 December 2020, as long as those actions were reflected on the Annual Report and recorded in the Company's Financial Statement and was not a criminal offence or violations on the prevailing legislations or regulations.

Resolution:

Realised

2nd Agenda

1. To approve allocation of the Company's net profit for the financial year ending on 31 December 2020 as per the following buckets:
 - a. 50% of normalised net profit or IDR 339,451,000,000 (three hundred and thirty-nine billion four hundred and fifty-one million Indonesian Rupiah) (rounded) will be distributed to shareholders as dividend, equivalent to IDR 31.7 per share.
 - b. To grant authorisation and power to the Company's Board of Directors with substitution rights to decide on the schedule including the terms and conditions of dividend payout to all eligible shareholders based on the prevailing regulations.
2. To allocate the general appropriation amounting to IDR 100,000,000 (one hundred million Indonesian Rupiah); and
3. The remaining IDR 32,047,000,000 (thirty two billion forty-seven million Indonesian Rupiah) (rounded) will be recorded as Retained Earnings to support the Company's business development.

Resolution:

Realised

3rd Agenda

1. To appoint Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms) as the Company's external auditor with Mr. Andry D. Atmadja, S.E., Ak., CPA as the Public Accountant to perform audits on the Company's Financial Statement for the Financial Year ending on December 31, 2021 and other Financial Statements as required by the Company.
2. To grant authority to the Board of Commissioners and/or Board of Directors of the Company to take necessary actions and arrangements, including but not limited to determining the amount of professional fee, signing documents, or appointing other Public Accounting Firm listed by the Financial Services Authority (OJK) if for one reason or another the above-mentioned public accounting firm is not able to carry out its duties.

Resolution:

Realised

4th Agenda

1. To grant authority to the Company's Board of Commissioners to determine the amount of salaries, bonuses, and other benefits of the members of the Board of Directors according to the structure and amount of remuneration based on the Company's remuneration Company for the financial year ending on December 31, 2021; and

2. To grant authority to the Nominating and Remuneration Committee to determine the amount of salaries, bonuses, and other benefits for the members of the Board of Commissioners according to the structure and amount of remuneration based on the Company's Remuneration Policy for the financial year ending on December 31, 2021.

Resolution:

Realised

5th Agenda

1. To accept the resignation and grant release and discharge (acquit et de charge) to Tan Sri Jamaludin bin Ibrahim as a member of the Board of Commissioners, on his oversight functions that had been taken since he became a member of the Board of Commissioners until the end of his tenure, or as of the closing of the Meeting, as long as those actions were reflected in the Annual report and recorded in the Company's Financial Statement and were not criminal offences or violations against prevailing legislations and regulations; and
2. With the resignation as stated above, the composition of the Board of Commissioners since the closing of the Meeting are as follows:

President Commissioner:

- Dr. Muhamad Chatib Basri

Commissioners:

- Vivek Sood
- Dr. David R. Dean
- Dato' Mohd Izzaddin Idris
- Dr. Hans Wijayasuriya
- Independent Commissioners:
Yasmin Stamboel Wirjawan
- Muliadi Rahardja

- Julianto Sidarto
3. To appoint and authorise with substitution rights to the Board of Directors to take all necessary actions in relations to the decisions made in this meeting, including but not limited to going to authorities, initiate a dialogue, provide and/or ask for clarification, submit request on the notice of the change in the composition of the Board of Commissioners to the Ministry of Law and Human Rights as well as other official organisations, make and sign deeds and letters as well as other documents needed or deemed necessary, appear before the Notary to make and sign a deed of statement of the decisions of the Company's meeting and carry out other things that must and/or can be carried out in order to be able to realise the meeting decisions.

6th Agenda

1. Approve of the Changes in the Company's Business Activities in the form of additional business fields based on the result of the Feasibility Study carried out in accordance with the provisions of the Financial Services Authority (OJK) regulation No. 17/POJK.04/2020 regarding Material Transactions and Changes in Business Activities as well as approving amendments to Article 3 of the Company's Articles of Associations in the context of Changes in Business Activities in the form of adding business fields and restating all of the Company's Articles of Association in connection with the Changes in Business Activities; and

2. With the acceptance of resignation as approved in Appointing and authorising with substitution rights to the Company's Board of Directors to take all actions related to the decisions 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 amendments to the Company's Articles of Association to the Minister of Law and Human Rights of the Republic of Indonesia or other relevant authorised agencies, draw up or and sign deeds and letters or other documents required, or deemed necessary, appear before a Notary to make and sign the deed of statement of the resolutions of the Company's Meeting and carry out other matters that must and/or can be carried out in connection with the implementation of the decisions of the Meeting.

Resolution:

Realised

2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

In 2020, the Annual General Meeting of Shareholders (AGMS) was held virtually (e-GMS) on May 18, 2020 in compliance with POJK No.15/POJK.04/2020 dated 20 April 2020 on the Plan for the Implementation of the General Meeting of Shareholders of Public Company, and in compliance to the Implementation of Large-Scale Social Restrictions by the Indonesian government to prevent further spread of COVID-19 pandemic.

RESOLUTIONS OF THE 2020 ANNUAL GMS ARE AS FOLLOWS:

1st Agenda

1. To Approve and accept 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 ending on 31 December 2019, the Supervisory Report of the Company's Board of Commissioner for financial year 2019 as well as to approve and ratify the Company's Financial Statement for the financial year ending on 31 December 2019 as audited by Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of PricewaterhouseCoopers networks of firms).
2. To Approve to grant release and discharge (volledig acquit et de charge) for the members of the Company's Board of Directors and Board of Commissioners for the management and supervision that has been done in the financial year ending on 31 December 2019, as long as those actions are reflected in the Annual Report and recorded in the Company's Financial Statement and not a criminal offense or a breach of prevailing legislation and regulations.

Resolution:

Realised

2nd Agenda

1. To approve allocation of the Company's net profit for the financial year ending on 31 December 2019 as per the following buckets:
 - a. 30% of normalized net profit or IDR 215,735,000,000 (two hundred fifteen billion seven hundred and thirty-five million Indonesian Rupiah) (rounded) will be distributed to shareholders as dividend, equivalent to IDR 20 per share.

- b. To grant authorization and power to the Company's Board of Directors with substitution rights to decide on the schedule including the terms and conditions of dividend payout to all eligible shareholders based on the prevailing regulations.

2. To allocate the general appropriation amounting to IDR 100,000,000 (one hundred million Indonesian Rupiah); and
3. The remaining IDR 496,744,000,000 (four hundred ninety-six billion seven hundred and forty-four million Indonesian Rupiah) (rounded) will be recorded as Retained Earnings to support the Company's business development.

Resolution:

Realised

3rd Agenda

This agenda does not require any vote from the Shareholders.

Resolution:

Realised

4th Agenda

1. To appoint Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers network of firms) as the Company's external auditor with Mr. Andry D. Atmadja, S.E., Ak., CPA as the Public Accountant to perform audits on the Company's Financial Statement for the Financial Year ending on 31 December 2020 and other Financial Statements as required by the Company.
2. To grant authority to the Board of Commissioners and/or Board of Directors of the Company to take necessary actions and arrangements, including but not limited to determining the amount of professional fee, signing documents, or appointing other Public Accounting Firm listed by the Financial Services Authority (OJK) if for one reason or another the above-mentioned public accounting firm is not able to carry out its duties.

Resolution:

Realised

5th Agenda

To approve the renewal of authorization to the Company's Board of Commissioners with substitution rights to the Board of Directors to restate the issuance of new shares and the adjustment of Issued and Paid-up Capital of the Company as a result of execution of 2016 - 2020 LTI Program.

Resolution:

Realised

6th Agenda

1. To appoint Dato' Mohd Izzaddin Idris and Dr. Hans Wijayasuriya respectively as Commissioner of the Company and/or new Member of Board of Commissioner of the Company replacing Kenneth Shen and Peter J. Chambers effective at the closing of the Meeting until the end of term, upon the closing of the Annual General Meeting of Shareholders in 2024.
2. To accept the resignation and grant release and discharge (acquitt et de charge) to Kenneth Shen dan Peter J. Chambers of their respective supervisory duties as Commissioner of the Company effective at their date of appointment(s) until the end of terms of office or at the closing of the Meeting, to the extent that their actions are reflected in the Company's report including Financial Statement of the Company which has been approved by Annual General Meeting of Shareholders and cannot be construed as criminal actions.
3. To appoint David Arcelus Oses as Director and/or new Member of Board of Directors of the Company replacing Allan Russell Bonke effective at the closing of the Meeting until the end of term, upon the closing of the Annual General Meeting of Shareholders in 2024.
4. To accept the resignation and grant release and discharge (acquitt et de charge) to Allan Russell Bonke of his respective management duty as Director of the Company effective at the date of his appointment until the end of his terms of office or at the closing of the Meeting, to the extent that his respective management actions are reflected in the Company's report including Financial Statement of the Company which has been approved by Annual General Meeting of Shareholders and cannot be construed as criminal actions.

Resolution:

The following composition of the Company's BOD and BOC since the conclusion of the Meeting until the end of their terms of office at the conclusion of the Annual General Meeting of Shareholders which will be held in 2024, are as follows:

Board of Directors

President Director:

Dian Siswarini

Directors:

- Mohamed Adlan bin Ahmad Tajudin
- Yessie Dianty Yosetya
- Abhijit Jayant Navalekar
- David Arcelus Oses

Board of Commissioners

President Commissioner:

Dr. Muhamad Chatib Basri

Commissioners:

- Tan Sri Jamaludin bin Ibrahim
- Vivek Sood
- Dr. David R. Dean
- Dato' Mohd Izzaddin Idris
- Dr. Hans Wijayasuriya

Independent Commissioners:

- Yasmin Stamboel Wirjawan
- Muliadi Rahardja
- Julianto Sidarto

7th Agenda

1. To grant authorization to the Board of Commissioners of the Company to determine the remuneration, bonus and other benefits for members of the Board of Directors based on structure, policy and amount of remuneration as stipulated under the Company's remuneration policy for financial year ending on 31 December 2020; and
2. To grant authorization to the Nomination and Remuneration Committee to determine the remuneration, bonus and other benefits for the Board of Commissioners based on structure, policy and amount of remuneration as stipulated under the Company's remuneration policy for the financial year ending on 31 December 2020.

Resolution:

Realised

BOARD OF COMMISSIONERS



The Board of Commissioners carries out the oversight function on the policies conducted by the Board of Directors in relation to the management of the Company. The Board of Commissioners may also serve an advisory function to the Board of Directors in accordance with the legislations and regulations, and the Articles of Association.

DUTIES AND RESPONSIBILITIES OF THE BOARD OF COMMISSIONERS

The duties and responsibilities of the Board of Commissioners are stipulated under the Articles of Association in accordance with the provisions of Legislation No.40 of 2007 concerning Limited Liabilities Companies and Financial Services Authority Regulation No. 33/POJK.04/2014.

The Board of Commissioners is responsible in carrying the following responsibilities:

Approving Business Plan

Approve the Company's Business Plan including the strategy for the new financial year, no later than 60 days prior to the beginning of the new financial year. The Board is also required to periodically review and provide advice on the Company's ongoing business plans.

Provide Oversight of the Company

Supervising the Company's development as well as performance of the Board of Directors which includes reporting to the GMS on all duties and supervisory actions that were implemented in the previous financial year.

Board of Commissioners Meetings

Implement and attend Board of Commissioners Meeting, Joint Meeting of the Board of Commissioners and Directors, according to provisions of the prevailing regulations, as well as reviewing and approving minutes of meetings prepared by the Corporate Secretary.

Annual Report

Review and approve the Annual Report as prepared by the Board of Directors. The Board of Commissioners must ensure that the Annual Report contains valid and accurate information.

Public Accountant

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

Corporate Action

Review and approve the Corporate Action based on the limit of authority in accordance with the Articles of Association and prevailing Regulations, including all company transactions that amounted to at least 5% of the Company's gross business income (gross revenue before discount) or 10% of Net Tangible Assets.

Governance Monitoring

Monitor and review the implementation of GCG in the Company.

Duties and Responsibilities of the President Commissioner

The President Commissioner of the Company carries out the coordination function on collegial supervisory duties by the Board of Commissioners. In addition, referring to the Articles of Association as well as prevailing regulations, the President Commissioner must act as the chairman of the Board of Commissioners Meeting, the Joint Meeting of the Board of Commissioners and Directors, and the General Meeting of Shareholders.

BOARD CHARTER AND MANUAL

The Company has a Work Guideline and Code of Ethics for the Board of Director as stated in the Board Manual. The Board Manual serves as a guideline for members of the Board to maintain professional and productive work relationships, and to foster efficiency in carrying out their duties.

The Board Manual includes the following:

1. Criteria and composition.
2. Duties and responsibilities.
3. Code of Ethics that includes arrangements for conflicts of interest, confidentiality of Company documents and compliance with prevailing regulations.
4. Procedures for procuring meetings include the quorum of the meeting and the right to vote.
5. Remuneration.
6. Distribution of authority.

BOARD OF COMMISSIONERS REQUIREMENTS AND APPOINTMENT POLICY

The appointment policy of the Company's Board of Commissioners is regulated in the Senior Executive Nomination Policy. The Board candidates as proposed by Shareholders and/or Minority Shareholders are conveyed to the Company's Nominating and Remuneration Committee through the Corporate Secretary.

The Nominating and Remuneration Committee will further review the nomination proposal in the Nominating and Remuneration Committee Meeting to ensure the fulfilment of candidates' requirements, qualifications as well as background to be submitted to the GMS for approval purpose.

The requirement as well as qualification of Board members of the Company refers to POJK No. 33/POJK.04/2014 and as required by the Company, including to meet the diversity of skills and total composition of the Board itself.

RESIGNATION POLICY OF THE BOARD OF COMMISSIONERS

The Board of Commissioners resignation policy is regulated in the Company's Articles of Association and the Board Manual where respective members of the Board must submit their resignation through formal written notification to the Company.

The formal resignation letter must be addressed to the Nominating and Remuneration Committee and a copy of the resignation letter must be submitted to the Board of Directors and Corporate Secretary. Furthermore, the Company will hold a GMS to decide on the resignation submitted.

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 authorised 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 insolvent based on court decision.
6. No longer qualified according to the prevailing legislations and regulations.

Term of Office and Composition

The Terms of Office of the Company's Board of Commissioners is five (5) years and he/she may be re-appointed for the same period. If a Commissioner is appointed to replace a vacant position (either by termination or otherwise), then he/she shall serve the remaining term of the vacant position/existing Commissioner.

INDEPENDENT COMMISSIONERS

The Company has 3 (three) Independent Commissioners from a total of 8 (eight) members of the Board, namely Yasmin Stamboel Wirjawan, Muliadi Rahardja and Julianto Sidarto. The Company's Independent Commissioners is in accordance with POJK No. 33/POJK.04/2014, which is 30% of the total members of the BOC.

Criteria Of Independent Commissioners

Each member of the Company's Independent Commissioner has fulfilled 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.

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 2021 was submitted by the Corporate Secretary at the beginning 2021 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 2021

In 2021, the Board of Commissioners have convened 11 (eleven) times in meetings to discuss the following:

1. Membership of the Nominating and Remuneration Committee
2. Long-term Incentives for Directors
3. Strategic Decisions: Business Plan 2021 and Corporate Actions
4. BAC Report
5. BRCC Report
6. NRC Report
7. Terms & Conditions for Directors
8. New Assignments for Directors
9. Spectrum License

All members of the Board of Commissioners attended all 11 (eleven) meetings.

No.	Dated	No. Meeting	Type (R/S)	Agenda	MB	TS	DI	HW	VS	DR	YS	MR	JS
1	February 11, 2021	BOC No.1/21	R	BAC Report									
				BRCC Report									
				NRC Report	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
				Long Term Incentive Directors									
2	March 26, 2021	BOC No.1.S/21	S	Business Plan 2021	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
				Strategic Discussion									
3	April 8, 2021	BOC No.2.S/21	S	Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

No.	Dated	No. Meeting	Type (R/S)	Agenda	MB	TS	DI	HW	VS	DR	YS	MR	JS
4	April 26, 2021	BOC No.2/21	R	BAC Report BRCC Report	Yes	No longer serves as BOC member	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	June 9, 2021	BOC No. 3.S/21	S	Director T&C New Assignment Director Vaccine Program Update	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	August 4, 2021	BOC No. 3/21	R	BAC Report BRCC Report	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
7	October 7, 2021	BOC No. 4.S/21	S	Strategic Discussion	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
8	October 29, 2021	BOC No. 5.S/21	S	Strategic Discussion	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
9	November 8, 2021	BOC No. 4/21	R	BAC Report BRCC Report NRC Report	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
10	November 15, 2021	BOC No. 6.S/21	S	Business Plan 2022 Strategic Discussion	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
11	December 14, 2021	BOC No. 7.S/21	S	Strategic Discussion	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
Total Attendance 2021					11/11	3/3	11/11	11/11	11/11	11/11	11/11	11/11	11/11
Percentage of Attendance 2021					100%	100%	100%	100%	100%	100%	100%	100%	100%

MB : Dr. Muhamad Chatib Basri
 TS : Tan Sri Jamaludin Ibrahim
 DI : Dato' Mohd Izzaddin Idris
 HW : Dr. Hans Wijayasuriya
 VS : Vivek Sood
 DR : Dr. David R. Dean
 YS : Yasmin Stamboel Wirjawan
 MR : Muliadi Rahardja
 JS : Julianto Sidarto

JOINT BOC BOD MEETING 2021

No	Dated	No. Meeting	Mata Acara	DS	YDY	AN	DAO	BP	IGD	
1	February 11, 2021	No.01.J/21	FY 2020 Business and Operating Updates	Yes	Yes	Yes	Yes	Yes	Yes	
		Regular	Covid-19 Discussion							
			AGMS Preparation							
2	March 8, 2021	No.01.JS/21	Network Discussion	Yes	Yes	Yes	Yes	Yes	Yes	
		Special Joint	Strategic Discussion							
3.	April 26, 2021	No.02.J/21	Discussion on Q1 2021 Company Performance	Yes	Yes	Yes	Yes	Yes	Yes	
		July 28, 2021	Covid-19 Discussion							
			August 4, 2021							
			November 2021							
4	July 28, 2021	No. 02.JS/21	Transformation Discussion	Yes	Yes	Yes	Yes	Yes	Yes	
		Special Joint	Strategic Discussion							
5	August 4, 2021	No. 03.J/21	Discussion on Q2 2021 Company Performance	Yes	Yes	Yes	Yes	Yes	Yes	
		Regular	Limited Review Financial Statement Q2 2021							
			Covid-19 Discussion							
			Network Discussion							
6	November 8, 2021	No. 04.J/21	Discussion on Q3 2021 Company Performance	Yes	Yes	Yes	Yes	Yes	Yes	
		Regular	Limited Review Financial Statement Q3 2021							
			Covid-19 Discussion							
Total Attendance During 2021				6/6	6/6	6/6	6/6	6/6	6/6	
Attendance Percentage During 2021				100%	100%	100%	100%	100%	100%	

MB : Dr. Muhamad Chatib Basri
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 MR : Muliadi Rahardja
 JS : Julianto Sidarto

DS : Dian Siswarini
 YDY : Yessie Dianty Yosetya
 AN : Abhijit Jayant Navalekar
 DAO : David Arcelus Oses
 BP : Budi Pramantika
 IGD : I Gede Darmayusa

Circular Resolution Board of Commissioner 2021

No	Circular Resolutions	Date
1	Approval for Asset Depreciation Acceleration	February 8, 2021
2	Appointment of Board of Audit Committee Member	March 2, 2021
3	Approval for AOA Adjustment - Issued Paid Up Capital	March 17, 2021
4	Approval for 2300 MHz Auction	April 12, 2021
5	Approval for Revised BP 2021 & Funding Plan	June 30, 2021
6	Approval for Divestment	June 16, 2021
TOTAL 6		

	MB	TS	DI	HW	VS	DR	YS	MR	JS
	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes	no longer serves as BOC	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
	Yes		Yes	Yes	Yes	Yes	Yes	Yes	Yes
	6/6	2/2	6/6	6/6	6/6	6/6	6/6	6/6	6/6
	100%	100%	100%	100%	100%	100%	100%	100%	100%

TRAININGS OF THE BOARD OF COMMISSIONERS

In 2021, the Board of Commissioners participated in various trainings to support their duties as the Board of Commissioners, as detailed in the following:

Dr. Muhamad Chatib Basri

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021

Dato' Mohd Izzaddin Idris

Training/Workshop	Venue	Date of Implementation
CGS-CIMB Annual Malaysia Virtual Corporate Day	Virtual	January 6, 2021
Virtual Supplier Forum 2021		
1. The Axiata Enterprise Innovation Factory Enabled by Tony Kalcina, CIO APAC TechMahindra.		
2. Virtual Supplier Forum 2021 Unleash Power of Digitalisation, Bring New Value to Axiata by Bruce Hsiao, Huawei.	Virtual	January 21, 2021
3. Axiata 5.0 Transformation Realized: Leveraging Innovation to Unlock Shareholder Value by Tom Loozen, Bharat Bhargava, E&Y		
Anti-Bribery & Anti-Corruption Awareness	Virtual	February 2, 2021
Majlis Pelancaran MyDIGITAL Blueprint Ekonomi Digital Malaysia by YAM PM	Virtual	February 19, 2021
Telco Report presentation by Arthur D Little	Virtual	April 23, 2021
SLT meeting – Trends in Southeast Asia's Digital Sectors by RedSeer	Virtual	May 18, 2021
Infrastructure Funding presentation by Arthur D Little	Virtual	June 9, 2021
Majlis Pelancaran Dasar 4IR Negara oleh YB Dato' Sri Mustapa Mohamed, Menteri di Jabatan Perdana Menteri (Ekonomi) dan Khairy Jamaludin, Menteri Sains, Teknologi and Inovasi (MOSTI)	Virtual	July 1, 2021
Insights on US Geopolitics & Economy (Presentation by James Quigley of BoFA)	Virtual	July 8, 2021
Axiata/Google Cloud Leadership Forum	Virtual	July 8, 2021
Rising Above COVID-19: Reimagining Work in Malaysia and Beyond (PNB)	Virtual	July 14, 2021
Axiata Risk & Compliance Conference 2021 organized by Group Risk & Compliance	Virtual	July 16, 2021
Indonesia Economy Outlook presented by Mandiri Sekuritas	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers organized by Ericsson	Virtual	August 24, 2021
5G course for executives: 5G business opportunities organized by Ericsson	Virtual	September 16, 2021
Khazanah Megatrends Forum	Virtual	October 4-5, 2021
Pre-Retreat (1st session) – Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Vivek Sood

Training/Workshop	Venue	Date of Implementation
Axiata Supplier Forum 2021	Virtual	January 21, 2021
Harvard: ASL Shaping the Organisation through Change and Innovation Case Discussion	Virtual	February 22, 2021
Harvard: ASL Shaping the World through Change and Innovation Executive Panel Discussion + Thought Leader Conversation	Virtual	February 25, 2021
IVCA Conclave 2021	Virtual	March 17 - 19, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Virtual	May 31, 2021
Bloomberg Deals Summit	Virtual	June 8, 2021
Axiata Risk & Compliance Conference 2021	Virtual	July 16, 2021
[XL Board's Development Program] Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Khazanah Megatrends Forum (KMF) 2021	Virtual	October 4, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Dr. Hans Wijayasuriya

Training/Workshop	Venue	Date of Implementation
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Virtual	June 21, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Khazanah Megatrends	Virtual	October 4, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021
Leadership Power Hour	Virtual	December 7, 2021

Dr. David R. Dean

Training/Workshop	Venue	Date of Implementation
Webinar on "Evolution after COVID-19"	Virtual	April 8, 2021
Webinar on Economic Development in Asia-Pacific from Oxford University	Virtual	April 13, 2021
Webinar on ESG and Climate Change from BCG	Virtual	May 12, 2021
Webinar on "The 5G Opportunity" from New Street Research	Virtual	June 10, 2021
Axiata Risk & Compliance Conference 2021 organized by Group Risk & Compliance	Virtual	July 16, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Webinar on Open RAN	Virtual	July 21, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Pre-Retreat (1 st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2 nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3 rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4 th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021
EMEA Gartner IT Symposium/Xpo 2021	Virtual	November 8-11, 2021
New Street Research 5G Conference	Virtual	November 19, 2021

Julianto Sidarto

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021
Pre-Retreat (1 st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2 nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 18, 2021
Axiata Pre-Retreat (3 rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021

Yasmin Stamboel Wirjawan

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk	Virtual	June 4, 2021
Axiata Risk and Compliance Conference 2021 - Embracing Shifting Trends	Virtual	July 16, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Virtual	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Virtual	September 16, 2021
Enterprise Risk Governance Certification	Enterprise Risk Management Academy	September 8, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation Presented by Navin Killa, Managing Director, USB	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business Presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - Speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, Presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Muliadi Rahardja

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

INDUCTION PROGRAM

The Company has an Induction Program for every newly appointed member of the Board of Commissioners and Board of Directors. The Induction Program is organized by the Corporate Secretary in the form of presentation on the Company's fundamental matters as follows:

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 Directors and/or the Board of Commissioners.
 - b. Policies related to governance.

In 2021 there is no new member of the Board of Commissioners, therefore, there is no Board Induction Program.

PERFORMANCE ASSESSMENT OF THE BOARD OF COMMISSIONERS

Assessment through the General Meeting of Shareholders

The collegial performance assessment for each financial year is reported in the Annual General Meeting of Shareholders. The General Meeting of Shareholders provides full release and discharge of responsibilities (acquitted and discharged) to the Board of Commissioners for its supervisory function in 2021.

Self-Assessment

The Company conducted a self-assessment on the Board of Commissioners and Directors in 2021, which includes Board Effectiveness, peer-to-peer assessment with fellow members of the Board of Commissioners and Cross Board Assessments with each member of the Board of Directors. This assessment includes understanding the roles, duties and responsibilities as well as evaluating the Company's GCG. The result of this assessment will be used as recommendation for the Company's GCG improvement as well as one of the considerations for the Board of Commissioners to be reappointed.

1. Assessor
The party carrying out the Assessment is the PT Deloitte Konsultan Indonesia, Member of Deloitte Touche Tohmatsu Limited.
2. Assessment Method
The Assessment Method is done through a questionnaire that must be completed by each member of the Board of Commissioners.

3. Results of Assessment

The Board of Commissioners as an organ of the Company has carried out their duties and responsibilities in accordance with prevailing regulations, including the Articles of Association with recommendation for improvement on the board structure and composition.

PERFORMANCE ASSESSMENT FOR COMMITTEES UNDER THE BOARD OF COMMISSIONERS

In carrying out its duties, the Board is assisted by committees directly responsible to the Board, namely the Board of Audit Committee, the Nomination and Remuneration Committee, and the Board Risk and Compliance Committee.

In general, the Board of Commissioners considers that all Committees have performed their duties efficiently and in accordance with GCG principles as well as the Company's objective. This assessment was made with the criteria based on the report of implementation of duties and responsibilities, submitted by each Committee, as disclosed in this Integrated Annual Report.

THE BOARD OF COMMISSIONERS SUPERVISORY REPORT IN 2021

The BOC oversight activities in 2021 covered the following areas:

1. Implementation of the Company's annual business plan approved at the end of the previous fiscal year;
2. The Company's operating performance and quarterly audit results;
3. Company's plan of the selling of telecommunication Tower;
4. Implementation of CSR programs in supporting and contributing to the public, government and community, as well as XL Axiata's employees during the pandemic;
5. The conditions of company's operations and employee's welfare during the pandemic;
6. Implementation of succession plan of members of the BOD and mentoring of senior talents;
7. Implementation of new policies and regulations such as Omnibus Law, anti bribery and anti corruption policies, new business license and other policies;
8. Implementation of good corporate governance;
9. Implementation of risk management including evaluation results of risk management practices in XL Axiata;
10. Acquisition Plan, including Loewy and Helix Project.



REMUNERATION

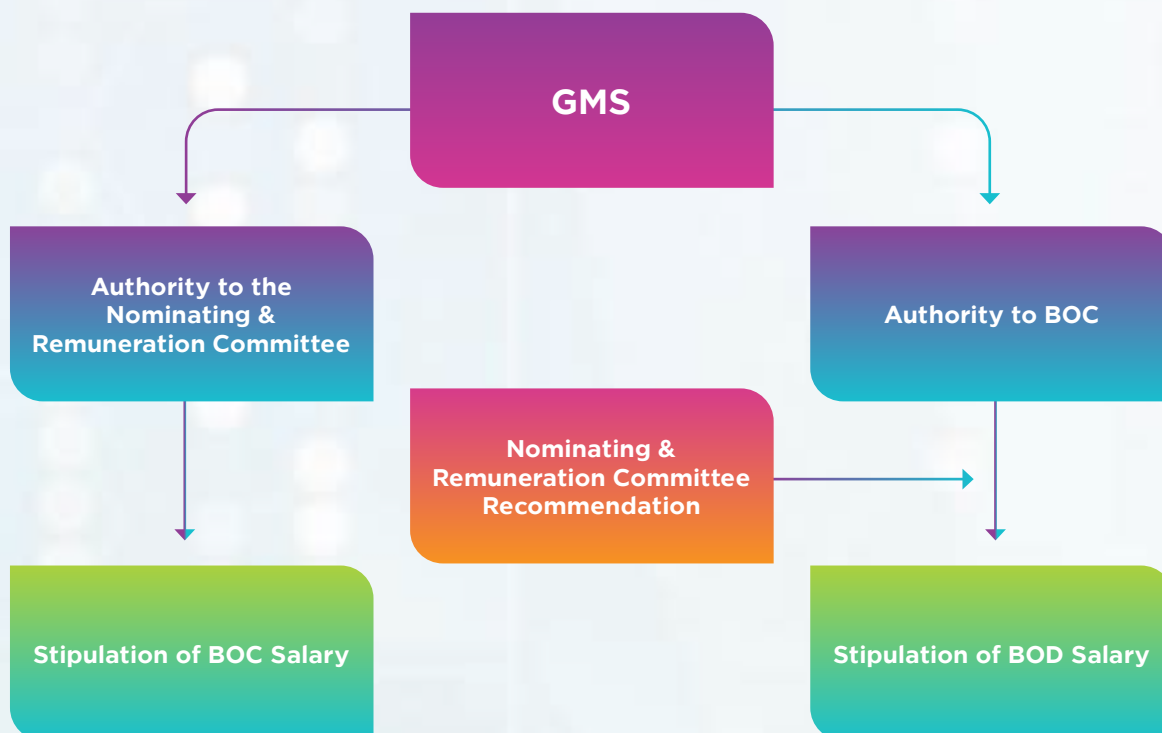
REMUNERATION PROCEDURE FOR THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS

Remuneration for the Board of Directors and Board of Commissioners of the Company is determined through the General Meeting of Shareholders as follows:

1. Give authority to the Nominating and Remuneration Committee to determine salary, bonus and other benefits for members of the Board of Commissioners in accordance with the structure, policy and amount of remuneration based on the Company's remuneration policy for the relevant financial year.
2. Give authority to the Board of Commissioners of the Company to determine the salary amount, bonus and other benefits for members of the Board of Directors in accordance with the structure, policy and amount of remuneration based on the Company's remuneration policy for the relevant financial year.

Remuneration for the Board of Commissioners and Board of Directors is determined by taking into account the Company's and individual targets, comparison with similar industries, non-monetary benefits as well as the individual and Company's performance. The amount of each remuneration is evaluated from time to time to ensure that the remuneration remains in accordance with the conditions in the market.

The Board of Commissioners is responsible for overseeing the implementation of the Remuneration Policy including evaluating the implementation of the Remuneration Policy periodically.



REMUNERATION STRUCTURE

The remuneration structure for the Board of Commissioners and the Board of Directors is stipulated in the Remuneration for Senior Executive Policy as follows:

1. Basic Salary.
2. Benefit.
3. Bonus (only for members of the Board of Directors)

TOTAL REMUNERATION IN 2021

Total remuneration for the Board of Commissioners and Board of Directors in 2021 is IDR 38,721.08 million, with details as follows:

Board of Commissioners

Name	Salary	Benefits				
		Meeting	Transport	Telecommunication	Holiday Benefits	Other Routine Benefits
M. Chatib Basri	V	V	V	V	V	-
Tan Sri Jamaludin Ibrahim *	V	V	-	-	-	-
Dato' Mohd Izzaddin Idris	V	V	-	-	V	-
Vivek Sood	V	V	-	-	V	V
Dr. David R. Dean	V	V	-	-	V	-
Dr. Hans Wijayasuriya	V	V	-	-	V	-
Yasmin Stamboel Wirjawan	V	V	V	V	V	V
Muliadi Rahardja	V	V	V	V	V	V
Julianto Sidarto	V	V	V	V	V	V
Total 2021 (in millions of Rupiah)	9,716.00	837.00	480.00	33.43	779.00	932.30

Board of Directors

Name	Salary	Benefits					Bonus
		Housing	Transport	Telecommunication	Other Routine Benefits	Benefits	
Dian Siswarini	V	-	V	V	-	V	V
Budi Pramantika	V	-	V	V	-	V	V
Yessie Dianty Yosetya	V	-	V	V	V	V	V
Abhijit Jayant Navalekar	V	V	V	V	V	V	V
David Arcelus Osos	V	V	V	V	V	V	V
I Gede Darmayusa	V	-	V	V	V	V	V
Total 2021 (in millions of Rupiah)	29,005.08	1,392.05	2,040.00	155.95	2,109.04	4,837.87	50,266.13

BOARD AUDIT COMMITTEE



Julianto Sidarto
Committee Chair
60 years old, Indonesian

The Board Audit Committee of the Company (“BAC”) was established through the Board of Commissioners’ Decision No. 1/05 dated February 28, 2005 and is responsible to the Board of Commissioners (“BOC”). The BAC has met 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”).

As at December 31, 2021, the Board Audit Committee in the Company is as follows:

Basis of Appointment

Resolution of the Board of Commissioners No.1/19 dated 14 February 2019 effective at the closing of the Annual General Meeting of Shareholders on April 29, 2019.

Terms of Appointment

From April 29, 2019 until the closing of GMS in 2024.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Concurrent Position

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Statement of Independence

Pursuant to the Terms of Reference and referring to the Article 5 OJK Regulation No. 55/ POJK.04/2015, the Board Audit Committee shall act independently in carrying out its duties and responsibilities. All members of the Board Audit Committee have met the requirement of independence as set out under the Personal Statement, signed at the time of appointment and documented by the Corporate Secretary.

Trainings in 2021

Throughout 2021 Mr. Sidarto participated in 7 (seven) training sessions in support of his duties and responsibilities as a member of the Board Audit Committee.

The trainings he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 18, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021



Muliadi Rahardja
Member
62 years old, Indonesian

Basis of Appointment

Resolution of the Board of Commissioners No. 1/19 dated February 14, 2019 effective at the closing of the Annual General Meeting of Shareholders on April 29, 2019.

Terms of Appointment

April 29, 2019 until the closing of GMS in 2024.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Concurrent Position

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Statement of Independence

Pursuant to the Terms of Reference and referring to the Article 5 of OJK Regulation No. 55/ POJK.04/2015, the Board Audit Committee shall act independently in carrying out its duties and responsibilities. All members of the Board Audit Committee have met the requirement of independence as set out under the Personal Statement, signed at the time of appointment and documented by the Corporate Secretary.

Trainings in 2021

Throughout 2021 Mr. Rahardja participated in 8 (eight) training sessions in support of his duties and responsibilities as a member of the Board Audit Committee.

The trainings he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Nita Skolastika Ruslim

Member

53 years old, Indonesian

Trainings in 2021

Throughout 2021 Ms. Ruslim participated in 13 (thirteen) training sessions in support of her duties and responsibilities as a member of the Board Audit Committee.

The trainings she participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Implikasi konvergensi IFRS terhadap pajak penghasilan perusahaan terbuka dan upaya konformitas akuntansi dengan pajak berdasarkan filter fiskal	Zoom Meeting	February 23, 24, 26, 2021
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk	Microsoft Teams	June 4, 2021
Pelatihan wajib akuntan public 2021	Zoom Meeting	June 8-9, 2021
Digital Leadership	Zoom Meeting	June 11, 2021
Indonesia Economy Outlook	Microsoft Teams	July 2021
Overview Standar Akuntansi yang berlaku efektif tahun 2021	Zoom Meeting	August 9, 12, 13, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Microsoft Teams	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Microsoft Teams	September 16, 2021
Governance & stabilitas sistem keuangan	Zoom Meeting	September 17, 2021
Tanggung jawab komite audir saat perseroan tersangkut masalah hukum terkait laporan keuangan	Zoom Meeting	September 23, 2021
PwC 2021 Technical Update	Zoom Meeting	October 29, 2021
Year and reminder terkait issue akuntansi dan auditing	Zoom Meeting	December 9, 2021
Sustainability Reporting: An Overview of Best Practices in Australia and perspectives from Indonesia's landscape	Zoom Meeting	December 9, 2021

Basis of Appointment

Circular Resolution of the Board of Commissioners dated 2 March 2021, effective on 1 April 2021 until the closing of GMS in 2024.

Terms of Appointment

1 April 2021 until the closing of GMS in 2024.

Educational Background

- Bachelor of Economics, Universitas Trisakti, 1991

Professional Experience

- Audit Committee Member of Bank Jago Tbk (2021 - Present)
- Audit Committee Member of the Company (2021 - Present)
- Audit Committee Member of Indonesian Investment Authority (2021 - present)
- Audit Committee Member of PT Unilever Indonesia (2021 - present)
- Audit Committee Member of PT Medela Potentia (October 2020 - December 2021)
- Member of Professional Ethic Committee in Indonesian Institute of Certified Public Accountant (2017 - 2019)
- Member of Governance Board of Partners in Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers networks of firms) (2012 - 2019)
- Head of Telecommunication, Info-com and Entertainment (TICE), and Consumer and Industrial Products (CIPS) at Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of a PricewaterhouseCoopers network of firms) (2008 - 2014)
- Head of Audit Methodology Implementation Partner and Human Capital Development at Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers networks of firms) Indonesia (2008 - 2014)
- Member of Disciplinary Committee at Indonesian Institute of Certified Public Accountant (2008 - 2010)
- Head of Corporate Responsibility in Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers networks of firms) (2005 - 2012)

Concurrent Position

Aside from being a member of the Board Audit Committee, Ms. Ruslim is also a member of the Audit Committee in PT Bank Jago Tbk, Indonesian Investment Authority, PT Unilever Tbk, and PT Medela Potentia.

Statement of Independence

Pursuant to the Terms of Reference and referring to the Article 5 OJK Regulation No. 55/ POJK.04/2015, the Board Audit Committee shall act independently in carrying out its duties and responsibilities. All members of the Board Audit Committee have met the requirement of independence as set out under the Personal Statement, signed at the time of appointment and documented by the Corporate Secretary.

Benny Redjo Setyono

Member

61 years old, Indonesian

Basis of Appointment

Resolution of the Board of Commissioners No. 1.S/19 dated April 29, 2019 effective on 1 July 2019.

Terms of Appointment

1 July 2019 until the closing of GMS in 2024.

Educational Background

1. Master of Accounting, University of Southern California, 1992
2. Master of Business Administration, University of Southern California, 1991
3. Bachelor of Economics, Universitas Indonesia, 1985
4. Certificate of Risk Management Level 4 from Indonesia Life Insurance Association as obtained in 2017 was included in prior year

Professional Experience

1. Advisor PT Argo Manunggal International (2012-2018)
2. Independent Commissioner and Chairman of the Audit Committee at PT Asuransi Jiwa Astra Life (2020 - present)
3. Audit Committee Member of the Company (2019 - Present)
4. Independent Commissioner and Member of Audit & GCG Committee at PT Mitra Pinasthika Mustika Tbk (2019 - present)
5. Vice President Director of PT Industri dan Perdagangan Bintraco Dharma Tbk (2014 - Present)
6. Independent Commissioner and Chairman of Risk Committee at PT Astra Aviva Life Indonesia (2014 - present)
7. President Director of PT Jakarta Cakratunggal Steel Mills (2014 - 2018)
8. Member of Audit Committee at PT Unilever Indonesia Tbk (2004 - 2016)
9. Director of PT Toyota Astra Motor (2003 - 2011)
10. Director of PT Toyota Motor Manufacturing Indonesia (2000 - 2003)
11. Lecturer of Bachelor program, Master of Management, Master of Accounting Universitas Indonesia (1985 - Present)

**Concurrent Position**

Aside from being a member of the Board Audit Committee in the Company, Mr. Setyono is currently also serving as Vice President Director of PT Industri and Perdagangan Bintraco Dharma Tbk, Independent Commissioner, as well as member of the Audit and GCG Committees at PT Mitra Pinasthika Mustika Tbk, Independent Commissioner and Chairman of Risk Committee at PT Astra Aviva Life Indonesia, Independent Commissioner and Chairman of the Audit Committee at PT Asuransi Jiwa Astra Life

Statement of Independence

Pursuant to the Terms of Reference and referring to the Article 5 of OJK Regulation No. 55/ POJK.04/2015, the Board Audit Committee shall act independently in carrying out its duties and responsibilities. All members of the Board Audit Committee have met the requirement of independence as set out under the Personal Statement, signed at the time of appointment and documented by the Corporate Secretary.

Trainings in 2021

Throughout 2021 Mr. Setyono participated in 3 (three) training sessions in support of his duties and responsibilities as a member of the Board Audit Committee.

The trainings he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	Agustus 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021

BOARD CHARTER

The BAC has a Charter in the form of Terms of Reference as working guideline and basis that has been reported to the Financial Services Authority on 18 November 2013 through Letter No.163/CSEC/XI/2013 dated 18 November 2013.

The Company has updated the Board Audit Committee Terms of Reference on 4 November 2020. The latest Audit Committee Terms of Reference is available on the Company's website (www.xlaxiata.co.id)

ROLES AND RESPONSIBILITIES OF THE BOARD AUDIT COMMITTEE

Based on the Board Charter, the following are the main duties and responsibilities of the BAC:

1. Company oversight on internal control and governance implementation.
 2. Review of financial reporting processes.
 3. Review and recommendation of external auditors.
 4. Supervise Internal Audit function.
 5. Review and recommendation of material, affiliated and related party transactions.
- Audit Committee Meeting Policy

THE BOARD AUDIT COMMITTEE MEETING POLICY

Board Audit Committee Meeting is regulated under the Terms of Reference in accordance with POJK No. 55/POJK.04/2015 whereby the Board is required to convene a Meeting at least once in three months.

BOARD AUDIT COMMITTEE MEETING FREQUENCY AND ATTENDANCE

Throughout 2021, the Board Audit Committee convened 8 (eight) meetings with all members attending. The details of the meetings are as follows:

Board Audit Committee

Date	Agenda
January 28, 2021	<ul style="list-style-type: none"> Internal Audit & Investigation Update Regulatory Update on Omnibus Law ABAC Compliance Update
February 3, 2021	<ul style="list-style-type: none"> Financial Statement of Q4 2020 Financial & Operational Result of Q4 2020
March 9, 2021	<ul style="list-style-type: none"> High Risk Transaction Assessment Update
April 19, 2021	<ul style="list-style-type: none"> Internal Audit & Investigation Update Regulatory Update on IMEI Regulation and Omnibus Law ABAC Compliance Update
April 21, 2021	<ul style="list-style-type: none"> Financial Statement of Q1 2021 Financial & Operational Result of Q1 2021 Internal Audit Charter Update
July 22, 2021	<ul style="list-style-type: none"> Internal Audit & Investigation Update Regulatory Update on IMEI Regulation, Omnibus Law, and Commitment for Non-3T Area Development ABAC Compliance Update
July 27, 2021	<ul style="list-style-type: none"> Financial Statement of Q2 2021 Financial & Operational Result of Q2 2021
October 12, 2021	<ul style="list-style-type: none"> Company Acquisition Project Update
October 28, 2021	<ul style="list-style-type: none"> Financial Statement of Q3 2021 Financial & Operational Result of Q3 2021
November 1, 2021	<ul style="list-style-type: none"> Internal Audit & Investigation Update Internal Audit Manual Update Regulatory Update on Commitment for Non-3T Area Development and Minister Regulation No. 437 of September 2021. SORMIC Update Affiliated Transaction Update

Date	Agenda
December 3, 2021	<ul style="list-style-type: none"> Internal Audit Business Plan 2022 SORMIC Result 2021
December 6, 2021	<ul style="list-style-type: none"> Company Acquisition Project Update
December 13, 2021	<ul style="list-style-type: none"> Company Acquisition Project Update

BOARD AUDIT COMMITTEE ACTIVITY REPORT 2021

In 2021, the BAC has carried out activities including reporting on the following matters quarterly in accordance with the duties and responsibilities of the BAC in the Terms of Reference:

1. Review of Compliance with the Applicable Laws and Regulations

The Board Audit Committee reviewed the Company's Management's compliance with the applicable laws and regulations. The review is performed through compliance self-assessment by Management. Based on the review, the Board Audit Committee did not find any non-compliance issue with the applicable laws and regulations by Management with respect to the regulations promulgated by OJK, Indonesia Stock Exchange, and other laws/regulations relevant with the Company's business activities. The Board Audit Committee further noted that management continued to exert efforts to implement good corporate governance in 2021.

2. Review of Financial Results

Based on the independent auditor's review on the Company's financial results and representation made by the Board of Directors, the Board Audit Committee concluded that the annual consolidated financial statements were prepared in accordance with Indonesian Generally Accepted Accounting Principles. The Board Audit Committee recommended to the Board of Directors, through Board of Commissioners, that the audited financial statements for the year ending on December 31, 2021 to be included in the Company's Annual Report to Shareholders and filed to OJK.

3. Review of Internal Control and Risk Assessment

The Board Audit Committee reviewed and reported adequacy, effectiveness and reliability of the internal control system based on the Company's management's self-assessment. The Board Audit Committee also reviewed Annual Internal Control Assurance Letter submitted to the Board Audit Committee. For this evaluation process, The Company adopted the Committee of the Sponsoring Organizations of the Treadway Commission ("COSO") Internal Control Integrated Framework.

Based on the work and reports of the Audit Division, independent auditor, and the Company's management, the Board Audit Committee believes that the Company's internal control system is adequate and at an acceptable level for the Company's business environment. The Board Audit Committee also emphasised that along with the changing business environment and arising new problems, risk management and internal control framework needs to be continuously improved.

4. Review on Independence of External Auditor for the Company

The Board Audit Committee reviewed independence of Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers networks of firms), and obtained confirmation from Kantor Akuntan Publik Tanudiredja, Wibisana, Rintis & Rekan (a member of the PricewaterhouseCoopers networks of firms) that they worked independently and did not have conflict of interests in auditing the Company's financial statements.

5. Review on the Implementation of Audit Service Delivery on the Company's Annual Financial Statement by External Auditor

The Board Audit Committee evaluated the implementation of audit service delivery of the Company's annual financial statement by Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan, that covers the conformity of audit implementation with the applicable auditing standard, the adequacy of fieldwork period, the assessment of audit scope coverage and adequacy of audit sampling, and recommendation for improvement provided by the external auditor.

6. Review on the Implementation of Non-Assurance Service by External Auditor

The Board Audit Committee has reviewed and approved the non-assurance services conducted by several companies affiliated with the Public Accounting Firm Tanudiredja, Wibisana, Rintis & Rekan as external auditor, that include fee of non-assurance services, scope of work, potential conflict of interest, and appropriate safeguarding in accordance to the company policy.

NOMINATING AND REMUNERATION COMMITTEE

In accordance with OJK Regulation No. 34/POJK.04/2014 on the Nomination and Remuneration Committee of Issuers or Public Companies, the Company has a Nominating and Remuneration Committee in place. As of December 31, 2021, members of the Committee are as follows:

Muliadi Rahardja
Committee Chair
62 years old, Indonesian

Basis of Appointment

Decision of the Board of Commissioners No. 03/2017 dated August 15, 2017 and automatically extended with his terms of office as Independent Commissioner of the Company.

Terms of Appointment

From 2019 until the closing of GMS in 2024.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 73.

Statement of Independence

In reference to the Charter, the Committee carries out professional and independent duties and responsibilities without any interference from any parties and shall adhere to the prevailing legislations and regulations. All Committee Members shall and have signed the Independence Statement during the committee establishment.

Trainings in 2021

Throughout 2021 Mr. Rahardja participated in 8 (eight) training in support of his duties and responsibilities as a member of the Nominating and Remuneration Committee.



The trainings he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	August 24, 2021
5G course for executives: 5G business opportunities	Microsoft Teams	September 16, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Dato' Mohd Izzaddin Idris

Member

59 years old, Malaysian

Basis of Appointment

Resolution of the Board of Commissioners No. 02.S/20 dated 5 June 2020.

Terms of Appointment

2020 until the closing of GMS in 2024.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Statement of Independence

In reference to the Charter, the Committee carries out professional and independent duties and responsibilities without any interference from any parties and shall adhere to the prevailing legislations and regulations. All Committee Members shall and have signed the Independence Statement during the committee establishment.

Trainings in 2021

In 2021, Mr. Idris participated in various training to support his role as member of the Nominating and Remuneration Committee. Below is a list of all the trainings he participated in:

Training/Workshop	Venue	Date of Implementation
CGS-CIMB Annual Malaysia Virtual Corporate Day	Virtual	January 6, 2021
Virtual Supplier Forum 2021 1. The Axiata Enterprise Innovation Factory Enabled by Tony Kalcina, CIO APAC TechMahindra. 2. Virtual Supplier Forum 2021 Unleash Power of Digitalisation, Bring New Value to Axiata by Bruce Hsiao, Huawei. 3. Axiata 5.0 Transformation Realized: Leveraging Innovation to Unlock Shareholder Value by Tom Loozen, Bharat Bhargava, E&Y	Virtual	January 21, 2021
Anti-Bribery & Anti-Corruption Awareness	Virtual	February 2, 2021
Majlis Pelancaran MyDIGITAL Blueprint Ekonomi Digital Malaysia by YAM PM	Virtual	February 19, 2021
Telco Report presentation by Arthur D Little	Virtual	April 23, 2021
SLT meeting – Trends in Southeast Asia's Digital Sectors by RedSeer	Virtual	May 18, 2021
Infrastructure Funding presentation by Arthur D Little	Virtual	June 9, 2021
Majlis Pelancaran Dasar 4IR Negara oleh YB Dato' Sri Mustapa Mohamed, Menteri di Jabatan Perdana Menteri (Ekonomi) dan Khairy Jamaludin, Menteri Sains, Teknologi dan Inovasi (MOSTI)	Virtual	July 1, 2021
Insights on US Geopolitics & Economy (Presentation by James Quigley of BoFA)	Virtual	July 8, 2021
Axiata/Google Cloud Leadership Forum	Virtual	July 8, 2021
Rising Above COVID-19: Reimagining Work in Malaysia and Beyond (PNB)	Virtual	July 14, 2021
Axiata Risk & Compliance Conference 2021 organized by Group Risk & Compliance	Virtual	July 16, 2021
Indonesia Economy Outlook presented by Mandiri Sekuritas	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers organized by Ericsson	Virtual	August 24, 2021
5G course for executives: 5G business opportunities organized by Ericsson	Virtual	September 16, 2021
Khazanah Megatrends Forum	Virtual	October 4-5, 2021
Pre-Retreat (1st session) – Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



B.T. Lim
Member
71 years old, Indonesian

Basis of Appointment

Circular Resolution of the Board of Commissioners dated 13 March 2015, and he continues his term as Committee Member.

Terms of Appointment

From 2019 until the closing of GMS in 2024.

Concurrent Positions

Independent Commissioner of PT Erajaya Swasembada Tbk.

Educational Background

Degree, Computer Science NOVI, Amsterdam, The Netherlands, 1971.

Professional Experience

Aside from serving as Independent Commissioner of PT Erajaya Swasembada Tbk, he also has 29 years of experience in various key/strategic positions such as Director or CEO in world-class multinational companies such as Hewlett Packard Indonesia and Smartfren Telecom. He's also had 11 years of prior experience working as Senior Management in various IT companies in the Netherlands.

Statement of Independence

In reference to the Charter, the Committee carries out professional and independent duties and responsibilities without any interference from any parties and shall adhere to the prevailing legislations and regulations. All Committee Members shall and have signed the Independence Statement during the committee establishment.

Trainings in 2021

In 2021, Mr. Lim participated in the Company's Workshop for Independent Commissioners NRC & BAC to support his role as member of the Nominating and Remuneration Committee.

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	June 4, 2021



Mochamad Hira Kurnia

Member

49 years old, Indonesian

Basis of Appointment

Resolution of the Board of Commissioners No. 1/21 dated 11 February 2021.

Period of Appointment

2021 until the closing of GMS 2024.

Concurrent Positions

Mr. Kurnia currently does not hold any concurrent position both in the Company as well as other companies.

Educational Background:

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

Professional Experience

Aside from serving as Member of the Nominating and Remuneration Committee in the Company, Mr. Kurnia has also held various positions in the Human Capital Department including Group Head People Services. Prior to joining the Company, he worked at PT Lucent Tech Australia as Lead Engineer.

Statement of Independence

In reference to the Charter, the Committee carries out professional and independent duties and responsibilities without any interference from any parties and shall adhere to the prevailing legislations and regulations. All Committee Members shall and have signed the Independence Statement during the committee establishment.

Trainings in 2021

In 2021, Mr. Kurnia participated in various training to support his role as member of the Nominating and Remuneration Committee. Below is a list of all the trainings he participated in:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk	Microsoft Teams	June 4, 2021
Agile stakeholders engagement workshop	Zoom Meeting	June 14-15, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Microsoft Teams	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Microsoft Teams	September 16, 2021
Privacy & Security Refresher E-Learning	FUSE	October 19, 2021
SCORM Privacy Module - All Employees & Vendors	FUSE	November 2, 2021
Code of Conduct SCORM	FUSE	November 2, 2021
Enterprise Risk Management 2021 Training	FUSE	November 22, 2021

DUTIES AND RESPONSIBILITIES OF THE NOMINATING AND REMUNERATION COMMITTEE

The main duties of the Committee are in accordance with POJK 34/POJK.04/2014 that include an analysis of the candidates for the Board of Directors or the Board of Commissioners as proposed in Committee meetings or through circular decisions, which are in accordance with the requirements of the candidate's qualification and background. The proposal will be brought to and approved by the GMS.

In addition, the Committee also reviews and provides recommendations for compensation, including remuneration schemes for members of the Board of Commissioners, and Board of Directors by taking into account the position of each member which includes prevailing duties, responsibilities, and general policies.

The General Meeting of Shareholders grants the Committee the authority to decide on remuneration schemes and the amount for the Board of Commissioners.

COMMITTEE CHARTER

The Nominating and Remuneration Committee has in place the Nominating and Remuneration Committee Charter (NRC Charter) as the committee's terms of

references. The Charter has been adjusted with POJK No. 34/POJK.04/2014 and approved by the Board of Commissioners on 13 March 2015.

COMMITTEE MEETING POLICY

The Committee Meeting Policy is regulated under the Charter and is in accordance with POJK. No.34/POJK.04/2014, whereby Committee Meetings are held at least once every four months.

COMMITTEE MEETING FREQUENCY AND ATTENDANCE

In 2021, the NRC held 5 (five meetings) to discuss the following:

1. Membership NRC & BOC
2. Terms and Conditions of Directors
3. Board Assessment Result 2020
4. BOC Remuneration
5. 2020 CEO & Directors Scorecard Result
6. 2020 Directors Scorecard
7. Director's Succession Plan
8. Discussion on Long Term Incentive Program
9. 2021 Corporate and CEO Scorecards
10. New Assignments for Directors
11. NRC Update

No	Date	No. Meeting	Type (R/S)	Agenda	MR	TS	DI	YW	BT	RA	MHK
1	February 11, 2021	No.01/21	R	Discussion on Membership NRC & BOC	Yes	Yes	Yes	Yes	Yes	No	Not yet a Member
				Director T&C							
				Board Assessment Result 2020							
				BOC Remuneration Approval							
				2020 Company Scorecard Result							
				2020 Directors Scorecard							
				2021 Company & CEO Scorecard							
				Director's Succession Plan							
				Discussion on Long Term Incentive Program							

No	Date	No. Meeting	Type (R/S)	Agenda	MR	TS	DI	YW	BT	RA	MHK
2	March 26, 2021	No. 1.S/21	S	Revised Corp Scorecard 2021 Restatement CEO Scorecard 2021	Yes	No	Yes		Yes		Yes
3	June 9, 2021	No. 2.S/21	S	Director T&C Review New assignment Director	Yes		Yes	No longer serves as NRC Member	Yes	No longer serves as NRC Member	Yes
4	October 8, 2021	No. 3.S/21	S	With BOC: NRC Update Director T&C Review	Yes	No longer serves as NRC Member	Yes		Yes		Yes
5	October 8, 2021	No. 2/21	R	Director's Succession Plan	Yes		Yes		Yes		Yes
Total attendance 2021					5/5	1/2	5/5	1/1	5/5	0/1	4/4
Percentage of attendance 2021					100%	50%	100%	100%	100%	0%	100%

MR : Muliadi Rahardja
 TS : Tan Sri Jamaludin Ibrahim
 DI : Dato' Mohd Izzaddin Idris
 YW : Yasmin Stamboel Wirjawan
 BT : BT Lim
 RA : Rudy Afandi
 MHK : Mochamad Hira Kurnia

1. Tan Sri Jamalludin Ibrahim no longer serves as NRC Member as per April 23, 2021
2. Rudy Afandi no longer serves as NRC Member as per 11 February 2021
3. Yasmin Stamboel Wirjawan no longer serves as NRC Member as per 11 February 2021
4. Mochamad Hira Kurnia started to serve as NRC Member as per 11 February 2021

IMPLEMENTATION OF THE COMMITTEE'S DUTIES IN 2021

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

The following are salient points of NRC duties throughout 2021:

1. Review NRC composition and change of NRC members;
2. Review and determine the BOC Remuneration;
3. Review the Directors' performance and KPI for the year 2020;
4. Provide recommendation for the Corporate Scorecard and Directors' Scorecard for the financial year 2021;
5. Review the implementation of Long Term Incentive Program 2016 - 2020 and provide recommendations to the BOC;
6. Review and monitor the Board of Directors Succession Plan;
7. Conducted performance assessment process for the BOD and BOC for year 2020 supported by Corporate Secretary.

BOARD RISK AND COMPLIANCE COMMITTEE



Yasmin Stamboel Wirjawan
Chair
53 years old, Indonesian

Basis of Appointment

Resolution of Annual General Meeting of Shareholders dated April 29, 2019.

Period of Appointment

April 29, 2019 until the closing of the Annual General Meeting of Shareholders in 2024.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall be Independent commissioners who shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

In 2021, Ms. Wirjawan participated in 10 (ten) training sessions in order to support her role as member of the Board Risk and Compliance Committee.

Those training sessions were:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk	Virtual	June 4, 2021
Axiata Risk and Compliance Conference 2021 - Embracing Shifting Trends	Virtual	July 16, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Virtual	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Virtual	September 16, 2021
Enterprise Risk Governance Certification	Enterprise Risk Management Academy	September 8, 2021
Pre-Retreat (1 st session) - Sector Outlook and TSR Expectation Presented by Navin Killa, Managing Director, USB	Virtual	October 6, 2021
Axiata Pre-Retreat (2 nd session) - Building an ICT Business Presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3 rd session) - Economist: Macro & Market - Speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4 th session) - Value Creation, Presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Julianto Sidarto
Member
60 years old, Indonesian

Basis of Appointment

Resolution of the Board of Commissioners No.1/19 dated 14 February 2019 effective at the closing of the Annual General Meeting of Shareholders on April 29, 2019.

Terms of Appointment

From April 29, 2019 until the closing of GMS in 2024.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall be Independent commissioners who shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Mr. Sidarto participated in 7 (seven) training sessions in support of his duties and responsibilities as a member of the Board Risk and Compliance Committee.

The trainings he participated in 2021 are as follows:

Pelatihan/Workshop	Tempat	Tanggal di Selenggarakan
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	4 Juni 2021
Board Development Program - Indonesian Economy Outlook	Virtual	28 Juli 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	24 Agustus 2021
5G course for executives: 5G business opportunities	Microsoft Teams	16 September 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	6 Oktober 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	18 Oktober 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	22 Oktober 2021



Vivek Sood
Member
57 years old, Indian

Basis of Appointment

Resolution of Annual General Meeting of Shareholders dated April 29, 2019.

Period of Appointment

April 29, 2019 until the closing of the Annual General Meeting of Shareholders in 2024.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall be Independent commissioners who shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Mr. Sood participated in 15 (fifteen) training sessions in support of his duties and responsibilities as a member of the Board Risk and Compliance Committee.

The training sessions he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Axiata Supplier Forum 2021	Virtual	January 21, 2021
Harvard: ASL Shaping the Organisation through Change and Innovation Case Discussion	Virtual	February 22, 2021
Harvard: ASL Shaping the World through Change and Innovation Executive Panel Discussion + Thought Leader Conversation	Virtual	February 25, 2021
IVCA Conclave 2021	Virtual	March 17 – 19, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Virtual	May 31, 2021
Bloomberg Deals Summit	Virtual	June 8, 2021
Axiata Risk & Compliance Conference 2021	Virtual	July 16, 2021
[XL Board's Development Program] Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Khazanah Megatrends Forum (KMF) 2021	Virtual	October 4, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

COMMITTEE CHARTER

The BRCC has a Charter in the form of Terms of Reference (“TOR”) as a working guideline. BRCC TOR is available on the Company’s website (www.xlaxiata.co.id).

DUTIES AND RESPONSIBILITIES

According to the Terms of Reference, The Committee is responsible in determining whether there are robust processes in place for identifying, assessing, and monitoring the following;

1. Key business risks to safeguard shareholders’ investment and the Company’s assets;
2. Cybersecurity risks and risks relating to data privacy;
3. Risks arising from non-compliant practices and behaviours, particularly relating to Anti-Bribery Anti-Corruption (ABAC).

COMMITTEE MEETING POLICY

The Committee shall meet at least four (4) times in a year. The Committee Chair shall decide if the Committee requires an additional meeting.

COMMITTEE MEETING FREQUENCY AND ATTENDANCE

The BRCC meets at least four (4) times in a year, as well as additional meetings when needed, as decided by the Chair.

In 2021, the BRCC met 14 (fourteen) times to discuss various topics. All members of the Committee attended every meeting. Details of the meetings and meetings attendance can be found in the table below:

No.	Date	Agenda	Attendance			
			Yasmin Stamboel Wirjawan BRCC Chairman	Julianto Sidarto BRCC Member	Vivek Sood BRCC Member	Yofie BRCC Secretary
1.a	January 20, 2021	Ratification of Previous Minutes of Meeting				
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes
		Cyber Security & Data Privacy Update				
		Risk & Compliance Report				
1.b	January 28, 2021	Perspective on Omnibus Law				
		Compliance Assurance & Regulations Reporting	Yes	Yes	Yes	Yes
1.c	February 3, 2021	Financial & Operational Result	Yes	Yes	Yes	Yes
1.d	March 9, 2021	High-Risk Transaction Update	Yes	Yes	Yes	Yes

No.	Date	Agenda	Attendance			
			Yasmin Stamboel Wirjawan BRCC Chairman	Julianto Sidarto BRCC Member	Vivek Sood BRCC Member	Yofie BRCC Secretary
2.a	April 15, 2021	Ratification of Previous Minutes of Meeting				
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes
		Cyber Security & Data Privacy Update				
		Risk & Compliance Report				
2.b	April 19, 2021	Telecom Regulatory Update				
		Compliance Assurance & Regulations Reporting	Yes	Yes	Yes	Yes
2.c	April 21, 2021	Financial & Operational Result	Yes	Yes	Yes	Yes
3.a	July 15, 2021	Ratification of Previous Minutes of Meeting				
		Matters Arising from previous Meeting				
		Risk & Compliance Report	Yes	Yes	Yes	Yes
		Cyber Security & Data Privacy Update				
		Risk Analysis of Tech Partner				
3.b	July 22, 2021	Risk & Compliance Update - ABAC Compliance Project Update on HRT				
		Compliance Assurance & Regulations Reporting	Yes	Yes	Yes	Yes
		SORMIC Update				
		Telecom Regulatory Update				
3.c	July 27, 2021	Financial & Operational Result	Yes	Yes	Yes	Yes
4.a	October 22, 2021	Ratification of Previous Minutes of Meeting				
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes
		Cyber Security & Data Privacy Update				
		Risk & Compliance Report				
4.b	November 1, 2021	SORMIC Methodology & Status/Progress	Yes	Yes	Yes	Yes
		Telecom Regulatory Update				
4.c	October 28, 2021	Financial & Operational Result	Yes	Yes	Yes	Yes
4.d	December 3, 2021	Risk & Compliance Report - SORMIC Result	Yes	Yes	Yes	Yes
Total 2021 Attendance			14/14	14/14	14/14	14/14
2021 Attendance Percentage			100%	100%	100%	100%

COMMITTEE ACTIVITY REPORT 2021

In 2021, the has conducted various activities including reporting on these things according to their duties and responsibilities in the Terms of Reference:

Reviewing Main Risks

1. Top Risk and Emerging Risk in regards to pandemic Covid-19, Industry Consolidation, Linknet Acquisition, Spectrum extension, and shortage of chip supply. The BRCC conducted a thorough review on management assessment every quarter in regards to Top Risk and Emerging Risk. In this case, BRCC provides recommendations to the Company's management especially in regards to macroeconomic, operational, and financial implications in the future.
2. Risk potential in the Cybersecurity and data privacy aspects of the Company.
3. Review in regards to the latest regulations especially on risk potential that may arise in the Telecommunications and Broadcasting industry.

Reviewing/Monitoring Business Continuity Management

1. Annual data security review on the policy and procedure of Business Continuity Management (BCM)
2. Annual data security review on BCM Program Management
3. Annual data security review on Business Impact Analysis (BIA)
4. Review on the procedure of Business Continuity Plan (BCP) and results of conducting BCP drill.
5. Annual data security review on overall BCM performance evaluation

Review / monitoring on Anti Bribery and Anti-Corruption (ABAC) Program

1. Review on High risk areas and improvement action implementation to strengthen control in the high risk areas
2. Review on the policies and procedures of ABAC dand GDS
3. Review on GDS (Gift, Donation and Sponsorship) transactions

TRANSFORMATION ADVISORY COMMITTEE

The Transformation Advisory Committee ("TAC") was formed as a result of the decision of the Special Joint Meeting of the Board of Commissioners and Directors on July 28, 2021. TAC was formed as an ad-hoc committee to the Board of Commissioners to monitor the progress of transformation and provide advice. The BOC established TAC to last the same period as the Transformation Plan period or until it is resolved otherwise, with due observance of the Article of Association of the Company and internal corporate governance and business process as well as applicable law and regulations.

COMMITTEE MEMBERSHIP

1. TAC membership consists of members of the Board of Commissioners with a maximum of 5 members which are a combination between Independent Commissioner(s) and other members.

2. The Board of Commissioners shall have the right to appoint one or more members to increase the numbers of members of the Committee or to replace members of the Committee for any reason deemed appropriate.
3. TAC members are not eligible to receive another fee or allowance from the Company. Every cost related to performance of their duties can be reimbursed to the Company.
4. TAC shall have the right to invite special/permanent invitee in TAC meetings or discussion to support TAC's duties and responsibilities.

As of December 31, 2021, TAC consists of one Chair and four members, with the Committee composition as follows:



Dato' Mohd Izzaddin Idris
Chair
59 years old, Malaysian

Basis of Appointment

Resolution of the Special Joint Meeting of the Board of Commissioners and Directors on 28 July 2021.

Period of Appointment

July 28, 2021 until the Committee is disbanded, unless determined otherwise.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 69.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

In 2021, Mr. Idris participated in various training to support his role as Chair of the Transformation Advisory Committee. Below is a list of all the trainings he participated in:

Training/Workshop	Venue	Date of Implementation
CGS-CIMB Annual Malaysia Virtual Corporate Day	Virtual	January 6, 2021
Virtual Supplier Forum 2021 1. The Axiata Enterprise Innovation Factory Enabled by Tony Kalcina, CIO APAC TechMahindra. 2. Virtual Supplier Forum 2021 Unleash Power of Digitalisation, Bring New Value to Axiata by Bruce Hsiao, Huawei. 3. Axiata 5.0 Transformation Realized: Leveraging Innovation to Unlock Shareholder Value by Tom Loozen, Bharat Bhargava, E&Y	Virtual	January 21, 2021
Anti-Bribery & Anti-Corruption Awareness	Virtual	February 2, 2021
Majlis Pelancaran MyDIGITAL Blueprint Ekonomi Digital Malaysia by YAM PM	Virtual	February 19, 2021
Telco Report presentation by Arthur D Little	Virtual	April 23, 2021
SLT meeting – Trends in Southeast Asia's Digital Sectors by RedSeer	Virtual	May 18, 2021
Infrastructure Funding presentation by Arthur D Little	Virtual	June 9, 2021
Majlis Pelancaran Dasar 4IR Negara oleh YB Dato' Sri Mustapa Mohamed, Menteri di Jabatan Perdana Menteri (Ekonomi) dan Khairy Jamaludin, Menteri Sains, Teknologi dan Inovasi (MOSTI)	Virtual	July 1, 2021
Insights on US Geopolitics & Economy (Presentation by James Quigley of BoFA)	Virtual	July 8, 2021
Axiata/Google Cloud Leadership Forum	Virtual	July 8, 2021
Rising Above COVID-19: Reimagining Work in Malaysia and Beyond (PNB)	Virtual	July 14, 2021
Axiata Risk & Compliance Conference 2021 organized by Group Risk & Compliance	Virtual	July 16, 2021
Indonesia Economy Outlook presented by Mandiri Sekuritas	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers organized by Ericsson	Virtual	August 24, 2021
5G course for executives: 5G business opportunities organized by Ericsson	Virtual	September 16, 2021
Khazanah Megatrends Forum	Virtual	October 4-5, 2021
Pre-Retreat (1st session) – Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech/Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Vivek Sood

Member

57 years old, Indian

Basis of Appointment

Resolution of the Special Joint Meeting of the Board of Commissioners and Directors on July 28, 2021.

Term of Appointment

July 28, 2021 until the Committee is disbanded, unless determined otherwise.

Concurrent Positions

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 72.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Mr. Sood participated in 15 (fifteen) training sessions in support of his duties and responsibilities as a member of the Transformation Advisory Committee.

The training sessions he participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Axiata Supplier Forum 2021	Virtual	January 21, 2021
Harvard: ASL Shaping the Organisation through Change and Innovation Case Discussion	Virtual	February 22, 2021
Harvard: ASL Shaping the World through Change and Innovation Executive Panel Discussion + Thought Leader Conversation	Virtual	February 25, 2021
IVCA Conclave 2021	Virtual	March 17 - 19, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Virtual	May 31, 2021
Bloomberg Deals Summit	Virtual	June 8, 2021
Axiata Risk & Compliance Conference 2021	Virtual	July 16, 2021
[XL Board's Development Program] Indonesian Economy Outlook	Virtual	July 28, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Khazanah Megatrends Forum (KMF) 2021	Virtual	October 4, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) - Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Dr. Hans Wijayasuriya
Member
53 years old, British

Basis of Appointment

Resolution of the Special Joint Meeting of the Board of Commissioners and Directors on July 28, 2021.

Terms of Appointment

From 28 July 2018 until the Committee is disbanded, unless determined otherwise.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 71.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 71.

Concurrent Position

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 71.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Mr. Wijayasuriya participated in 5 (five) training sessions in support of his duties and responsibilities as a member of the Transformation Advisory Committee.

The training sessions are as follows:

Training/Workshop	Venue	Date of Implementation
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Virtual	June 21, 2021
5G course for executives: 5G overview and key technology drivers	Virtual	August 24, 2021
5G course for executives: 5G business opportunities	Virtual	September 16, 2021
Khazanah Megatrends	Virtual	October 4, 2021
Leadership Power Hour	Virtual	December 7, 2021



Yasmin Stamboel Wirjawan

Member

53 years old, Indonesian

Basis of Appointment

Resolution of the Special Joint Meeting of the Board of Commissioners and Directors on July 28, 2021.

Terms of Appointment

From 28 July 2018 until the Committee is disbanded, unless determined otherwise.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Concurrent Position

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 75.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Ms. Wirjawan participated in 10 (ten) training sessions in support of his duties and responsibilities as a member of the Transformation Advisory Committee.

The trainings she participated in 2021 are as follows:

Training/Workshop	Venue	Date of Implementation
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk	Virtual	June 4, 2021
Axiata Risk and Compliance Conference 2021 - Embracing Shifting Trends	Virtual	July 16, 2021
Board Development Program – Indonesian Economy Outlook	Virtual	July 28, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Virtual	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Virtual	September 16, 2021
Enterprise Risk Governance Certification	Enterprise Risk Management Academy	September 8, 2021
Pre-Retreat (1 st session) – Sector Outlook and TSR Expectation Presented by Navin Killa, Managing Director, USB	Virtual	October 6, 2021
Axiata Pre-Retreat (2 nd session) – Building an ICT Business Presented by Jose Cerdan, CEO TEF Tech/ Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3 rd session) – Economist: Macro & Market – Speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4 th session) – Value Creation, Presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021



Julianto Sidarto
Member
60 years old, Indonesian

Basis of Appointment

Resolution of the Special Joint Meeting of the Board of Commissioners and Directors on July 28, 2021.

Terms of Appointment

From 28 July 2018 until the Committee is disbanded, unless determined otherwise.

Educational Background

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Professional Experience

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Concurrent Position

Refer to Chapter 3 of this Integrated Annual Report under Profiles of the Board of Commissioners on page 74.

Statement of Independence

According to the Terms of Reference, All or majority of the Committee shall act independently in carrying out its duties and responsibilities.

Trainings in 2021

Throughout 2021 Mr. Sidarto participated in 7 (seven) training sessions in support of his duties and responsibilities as a member of the Transformation Advisory Committee.

The trainings he participated in 2021 are as follows:

Pelatihan/Workshop	Tempat	Tanggal di Selenggarakan
Workshop for Independent Commissioner, NRC & BAC PT XL Axiata Tbk.	Microsoft Teams	4 Juni 2021
Board Development Program - Indonesian Economy Outlook	Virtual	28 Juli 2021
5G course for executives: 5G overview and key technology drivers	Microsoft Teams	24 Agustus 2021
5G course for executives: 5G business opportunities	Microsoft Teams	16 September 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	6 Oktober 2021
Axiata Pre-Retreat (2nd session) - Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	18 Oktober 2021
Axiata Pre-Retreat (3rd session) - Economist: Macro & Market - speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	22 Oktober 2021

COMMITTEE CHARTER

The Committee Charter is called the TAC Terms of Reference, and it was approved in the Special Joint Meeting of the Board of Commissioners and Board of Directors on July 28, 2021.

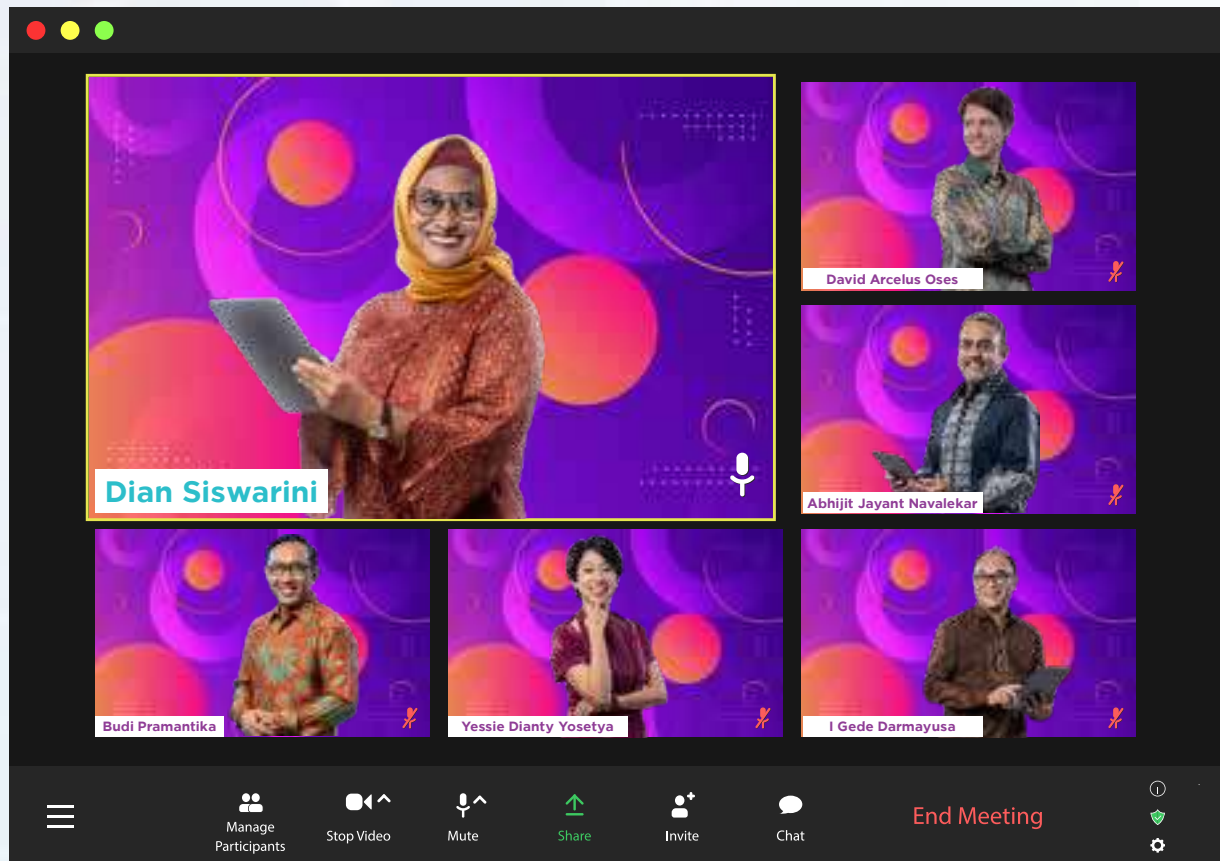
DUTIES AND RESPONSIBILITIES

1. To provide advice to the Board of Directors on the implementation and execution of the Transformation Plan.
2. To assess the result of the implementation and execution of the Transformation Plan regularly and report to the Board of Commissioners on the progress of the Transformation Plan implementation on a regular basis.
3. To propose corrective action on the implementation and execution of the Transformation Plan to the Board of Commissioners when required.
4. To support the Board of Directors in the implementation and execution of the Transformation Plan.
5. TAC shall establish a joint meeting with the Transformation Office/respective Board of Directors member at minimum one (1) meeting every month or at any time deemed necessary to discuss the progress of Transformation execution.

COMMITTEE MEETINGS

Date	Agenda	Attendance List				
		DII	VS	DHW	YSW	JS
August 24, 2021	Transformation Update	V	V	V	V	V
October 29, 2021	Transformation Update	V	V	V	V	-
November 29, 2021	Transformation Update	V	V	V	V	V
Attendance Rate		100%	100%	100%	100%	66,67%

BOARD OF DIRECTORS



The Board of Directors is an organ of the Company collectively responsible for the management of the Company according to its purpose and objectives, and who represents the Company both inside and outside of the court as stipulated in the Articles of Association.

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.

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

President Director & CEO:

Responsible for coordinating all of the Company's operational activities, including overseeing overall management, as well as compliance with prevailing legislations and regulations. The CEO is also responsible for supervising the Corporate Office Directorate, Enterprise Business Directorate, and Human Capital Groups.

Director & CFO:

Responsible in supervising the Finance Department including managing and controlling the Company's business plan and its execution in relation to budgeting, treasury, procurement and logistics, accounting activity, which includes the preparation of financial statements, taxes, and financial management, as well as to control the activity of the Company's investor relations, lease management and facilities.

Director & CSTIO:

Responsible for the Transformation Office, IT, in enterprise planning and architecture, data management, IT security, and business process management.

Director & CCO - Consumer:

Responsible for supervising the Commercial Department in which includes commercial strategy and development of marketing, sales, analytics, and customer service-related plans and activities to drive business growth. The CCO is also responsible for making sure that all functions of the Company are aligned to meet its strategic commercial objectives.

Director & CCO - Home & Enterprise:

Responsible for coming up with the Company's corporate strategy, building strategic partnership, developing the home business and strategic projects, as well as developing enterprise and SMEs line of business.

Director & CTO:

Responsible for supervising the Technology Department in which includes acquiring new technology and defining strategy adoption, allocating and managing capex for company initiatives, planning and optimizing radio and transport, building capacity and resiliency of core network & IT infrastructure, as well as managing programs through Program Management Office.

BOARD CHARTER AND MANUAL

The Company has a Work Guideline and Code of Ethics for the Board of Director as stated in the Board Manual. The Board Manual serves as a guideline for members of the Board to maintain professional and productive work relationships, and to foster efficiency in carrying out their duties.

The Board Manual includes the following:

1. Criteria and composition.
2. Duties and responsibilities.
3. Code of Ethics that includes arrangements for conflicts of interest, confidentiality of Company documents and compliance with prevailing regulations.
4. Procedures for procuring meetings include the quorum of the meeting and the right to vote.
5. Remuneration.
6. Distribution of authority.

REQUIREMENTS AND APPOINTMENT POLICY FOR THE BOARD OF DIRECTORS

The appointment of the Company's Board of Directors is regulated in the Senior Executive Nomination Policy. The candidates of 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 then review the nomination proposal during the Nominating and Remuneration Committee Meeting to ensure the candidates fulfil the requirements, qualifications as well as having the right background, prior to submission to the GMS to be approved.

The requirements as well as qualifications of the Board of Directors members refer to POJK No. 33/POJK.04/2014 and as required by the Company, which includes a diversity of skills as well as the total composition of the Board.

POLICY ON BOARD OF DIRECTORS RESIGNATION

The resignation policy of the Board of Directors is regulated in the Company's Articles of Association and the Board Manual where respective members of the Board must submit their resignation through formal written notification to the Company. The formal resignation letter shall be addressed to the NRC. He/she shall also submit a copy of the resignation letter to the Board of Directors and Corporate Secretary. Furthermore, the Company will then hold a GMS to decide on the resignation.

Aside from the abovementioned voluntary resignation, the terms of office of Board members 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 authorised 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 insolvent by the court.
6. No longer qualified by the prevailing legislation and regulations.

The Board of Commissioners also has the authority to suspend a member of the Board of Directors. The suspended member may not be able to perform his/her obligation to the Company until the end of suspension period, or when revoked by the GMS. Any suspension of the Board of Directors has to be based on Resolutions of the Board of Commissioners, and notified to said member through a written formal letter. The Board of Commissioners shall then convene a GMS to either revoke or affirm the suspension.

BOARD OF DIRECTORS MEETING POLICY

In general, meeting policy for the Board consists of the following:

1. Scheduling the meeting is determined by the Corporate Secretary.
2. Board Meeting is chaired by the President
3. Director. In the event that the President Director is not present, each Director appointed by a member of the present members of the Board may Chairman the meeting.
4. In the event that a Director cannot be present at the Board meeting, he/she may authorize another Director as proxy. A Director can only be a proxy for one (1) other Director.
5. A Board meeting decision is only valid if at least half of the Board members or their proxies are present in the meeting.
6. Minutes of meeting must be prepared
7. As documentation of decisions made at the meeting. The minutes must be prepared by an executive (a Director or other executive, i.e. Corporate Secretary) who is present at the meeting and appointed by the Chairman. The Minutes must also be signed by all Directors present at the meeting to ensure its accuracy.
8. The Board may make decisions without calling a Meeting, however the decision must be approved and signed in one or more documents through facsimile, email or other methods of written communications.

BOARD OF DIRECTORS MEETINGS IN 2021

In 2021, the Board of Directors has convened 62 (sixty-two) times in meetings to discuss the following:

1. Discussion on Technology
2. 2021 Company Monthly Performance Review
3. Strategic Discussions
4. Discussion on Human Capital
5. Discussion on Network
6. Board Discussions
7. Discussion on Commercial
8. Business plan 2021 Discussion
9. Discussion on Finance
10. Discussion on Anti Corruption and Bribery
11. Discussion on Data Privacy

BOD MEETING 2021

No	Dated	No. Meeting	Type	Agenda	DS	YDY	AN	DAO	BP	IGD
1	7 Jan 2021	No.01/21	R	Strategic Discussion Discussion on Technology Internal Policy Discussion	Yes	Yes	Yes	Yes	Yes	Yes
2	12 Jan 2021	No.02/21	R	Strategic Discussion 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
3	19 Jan 2021	No.03/21	R	Strategic Discussion Scorecard 2020 Result Discussion on Technology Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
4	26 Jan 2021	No.04/21	R	Strategic Discussion Discussion on Network Regulatory Discussion Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
5	2 Feb 2021	No.05/21	R	Discussion on Technology Discussion on Commercial Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
6	5 Feb 2021	No.01.S/21	S	Discussion on Human Resources Development	Yes	Yes	Yes	Yes	Yes	Yes
7	9 Feb 2021	No.06/21	R	HR Discussion 2021 Company Monthly Performance Review Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
8	16 Feb 2021	No.07/21	R	Discussion on Technology Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
9	23 Feb 2021	No.08/21	R	Strategic Discussion	Yes	Yes	Yes	No	Yes	Yes

No	Dated	No. Meeting	Type	Agenda	DS	YDY	AN	DAO	BP	IGD
10	25 Feb 2021	No.02.S/21	S	Policy Discussion	Yes	Yes	Yes	Yes	Yes	Yes
11	2 Mar 2021	No.09/21	R	Strategic Discussion Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
12	9 Mar 2021	No.10/21	R	2021 Company Monthly Performance Review Discussion on Technology Strategic Discussion	Yes	Yes	Yes	Yes	Yes	Yes
13	16 Mar 2021	No.11/21	R	Discussion on Network Profit Allocation Discussion	Yes	Yes	Yes	Yes	Yes	Yes
14	24 Mar 2021	No.12/21	R	Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
15	30 Mar 2021	No.13/21	R	Strategic Discussion Discussion on Network Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
16	6 Apr 2021	No.14/21	R	Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
17	9 Apr 2021	No. 3.S/21	S	Board Discussion	Yes	Yes	Yes	Yes	Yes	Yes
18	13 Apr 2021	No. 15/21	R	Strategic Discussion 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
19	20 Apr 2021	No. 16/21	R	Discussion on Network Strategic Discussion	Yes	Yes	Yes	Yes	Yes	Yes
20	27 Apr 2021	No. 17/21	R	Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
21	4 May 2021	No. 18/21	R	Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
22	11 May 2021	No. 19/21	R	2021 Company Monthly Performance Review Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
23	May 18, 2021	No. 20/21	R	Discussion on Commercial	Yes	Yes	Yes	Yes	Yes	Yes
24	May 21, 2021	No. 04.S/21	S	Business Plan 2021 Discussion	Yes	Yes	Yes	Yes	Yes	Yes
25	25 May 2021	No. 21/21	R	Strategic Discussion Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
26	4 June 2021	No. 05.S/21	S	Discussion on Network Financial Discussion	Yes	Yes	Yes	Yes	Yes	Yes
27	08 June 2021	No. 22/21	R	Strategic Discussion Discussion on Technology Regulatory Discussion	Yes	Yes	Yes	Yes	Yes	Yes
28	15 June 2021	No. 23/21	R	Strategic Discussion 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
29	22 June 2021	No. 24/21	R	Discussion on Network Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
30	23 June 2021	No. 06.S/21	S	Board Discussion	Yes	Yes	Yes	Yes	Yes	Yes
31	29 June 2021	No. 25/21	R	Discussion on Commercial Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
32	02 July 2021	No. 07.S/21	S	Strategic Discussion Financial Discussion	Yes	Yes	Yes	Yes	Yes	Yes
33	06 July 2021	No. 26/21	R	Strategic Discussion Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
34	13 July 2021	No. 27/21	R	Discussion on Commercial Discussion on Network 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
35	21 July 2021	No.28/21	R	Discussion on Commercial Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
36	25 July 2021	No. 08.S/21	S	Discussion on Commercial Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
37	27 July 2021	No. 29/21	R	Discussion on Network Discussion on Technology Discussion on Commercial	Yes	No	Yes	Yes	Yes	Yes
38	27 July 2021	No. 09.S/21	S	Discussion on Network	Yes	No	Yes	Yes	Yes	Yes
39	31 July 2021	No. 10.S/21	S	Discussion on Commercial	Yes	Yes	Yes	Yes	Yes	Yes
40	03 August 2021	No. 30/21	R	Discussion on Network Discussion on Vaccine Program	Yes	Yes	Yes	Yes	Yes	Yes
41	10 August 2021	No. 31/21	R	2021 Company Monthly Performance Review Transformation Discussion Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes

No	Dated	No. Meeting	Type	Agenda	DS	YDY	AN	DAO	BP	IGD
42	18 August 2021	No. 32/21	R	Strategic Discussion Discussion on Business Plan Discussion on Commercial	Yes	Yes	Yes	Yes	Yes	Yes
43	24 August 2021	No. 33/21	R	Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
44	02 Sep 2021	No. 34/21	R	Discussion on Technology Strategic Discussion	Yes	Yes	Yes	Yes	Yes	Yes
45	07 Sep 2021	No. 35/21	R	Discussion on Business Plan Discussion on Commercial	Yes	Yes	Yes	Yes	Yes	Yes
46	14 Sep 2021	No. 36/21	R	Discussion on Network Discussion on Business Plan 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
47	17 Sep 2021	No. 11.S/21	S	Discussion on Commercial Discussion on Business Plan	Yes	Yes	Yes	Yes	Yes	Yes
48	22 Sep 2021	No. 37/21	R	Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
49	28 Sep 2021	No. 38/21	R	Strategic Discussion Discussion on Network	Yes	Yes	Yes	Yes	Yes	Yes
50	05 October 2021	No. 39/21	R	Discussion on Technology Discussion on Commercial Discussion on Business Plan	Yes	Yes	Yes	Yes	Yes	Yes
51	19 October 2021	No. 40/21	R	Strategic Discussion Discussion on Network 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
52	21 October 2021	No. 12.S/21	S	Discussion on Technology Discussion on Network	Yes	No	Yes	Yes	Yes	Yes
53	22 October 2021	No. 41/21	R	Discussion on Technology	Yes	Yes	Yes	Yes	Yes	Yes
54	02 November 2021	No. 42/21	R	Discussion on Network Strategic Discussion Discussion on Business Plan	Yes	Yes	No	Yes	Yes	Yes
55	09 November 2021	No. 43/21	R	Discussion on Network 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
56	16 November 2021	No. 44/21	R	Discussion on ABAC	Yes	Yes	Yes	Yes	Yes	Yes
57	23 November 2021	No. 45/21	R	Discussion on Network HR Discussion	Yes	Yes	Yes	Yes	Yes	Yes
58	30 November 2021	No. 46/21	R	Discussion on Network Strategic Discussion	Yes	Yes	Yes	Yes	Yes	Yes
59	07 December 2021	No. 47/21	R	Discussion on Network Discussion on Commercial Discussion on Business Plan	Yes	Yes	Yes	Yes	Yes	Yes
60	14 December 2021	No. 48/21	R	Discussion on Commercial 2021 Company Monthly Performance Review	Yes	Yes	Yes	Yes	Yes	Yes
61	21 December 2021	No. 49/21	R	Discussion on Commercial Discussion on Network	Yes	Yes	Yes	No	Yes	Yes
62	24 December 2021	No. 14.S/21	S	Strategic Discussion	Yes	No	Yes	Yes	Yes	No
Total 2021 Attendance					62/62	58/62	61/62	60/62	62/62	61/62
2021 Attendance Percentage					100%	94%	98%	97%	100%	98%

Circular Resolution Board of Directors 2021

No	Circular Resolution	Date
1	BOD Segregation of Duties	18 January 2021
2	Restatement Approval for Severance Package Payment/	29 April 2021
3	Approval for Revised LOA Finance	17 December 2021
TOTAL	3	

TRAININGS OF THE BOARD OF DIRECTORS

In 2021, the Board of Directors participated in 18 executive trainings with various topics in relations to the Company's business activities, as detailed in the following:

Course Name	Participant Name	Job Title
Executive Influential Communication	Budi Pramantika	Director & Chief Finance Officer
Executive Influential Communication	I Gede Darmayusa	Director & Chief Technology Officer
Finance for Non-Financial Managers	I Gede Darmayusa	Director & Chief Technology Officer
Digital transformation day	Abhijit Jayant Navalekar	Director & Chief Commercial Officer - Home and Enterprise
Digital transformation day	David Arcelus Oses	Director & Chief Commercial Officer - Consumer
Growth Mindset	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
Questions with Andrew Spencer	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
Anti-Bribery & Anti-Corruption Awareness Training	Dian Siswarini	President Director & CEO
5G course for executives: 5G overview and key technology drivers	Dian Siswarini	President Director & CEO
5G course for executives: 5G overview and key technology drivers	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
5G course for executives: 5G overview and key technology drivers	David Arcelus Oses	Director & Chief Commercial Officer - Consumer
5G course for executives: 5G overview and key technology drivers	Abhijit Jayant Navalekar	Director & Chief Commercial Officer - Home and Enterprise
5G course for executives: 5G overview and key technology drivers	I Gede Darmayusa	Director & Chief Technology Officer
5G course for executives: 5G overview and key technology drivers	Budi Pramantika	Director & Chief Finance Officer
5G course for executives: 5G business opportunities	Dian Siswarini	President Director & CEO
5G course for executives: 5G business opportunities	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
5G course for executives: 5G business opportunities	David Arcelus Oses	Director & Chief Commercial Officer - Consumer
5G course for executives: 5G business opportunities	Abhijit Jayant Navalekar	Director & Chief Commercial Officer - Home and Enterprise
5G course for executives: 5G business opportunities	I Gede Darmayusa	Director & Chief Technology Officer
5G course for executives: 5G business opportunities	Budi Pramantika	Director & Chief Finance Officer
Anti-Bribery & Anti-Corruption Awareness Training	I Gede Darmayusa	Director & Chief Technology Officer
Anti-Bribery & Anti-Corruption Awareness Training	Budi Pramantika	Director & Chief Finance Officer
Anti-Bribery & Anti-Corruption Awareness Training	David Arcelus Oses	Director & Chief Commercial Officer - Consumer
Anti-Bribery & Anti-Corruption Awareness Training	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
Data Privacy	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
Leadership power hour	Dian Siswarini	President Director & CEO
Privacy & Security Refresher E-Learning	Dian Siswarini	President Director & CEO
Anti-Bribery & Anti-Corruption Awareness Training	Dian Siswarini	President Director & CEO
Code of Conduct SCORM	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer

Course Name	Participant Name	Job Title
Code of Conduct SCORM	Dian Siswarini	President Director & CEO
Enterprise Risk Management 2021 Training	Dian Siswarini	President Director & CEO
Enterprise Risk Management 2021 Training	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer
ATL ASL Harvard Leadership Program, August 2021	Yessie Dianty Yosetya	Director & Chief Strategic Transformation & IT Officer

Dian Siswarini

Training/Workshop	Venue	Date of Implementation
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 1 with Prof. Karim	Harvard Leadership Program	May 31, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 2 with Prof. Karim	Harvard Leadership Program	June 1, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 3 with Prof. Karim	Harvard Leadership Program	June 21, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 4 with Prof. Karim	Harvard Leadership Program	June 22, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (3 rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazan Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4 th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Yessie Dianty Yosetya

Training/Workshop	Venue	Date of Implementation
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 1 with Prof. Karim	Virtual	May 31, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 2 with Prof. Karim	Virtual	June 1, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 3 with Prof. Karim	Virtual	June 21, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics – Session 4 with Prof. Karim	Virtual	June 22, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021

Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

I Gede Darmayusa

Training/Workshop	Venue	Date of Implementation
Harvard: ASL Countering Complexity through Collaboration Executive Panel Discussion + Thought Leader Conversation	Webex	February 10, 2021
Harvard: ASL Digital and Disruptive Technologies & Business Analytics	Webex	May 31, 2021
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

David Arcelus Oses

Training/Workshop	Venue	Date of Implementation
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Budi Pramantika

Training/Workshop	Venue	Date of Implementation
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
ATL ASL Harvard Leadership Program	Harvard Business Publishing Corporate Learning	September 2021
Pre-Retreat (1st session) - Sector Outlook and TSR Expectation presented by Navin Killa, Managing Director, UBS	Virtual	October 6, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021

Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

Abhijit Jayant Navalekar

Training/Workshop	Venue	Date of Implementation
Board Development Program - Indonesian Economy Outlook	Virtual	July 28, 2021
Axiata Pre-Retreat (2nd session) – Building an ICT Business presented by Jose Cerdan, CEO TEF Tech / Chief Business Solutions Officer	Virtual	October 13, 2021
Axiata Pre-Retreat (3rd session) – Economist: Macro & Market – speaker from Khazanah Nasional Berhad, Nick Khaw: Director & Head, Khazanah Research & Mohamed Ridzuan Mohamed, Director, Khazanah Research	Virtual	October 22, 2021
Axiata Pre-Retreat (4th session) – Value Creation, presented by Gopal Vittal, CEO, Bharti Airtel	Virtual	October 26, 2021

BOARD INDUCTION PROGRAM

The Company has an Induction Program for every newly appointed member of the Board of Commissioners and Board of Directors. The Induction Program is organized by the Corporate Secretary in the form of presentation on the Company's fundamental matters as follows:

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 Directors and/or the Board of Commissioners.
 - b. Policies related to governance.

POLICY ON THE PERFORMANCE ASSESSMENT OF THE BOARD OF DIRECTORS

By the Nominating and Remuneration Committee

Performance assessment of each member of the Board of Directors is carried out by the Nominating and Remuneration Committee based on the achievement of the Key Performance Indicator (KPI) with the Company's achievements and certain targets (if any).

In a collegial manner the performance of the Board is reported in the GMS. The GMS then provides full release and discharge (acquiesce et de charge) to the Board of Directors for the management of the company during Year.

Self-Assessment

In 2021, the Company conducted a self assessment of the Board of Directors which included Board Effectiveness, peer- to-peer assessment with fellow members of the Board and Cross Board Assessments with each member of the Board of Commissioners. The assessment includes understanding the roles, duties and responsibilities as well as evaluating the Company's GCG. The assessment results will be used as recommendations for the Company's GCG improvements and as one of the basic considerations of the respective Board member to be reappointed.

Assessor

The party carrying out the Assessment is PT Deloitte Konsultan Indonesia, Member of Deloitte Touche Tohmatsu Limited.

Assessment Method

The Assessment Method is carried out through a questionnaire by the Board of Directors that must be filled in by each member of the Board of Commissioners.

Rating result

The Board of Commissioners and Board of Directors of the Company as organs of the Company have carried out their duties and responsibilities in accordance with applicable regulations including the Articles of Association

PERFORMANCE ASSESSMENT FOR COMMITTEES UNDER THE BOARD OF DIRECTORS

The Board of Directors, in carrying out its duties, is assisted by Information Technology Committee, Risk Management and Business Continuity Committee, Ethics and Integrity Committee, Human Capital Committee, Gift, Donation and Sponsorship Committee.

The Board considers the Committee has carried out their duties properly and optimally in 2021. The criteria for this assessment is based on submitted periodic reports, inputs and recommendations on matters within the scope of duties and the implementation of the duties of the Committee, and as disclosed in this Integrated Annual Report.

SUCCESSION POLICY OF THE BOARD OF DIRECTORS

The Company's Director Succession Policy stipulates that candidates will get a series of self-development related to their work and personal development through training as well as a team working system to solve certain issues.

The Company's Nominating and Remuneration Committee has an important role in nominating the Director candidate. A Director can also appoint an internal employee as successor including internal employees included in the Company's Talent Pool. Candidates for the Director's succession will be reviewed periodically through an internal panel system and an independent third party assessment to assess their competence.

Appointment of a candidate Director will refer to the procedure and provisions stipulated in the Nomination Policy by taking into account the prevailing legislation and regulations on the appointment of a Director.

POLICY OF LOANS FOR MEMBERS OF THE BOARD OF COMMISSIONERS AND DIRECTORS

The Company's Remuneration Policy for Senior Executive forbids personal loan to members of the Board of Directors and the Board of commissioners.

Share Ownership and Transactions of Members of the Board of Commissioners and Directors

Based on the Policy on Share Ownership by the Board of Commissioners and Directors enacted by the Board of Directors on 16 August 2016, each member of the Board of Commissioners and Directors must periodically disclose the share ownership of the Company or other company by his/herself or his/her families through a Special Register of Shareholder which is distributed and kept by the Corporate Secretary Division.

In accordance with the Policy on Share Ownership by the Board of Commissioners and Directors, every sale and purchase of the Company's shares by each member of the Board of Commissioners and Directors must be notified to the Corporate Secretary to be further reported to the Financial Services Authority (OJK) as stipulated in the Regulation No.11/POJK.04/2017 Regarding Ownership Reports or Any Change in Public Company Share Ownership.

SHARE OWNERSHIP BY MEMBERS OF THE BOARD OF COMMISSIONERS AND DIRECTORS

As of December 31, 2021, share ownership of members of the Board of Commissioners and Directors is as disclosed in the Company Profile Chapter of this Integrated Annual Report on page 83.

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 plans and strategic roadmap particularly in the scope of information technology.

Duties and Responsibilities

The IT Committee is mandated to ensure the alignment of the information technology strategic plan with the Company’s business plan in accordance with the prevailing legislation and regulations.

The IT Committee shall ensure that every resolution and recommendation by the Committee will comply the following aspects:

1. Able to deliver future information technology and digitalisation in order to compete in the industry and gain profit for the Company.
2. Align with the Company’s strategic roadmap, especially on information technology investment.

In achieving these objectives, the Information Technology Committee has the following duties and responsibilities:

1. Discussing and evaluating strategic Roadmap on information technology to support the vision in creating the Company’s values, including to audit of selection of technology and trade-offs aligned with the overall Company strategy, Network and IT Master Plan, including and not limited to:
 - a. IT Architecture (Applications, Data, Infrastructure)
 - b. IT strategic plans
2. Discussing innovation projects from the information technology perspectives, presenting the potential of creation of value and relevant risks prior to the submission to the relevant Director for approval.
3. Discussing and reviewing future technology innovation and to report the assessment results on the potential impact of disruption to the network and/or IT Roadmap, as well as the overall strategy of the Company.
4. Compiling requests for solutions from business units/ stakeholders, and to ensure the alignment with the overall strategy of the Company.

Committee Charter

In performing its duties, the IT Committee has a Working Guidelines (Terms of Reference) that regulates, among others, the duties and authorities of the Committee as well as the policy of the Committee Meetings.

Statement of Independence

The IT Committee carries out professional and independent duties and responsibilities, without any interference from any parties and shall align with the prevailing laws and regulations.

Committee Members

The membership tenure of the IT Committee follows the tenure of the Board of Director unless resolved otherwise in the Board of Directors decision.

As of December 31, 2021, the membership of IT Committee is as follows:

1. Yessie Dianty Yosetya, Chairman
2. Dian Siswarini, Member
3. David Arcelus Oses, Member
4. Budi Pramantika, Member
5. Abhijit Jayant Navalekar, Member
6. I Gede Darmayusa, Member

Profiles of Committee members can be found in the Board of Directors Profile in the Company Profile chapter of Annual Report on page 76.

Trainings in 2021

In 2021, members of the Committee participated in various training sessions to support their duties. Details of the training sessions can be found in the Training of The Board of Directors on page 190.

Meeting Policy and Attendance

In 2021, the IT Committee held 9 (nine) meetings, with details as follows:

No	Date	Agenda	Dian Siswarini	Yessie Dianty Yosetya	David Arcelus Oses	I Gede Darmayusa	Budi Pramantika	Abhijit Jayant Navalekar
1	02 March 2021 16:10 – 17:15	1. Project Charters Ratification 2. AI and Hyper Automation 3. Double the Productivity 4. Trusted Service Provider	Yes	Yes	Yes	Yes	Yes	Yes
2	31 March 2021 09:00 – 10:32	1. Project Charters Re-Ratification 2. AI and Hyper Automation 3. Trusted Service Provider – NPS Update 4. 90% Sales through Owned Channel by 2025 5. Double the Productivity	Yes	Yes	Yes	No	Yes	Yes
3	22 Apr 2021 09:30 – 11:00	1. AI and Hyper Automation 2. 90% Sales through Owned Channel by 2025 3. Double the Productivity	Yes	Yes	No	No	Yes	Yes
4	10 June 2021 14:00 – 15:15	1. AI and Hyper Automation 2. Double the Productivity 3. 90% Sales via Own Channel	Yes	Yes	Yes	Yes	Yes	Yes

No	Date	Agenda	Dian Siswarini	Yessie Dianty Yosetya	David Arcelus Oses	I Gede Darmayusa	Budi Pramantika	Abhijit Jayant Navalekar
5	12 July 2021 15:00 – 16:06	1. Action Log 2. Real Time Analytics & Data Monetization 3. Double the Productivity 4. AI and Hyper Automation Update	Yes	Yes	Yes	Yes	Yes	Yes
6	13 Aug 2021 10:00 – 11:29	1. Action Log 2. DT-4.2 AI and Hyper Automation Update 3. DT-5.1 Strengthen Cyber Security Protection 4. DT-3.2 Capacity System Upgrade and Qvantel Update 5. DT-4.1 Double productivity and zero manual process	Yes	Yes	Yes	Yes	Yes	Yes
7	23 Sep 2021 11:00 – 12:10	1. Action Log 2. DT-2 Big Data analytics and Data Monetization 3. DT-4.1 Double productivity and zero manual process	Yes	Yes	Yes	Yes	Yes	Yes
8	27 Oct 2021 15:00 – 16:10	1. Action points update 2. DT4-2 Hyper automation 3. DT3-2 Capacity System Upgrade 4. DT5-1 Strengthen end to end cyber security protection	Yes	Yes	Yes	Yes	Yes	Yes
9	02 Dec 2021 10:00 – 11:00	1. Action points update 2. Robust MyXL Axisnet: synthetic monitoring, A/B testing 3. Enabling Real-Time Analytics 4. ChatBot Intelligence: Reborn Maya	No	Yes	Yes	Yes	Yes	No
Total Attendance			(8/9) 89%	(9/9) 100%	(8/9) 89%	(7/9) 78%	(9/9) 100%	(8/9) 89%

Committee Activity Report 2021

Throughout 2021, the IT Committee has implemented all of its duties and responsibilities. Specifically, the Committee has implemented the Transformation program in 2021, including but not limited to:

1. Becoming a trustworthy digital provider with data and privacy governance that complied to global standards.
2. Increase sales from digital channels, to be 90% by 2025.
3. Doubling the productivity with the implementation of artificial intelligence and digital automation.
4. Periodical supervision on the implementation of said program.

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, pursuant to the Decree of BOD Meeting No. 47/20 dated 24 November 2017.

Duties and Responsibilities

Since November 2020, the scope of work for the Committee has been extended to supervising the effectiveness of Risk Management, implementation of Continuity Management and Compliance, including but not limited to the Compliance of Anti-Bribery Anti-Corruption policy in the Company.

The Committee's duties are as follows :

1. Duties related with Risk Management and Compliance :
 - a. Duties and responsibilities include areas of Enterprise Risk Management (including Business Continuity and Crisis Management), and Telecommunication Regulatory Compliance, which includes but not limited to requirements imposed by capital markets authority, Central Bank (e.g., AMLA, etc.), Local Authorities (e.g., site permits, health, and safety).
 - b. To ensure the Company adopts sound and effective policies, procedures, and practices for all its Risk and Compliance functions as well as adequate testing to improve its resilience and preparedness for any eventualities.
 - c. To review and recommend the risk management and compliance methodologies, policies (including framework), and risk tolerance levels for the appropriate authority's approval in accordance with the Company's Limits of Authority.
 - d. To review and assess the adequacy of the governing policies, framework, and structure in place for managing risk and compliance as well as the extent to which these are operating effectively.
 - e. To ensure adequate infrastructure, resources, and systems are in place for effective risk and compliance management. These include ensuring that the staff responsible for implementing risk and compliance management systems perform their responsibilities independently of the risk-taking activities.
 - f. To ensure that all governance instruments are reviewed and updated continuously to reflect changes in the operating environment.
2. Duties related with Business Continuity Management :
 - a. To set strategic objectives and Business Sustainability Management Policy of the Company to ensure business continuity in extraordinary events or crises, including the third party that directly involves in the effectiveness of Business Continuity Management.
 - b. To support and promote Business Continuity Management culture into every process and business activity of the Company.
 - c. To review and approve the adequacy of the Business Continuity Management framework, methodology, and procedures.
 - d. To set, monitor, and evaluate the effectiveness of Business Continuity Management implementation within all Divisions to support the Company strategy.
3. Reporting:

To ensure that ad-hoc/periodical reports on risk management implementation and/or Business Continuity implementation and/ or Compliance implementation are submitted correctly and in timely manner in compliance with the prevailing rules or provisions to the Board Risk and Compliance Committee and/ or Board of Audit Committee and/or Board of Commissioners and/or Regulators.

Committee Charter

The Committee has a Working Charter (RBCC Terms of Reference) used as the basis of the Committee's work with latest adjustments that have been approved by Decree of BOD No. 47/20 dated 24 November 2020.

Statement of Independence

The Committee carries out its professional and duties and responsibilities independently, without any interference from any party and complies with prevailing legislations and regulations.

Committee Members

As of December 31, 2021, membership of the Committee consists of:

1. Abhijit Jayant Navalekar, Chair
2. Dian Siswarini, Member
3. Budi Pramantika, Member
4. Yessie Dianty Yosetya, Member
5. David Arcelus Oses, Member
6. I Gede Darmayusa, Member
7. Mochamad Hira Kurnia, Member
8. Marwan Oemar Baasir, Member
9. Yofie, Member

Profiles for Abhijit Jayant Navalekar, Dian Siswarini, Yessie Dianty Yosetya, David Arcelus Oses, Budi Pramantika, I Gede Darmayusa can be found in Chapter 3 of this Integrated Annual Report under Profiles of the Board of Directors on page 76, and Profile for Mochamad Hira Kurnia can be found in this chapter of the Annual Report under the Nominating and Remuneration Committee profiles on page 169.

Marwan Oemar Baasir

Member

52 years old, Indonesian

Basis of Appointment

Decree of BOD No. 47/20 dated 24 November 2020.

Concurrent Positions

Mr. Baasir holds no concurrent position in other Committees both in the Company or outside of the Company.

Educational Background

He has a Master of Law from Universitas Gadjah Mada, Bachelors' Degree in Electronic Engineering from Institut Sains dan Teknologi (ISTN).

Professional Experience**In the Company:**

1. Chief of Corporate Affairs (2020 – present)
2. Group Head of Regulatory & Government Relation (2014-2020)
3. Head of Regulatory & Government Relation (2012-2014)

PT Bakrie Telecom Tbk:

1. Executive Vice President External Relation & Business Development (2011-2012)
2. Vice President Business Development (2008 – 2011).

Trainings in 2021

In 2021, Mr. Baasir participated in various training in support of his role as member of Risk Management and Business Continuity Committee. Those trainings are:

Training/Workshop	Venue	Date of Implementation
Executive Influential Communication	Training Center XL AXIATA TOWER	February 8, 2021
5G Course for Executives: 5G Overview and Key Technology Drivers	Microsoft Teams	August 24, 2021
5G Course for Executives: 5G Business Opportunities	Microsoft Teams	September 16, 2021
Leadership power hour	Zoom Meeting	December 7, 2021

Yofie

Secretary

39 years old, Indonesian

Basis of Appointment

Decree of BOD No. 47/20 dated 24 November 2020.

Concurrent Positions

Mr. Yofie holds no concurrent position in other Committees both in the Company or outside of the Company.

Educational Background

He has an MBA from University of Technology, Sydney, and a Bachelor's Degree in Economics from Universitas Indonesia.

Professional Experience**In the Company:**

1. Strategic Project Leader (November 2016 – August 2018)
2. Group Head Risk and Compliance (July 2020 – present)
3. Head Strategic Project (September 2018 – June 2020)

PT Renoir Consulting Indonesia:

1. Management Consultant (October 2011 – October 2016)

Trainings in 2021:

In 2021, Mr. Yofie participated in various training in support of his role as member of Risk Management and Business Continuity Committee. Those trainings are:

Training/Workshop	Venue	Date of Implementation
Implementing Governance, Risk, and Compliance (with CGRCP Certification) by Center for Risk Management and Sustainability	Online	June 22-23, 2021
ISO 37001 Anti Bribery Management System (ABMS) Foundation by Professional Evaluation and Certification Board (PECB)	Online	August 19-20, 2021
GRC Summit 2021 – Agility amid a chaotic world by Center for Risk Management and Sustainability	Online	August 26, 2021
Protection of personal data and its urgency in maintaining privacy rights for companies operating in Indonesia by Center for Risk Management and Sustainability	Online	August 31, 2021
Corruption Risk Assessment Training by Trident Integrity Solutions Sdn Bhd	Online	September 13, 2021
ESG-Risk Management for Enterprise Workshop by the Business Council for Sustainable Development (BCSD) Malaysia	Online	September 30, 2021
Strengthening Business Relationships: Creating Strategic Alliances and Building Trust (Online) by Harvard Professional Development	Online	September 10 – October 1, 2021

Meeting Policy and Attendance

The Committee's Meeting Policy is regulated under the RBCC Terms of Reference, and meets at least once in four months. In 2021, the RBCC convened in 5 (five) meetings with all members attending 100% of the meetings. More detail on the RBCC meetings can be seen below:

No.	Date	Agenda	Attendance									
			Abhijit Jayant Navalekar Chairman	Dian Siswarini Member	Yessie Dianty Yosetya Member	David Arcelus Oses Member	Budi Pramantika Member	I Gede Darmayusa Member	Rudy Afandi* Previous Member	Mochamad Hira Kurnia** Member	Marwan O. Baasir*** Member	Yolie (R&C) Secretary
1	13 January 2021	Ratification from previous RBCC MOM										
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Not yet serves as RBCC Member	Yes	Yes
		Agenda Alignment										
		Risk Management & Compliance Update										
2	07 April 2021	Ratification from previous RBCC MOM								No longer serves as RBCC Member	Yes	Yes
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes	Yes	Yes				
		Risk Management & Compliance Update										
3	07 July 2021	Ratification from previous RBCC MOM								No longer serves as RBCC Member	Yes	Yes
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes	Yes	Yes				
		Risk Management & Compliance Update										

No.	Date	Agenda	Attendance									
			Abhijit Jayant Navalekar Chairman	Dian Siswarini Member	Yessie Dianty Yosetya Member	David Arcelus Oses Member	Budi Pramantika Member	I Gede Darmayusa Member	Rudy Afandi* Previous Member	Mochamad Hira Kurnia** Member	Marwan O. Baasir*** Member	Yofie (R&C) Secretary
4.a	0 October 6, 2021	Ratification from previous RBCC MOM										
		Matters Arising from previous Meeting	Yes	Yes	Yes	Yes	Yes	Yes	No longer serves as RBCC Member	Yes	Yes	Yes
		Risk Management & Compliance Update										
4.b	26 November 2021	2021 SORMIC Result	Yes	Yes	Yes	Yes	Yes	Yes	No longer serves as RBCC Member	Yes	Yes	Yes
Total Attendance during 2021			5/5	5/5	5/5	5/5	5/5	5/5	1/1	4/4	5/5	5/5
Percentage of attendance during 2021			100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

* resigned from the position of Chief Human Capital Officer effectively 1 March 2021.

** joined as Chief Human Capital Officer since 1 March 2021

*** Joined as Chief Corporate Affairs since 1 November 2020

Committee Activity Report 2021

Forming a Risk Management and Business Continuity Committee has the purpose to oversee the implementation of the Company's risk management, business continuity, as well as compliance.

This Committee is aided by the Risk Management & Compliance division in consolidating and escalating against identified risks by business owners, including strategic risk, operational risk, financial risk, and compliance risk.

Consolidated risks will be discussed in the RBCC meeting to validate the Company's key risks and oversee its mitigations in a quarterly manner.

This committee also oversees the implementation of activities relating to business continuity that has been planned, as well as evaluating various initiatives in order to improve the compliance level of the Company, especially in regards to Anti-Corruption and Bribery practices.

HUMAN CAPITAL COMMITTEE

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

Duties and Responsibilities

HC Committee is responsible for the following matters:

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 analysed 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 HR 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.

Committee Charter

HC Committee has a Working Charter (HC Committee Terms of Reference) used as the basis of the Committee’s work with latest adjustment signed on 28 June 2019.

Statement of Independence

HC Committee carries out its professional and duties and responsibilities independently, without any interference from any parties and complying with the prevailing legislations and regulations.

Committee Members

The membership tenure of HC Committee follows the tenure of the Board of Directors unless determined otherwise by the decision of the Board. The basis of appointment is the Decree of BOD No.20/19 dated 18 June 2019.

As of December 31, 2021, the membership of HC Committee is as follows:

1. Mochamad Hira Kurnia, Committee Chairman
2. Dian Siswarini, Member
3. Budi Pramantika, Member
4. Yessie Dianty Yosetya, Member
5. David Arcelus Oses, Member
6. Abhijit Jayant Navalekar, Member
7. I Gede Darmayusa, Member

Profiles of Committee members can be found in the Profile of the Board of Directors in Chapter 3 of this Annual Report on page 76. Profile for Mochamad Hira Kurnia can be found in this chapter of the Annual Report under the Nominating and Remuneration Committee profiles on page 169.

Trainings in 2021:

In 2021, members of the Committee participated in various training sessions to support their duties. Details of the training sessions can be found in the Training of The Board of Directors on page 190.

Meeting Policy and Attendance

The Committee's Meeting Policy is regulated under the HC Committee Terms of Reference, and meets at least once a month.

As of December 31, 2021, the Committee has held 7 (seven) meetings with details as follows:

Date	Agenda	Attendance (%)
February 16, 2021	<ul style="list-style-type: none"> Performance Review Cycle 2 2020 	100%
March 18, 2021	<ul style="list-style-type: none"> OM & Omnibus Law Retention Vision Talent HC Policy 	100%
April 29, 2021	<ul style="list-style-type: none"> Omnibus Law Vision & Culture Organization Update 	100%
July 30, 2021	<ul style="list-style-type: none"> Performance Update Retention Organization Update Organization Capability Insource/Outsource 	100%
September 6, 2021	<ul style="list-style-type: none"> Performance Review Cycle 1 2021 	100%
October 22, 2021	<ul style="list-style-type: none"> Employee Branding Hybrid Working Organization Capability Insource/Outsource 	100%
December 13, 2021	<ul style="list-style-type: none"> Hybrid NWOW MSA Organization MPP & Convergence Talent 	100%
Total Attendance		100%

Committee Activity Report 2021

In 2021, the Committee mostly focused on the impact of the ratification of Omnibus Law, preparation of the Company's vision and mission for the years 2021 - 2023, MPP initiatives, organisational transformation, and adjustment to hybrid working, as well as implementation of Performance Management System.

The discussions consisted of updating of organisational structure in a few divisions, presenting the impact of Omnibus Law for the Company, the new Company vision and mission, as well as decision making on hybrid working that was to be implemented by the Company.

Other discussions focused on organisational transformation to a convergence organisation and efforts in optimising processes in the company, as well as reviewing organisational capabilities in regards to the positions that can be absorbed as insource or outsource.

GIFT, DONATION AND SPONSORSHIP COMMITTEE



The Gift, Donation and Sponsorship Committee (“GDSC”) of the Company was established through the Decree of BOD No. 33/20 dated 18 August 2020, and reports to the Board of Directors.

The GDS Committee was established as a management committee to approve GDS Transactions in accordance with the approved Limits of Authority (“LOA”). The GDSC also deliberates and updates matters pertaining to the giving and receiving of gifts, entertainment, corporate hospitality, donations, sponsorships and Corporate Social Responsibility (“CSR”) activities (collectively known as GDS) to the Board of Directors and the BRCC of the Company.

Duties and Responsibilities

1. Review, deliberate, challenge and approve GDS transactions in accordance with GDS policy and LOA to maintain a high level of integrity.
2. Provide quarterly reporting of the types, status and alerts, if any of the GDS transactions to the Board of Directors and BRCC for notation.
3. GDSC of the Company provides quarterly reporting of the status and relevant information or risk exposure of the GDS transactions to the BRCC or notation and monitoring.

4. The Company practices a “No Gift” Policy where gifts provided or received must be treated as an exception, and approved in accordance with the LOA.

Committee Charter

The GDSC has a Charter in the form of Terms of Reference as working guideline and basis effectively since the Approval of the Board of Directors No.51/20 dated 22 December 2020.

Committee Members

As of December 31, 2021, the Company’s GDSC consists of a Committee Chair and three Committee members as follows:

1. Budi Pramantika, Committee Chairman
2. David Arcelus Oses, Member
3. Mochamad Hira Kurnia, Member
4. Marwan Oemar Baasir, Member
5. Yofie, Member

Profiles of the Committee members can be found in the Profile of the Board of Directors in the Company Profile chapter of this Annual Report on page 76 - 81.

Trainings in 2021:

In 2021, members of the Committee participated in various training sessions to support their duties. Details of the training sessions can be found in the Training of The Board of Directors on page 190.

Meeting Policy and Attendance

The Committee's Meeting Policy is regulated under the Charter, and meets quarterly or as needed, as well as providing quarterly reports to the Board.

In 2021, the GDS Committee held 14 meetings, attended by 100% of its members. The details of the meetings are as follows:

No.	Date	Agenda	Attendance				
			Budi Pramantika Chairman	Mochamad Hira Kurnia Core Member	Yofie* Core Member	David Arcelus Oses Non-Core Member	Marwan O. Baasir Non-Core Member
1.a	18 January 2021	Ratification of Previous Minutes of Meeting					
		Update on GDS TOR & LOA	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
1.b	1 February 2021	Ratification of Previous Minutes of Meeting					
		Update on GDS TOR & LOA	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
2.a	22 February 2021	Ratification of Previous Minutes of Meeting					
		Matters of Arising from Previous Meeting					
		Update on VITAL system	Yes	Yes	Yes	Yes	Yes
		Update on Group Proposed BAMS and GDS LOA					
2.b	8 March 2021	GDS Transactions Requests					
		Ratification of Previous Minutes of Meeting	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					

No.	Date	Agenda	Attendance				
			Budi Pramantika Chairman	Mochamad Hira Kurnia Core Member	Yofie* Core Member	David Arcelus Oses Non-Core Member	Marwan O. Baasir Non-Core Member
3.a	15 March 2021	Ratification of Previous Minutes of Meeting					
		Matters of Arising from Previous Meeting	Yes	Yes	Yes	Yes	Yes
		BAMS Policy					
		GDS Transactions Requests					
3.b	13 April 2021	Ratification of Previous Minutes of Meeting	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
4.a	29 April 2021	Ratification of Previous Minutes of Meeting	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
4.b	7 May 2021	GDS Transactions Requests	Yes	Yes	Yes	Yes	Yes
5	7 June 2021	Ratification of Previous Minutes of Meeting					
		GDS Update	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
6	13 July 2021	Ratification of Previous Minutes of Meeting					
		GDS/BAMS Governance Update	Yes	Yes	Yes	Yes	Yes
		GDS Transactions Requests					
7	26 August 2021	Ratification of Previous Minutes of Meeting					
		Matters of Arising from Previous Meeting	Yes	Yes	Yes	Yes	Yes
		GDS/BAMS Governance Update					
		GDS Transactions Requests					

No.	Date	Agenda	Attendance				
			Budi Pramantika Chairman	Mochamad Hira Kurnia Core Member	Yofie* Core Member	David Arcelus Oses Non-Core Member	Marwan O. Baasir Non-Core Member
8.a	14 September 2021	Ratification of Previous Minutes of Meeting					
		Matters of Arising from Previous Meeting					
		Specific CSR request					
		BAMS Procedure Update	Yes	Yes	Yes	Yes	Yes
		Whitelist and GDS Procedure Update					
		GDS Transactions Requests					
8.b	28 September 2021	GDS LOA					
		GDS Procedure Update	Yes	Yes	Yes	Yes	No
		GDS Transactions Requests					
9	18 October 2021	Ratification of Previous Minutes of Meeting					
		Matters of Arising from Previous Meeting					
		GDS Individual Verification Procedure	Yes	Yes	Yes	Yes	No
		GDS Transactions Requests					
Total Attendance 2021			14/14	14/14	14/14	14/14	12/14
Percentage of Attendance 2021			100%	100%	100%	100%	86%

* Serving as Core Member since 9 February 2021

** The quorum of the GDSC shall consist of all 3 (three) core and permanent members

Committee Activity Report 2021

In 2021, GDS Committee evaluated every Gifts, Donations, and Sponsorship (GDS) transactions in the Company. GDS committee upholds and complies to the Corporate Values of ITS XL in their decision making process for the provision and receiving of GDS.

Furthermore, GDS Committee also ensures the implementation of modifications and adjustments that have been agreed upon that are needed for the processes, procedures, and other matters related to GDS.

ETHICS AND INTEGRITY COMMITTEE



The Ethics and Integrity Committee was established on 30 June 2020 to assist the Board of Directors in performing their supervisory duties to prevent, detect and respond on fraud and/or misconduct matters.

Duties and Responsibilities

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. The CEO, Head of Legal, Ethics & Integrity Committee

permanent member must review and approve all reports prior to lodging it with Authorities.

7. Communicate Ethics & Integrity Committee's decision through Ethics & Integrity Coordinator on consequence management to the employee and the relevant Board of Directors, Chief and Group Head.
8. Consider whether additional controls are required to prevent further recurrences, if so, to inform the relevant division/department for follow up action to be taken.
9. Share reported matters through GH Internal Audit with the Board Audit Committee, as well as consider other matters referred by the Committee 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 division
7. Assess/review material transactions (based on threshold established in the Limits of Authority, policies and procedures) where bribery and corruption risk are significant.
8. Communicate related ethics & integrity communication to all employees.

Committee Charter

The Committee has a charter or Terms of Reference signed by the President Director & CEO of the Company.

Committee Members

The Committee consists of a chair and two members, with the President Director & CEO as Chair, the Director & CFO and the Chief Human Capital Officer as members. As of December 31, 2021, the composition of the Committee are as follows:

1. Dian Siswarini: Chairman
2. Budi Pramantika: Member
3. Mochamad Hira Kurnia: Member

Profiles of the Committee members can be found in the Board of Directors in the Company Profile chapter of this Annual Report on page 76 and 77. Profile of Mochamad Hira Kurnia can be found in this chapter of the Annual Report under the Nominating and Remuneration Committee profiles on page 169.

Trainings in 2021:

In 2021, members of the Committee participated in various training sessions to support their duties. Details of the training sessions can be found on page 152 and 190.

Meetings in 2021

Date	Agenda	Attendance List			
		DS	BP	RA ¹⁾	MHK ²⁾
February 23, 2021	Case Update and Disciplinary Action Decision	v	v	v	-
March 1, 2021	Case Update and Disciplinary Action Decision	v	v	-	v
June 11, 2021	Case Update and Disciplinary Action Decision	v	v	-	v
July 1, 2021	Case Update and Disciplinary Action Decision	Circular			
November 18, 2021	Case Update	Circular			
Attendance Rate		100%	100%	100%	100%

¹⁾ Rudy Afandi effectively resigned as Chief of Human Resources Officer by 28 February 2021

²⁾ Mochamad Hira Kurnia effectively appointed as Chief Human Resources Officer by 1 March 2021

Committee Activity Report in 2021

The Ethics and Integrity had deliberated on fraud investigation results and imposed disciplinary actions based on prevailing company regulations and code of ethics. During 2021, the employees who violated the code of ethics have received disciplinary action in accordance with prevailing company regulations.

CORPORATE SECRETARY

PROFILE OF THE CORPORATE SECRETARY



Ranty Astari Rachman
Corporate Secretary
38 years old, Indonesian

Legal Basis of Appointment

The Board of Directors' approval as stated in the BOD minutes of meeting dated 31 March 2020.

Professional Experience

Prior to becoming the Company's Corporate Secretary, Ms. Rahman served as Head of Public Affairs & Government Relations at PT Trinusa Travelindo (Traveloka) from March 2019 – March 2020, VP Corporate Secretary & CSR at PT Citilink Indonesia from 2016-2019, VP Corporate Secretary at PT Garuda Indonesia (Persero) Tbk from 2008 – 2015, Member of the GCG Committee at PT Garuda Indonesia Maintenance Facility from 2013-2015, and an Associate at Lexindo Consulting from 2006-2008.

Educational Background

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

Trainings in 2021

1. POJK Webinar on Annual Report for Public Companies (POJK No. 29/2016 & SEOJK No. 30/2016) as well as Sharing Session with PT ABM Investama Tbk as first runner up of the Annual Report Award (ARA) 2018 - Non Financial Private Listed on February 25, 2021.
2. Workshop for Independent Commissioner, BAC, and NRC XL Axiata, June 4, 2021
3. Hukumonline Webinar: Due Process of Law and Legal Efforts Against KPPU's Decision after the Job Creation Act, 30 June 2021
4. UNDP ADB Webinar – Easier Capital Raising with Green and Sustainable Labelling, 23 June 2021
5. Socialising of POJK 3/POJK.04/2021, 18 March 2021
6. Socialising of ACGS Assessment IDX, February 25, 2021
7. ICSA-OJK Socialisation for New Public Companies, 5 April 2021
8. ICSA Academy Webinar- Duties and Functions of the Board of Directors, Board of Commissioners, Nominating and Remuneration and Audit Committees, and Corporate Secretary, 29 April 2021
9. The Company's Development Program "Agile Mindset", 22-23 February 2021
10. Speaker for Hukumonline Webinar 2021 – Work Guidance for Fresh Graduate of Law major: In-House Counsel Profession, 24-25 March 2021
11. Introducing ESG Aspect as One of the Supporters of Sustainable Business, 19 November 2021
12. Governance for Obtaining BOD, BOC, and Shareholders Approval Workshop, July 2021

IMPLEMENTATION OF DUTIES AND RESPONSIBILITIES IN 2021

The duties and responsibilities of the Company's Corporate Secretary are in accordance with OJK Regulation No. 35/POJK.04/2014 on Corporate Secretary of Issuer or Public Company, as stipulated in the Charter of Corporate Secretary approved by the Board of Directors dated 16 August 2016.

Duties and Responsibilities	Implementation of Duties and Responsibilities in 2021
Management of Board of Directors, Board of Commissioners, and Committee Meetings	<ol style="list-style-type: none"> At the end of 2020, the Corporate Secretary has determined the schedule for meetings and Routine Agenda of the Meetings of the Board of Commissioners and joint meetings of the Board of Commissioners and the Board of Directors for the year ending in 2021 as stipulated in the Articles of Association. Held weekly meetings of the Board of Directors and the Board of Directors and/or Commissioners outside of the routinely scheduled meetings. Assisted in the holding of routine meetings of Committees under the Board of Commissioners. Conducted administrative processes such as data renewal in the Diligent Board application used by each members of the Board of Commissioners, Board of Directors, and Committees in terms of: <ol style="list-style-type: none"> Accessing invitations and locations of meetings; Accessing and studying meeting materials; Evaluating the plans for minutes of meetings; Providing review digitally; Providing circular decisions by digital signature; Digital voting; and Accessing the messenger facility in the application. Preparing and documenting the minutes of each meeting. Distributing summaries of important decisions taken during and in the meeting to related business lines to be followed up. Held a Strategy Retreat for the Board of Directors, Board of Commissioners, as well as Chiefs at the Ritz-Carlton Bali in November 2021 to discuss the Company's business strategies and plan for the upcoming year. <p>At the end of 2021, the Company held:</p> <ol style="list-style-type: none"> 17 Board of Commissioners meetings, consisting of: <ol style="list-style-type: none"> 4 regular meetings of the Board of Commissioners 7 Special meetings of the Board of Commissioners, and 6 joint meetings between the Board of Commissioners and Board of Directors. 62 Board of Directors meetings, in which 13 of them were Board of Directors special meetings; 5 Nominating and Remunerations Committee meetings; 6 Circular Resolutions of the Board of Commissioners; and 3 Circular Resolutions of the Board of Directors

Duties and Responsibilities	Implementation of Duties and Responsibilities in 2021
Holding electronic General Meeting of Shareholders (e-GMS)	<p>Corporate Secretary was responsible for holding the Company's GMS in 2021 held 1 (one) time, which was the Annual GMS (AGMS) on April 23, 2021. This GMS was held electronically (e-GMS) according to POJK regulation No. 15/POJK.04/2020 on the Planning and Holding of General Meeting of Shareholders of Public Companies and POJK No. 16/POJK.04/2020 on the Holding of Electronic General Meeting of Shareholders of Public Companies.</p> <p>The Corporate Secretary was the first public company Corporate Secretary in Indonesia to hold GMS electronically (e-GMS), and has become the benchmark for other public companies, this e-GMS innovation has received acknowledgement and award from stock market institution (IDX Channel) in the IDX Channel Anugerah Inovasi Indonesia (Indonesian Innovation Award) for the Sustainability Category - Good Corporate Governance.</p> <p>The responsibilities of the Corporate Secretary in e-GMS include among others:</p> <ol style="list-style-type: none"> 1. Notifying plan of e-GMS to the Financial Services Authority, including reporting of Announcement, Invitation, Summary of the Minutes of Meetings, and Minutes of Meetings to the Financial Services Authority, Indonesian Stock Exchange, and announcement to Shareholders and/or Public according to the Plans and Holding of General Meeting of Shareholders juncto POJK No. 16/POJK.04/Tahun 2020 on the Holding of Electronic General Meeting of Shareholders; 2. Preparing online e-GMS registration system for Shareholders; 3. Preparing and ensuring the availability of Meeting material for the interest of Shareholders, through QR Code or upon electronic registration including making it available on the Company's website; 4. Prepare the availability of electronic voting (e-Voting), including providing e-Voting access to Shareholders registering online to attend e-GMS; 5. Prepare conference media for electronic meeting; 6. Prepare meeting access to be attended electronically by Shareholders and/or Power of Shareholders, members of the Board of Directors, Board of Commissioners, and members of the Committee under the Board of Commissioners; 7. Coordinate with Notary and Security Administration Bureau as an independent party assigned to help the holding of Meeting according to prevailing regulations; 8. Coordinating with KSEI in the e-GMS through eASY.KSEI from KSEI; 9. Updating all Meeting materials from Announcement to Minutes of Meeting in the Company's website, in order for the public and stakeholders to access; 10. Provide e-GMS recording to the Notary and Public.
Conflict of Interest Management and Prevention of Insider Trading	<p>The Corporate Secretary aids and monitors the independence of resolutions by the Company's Organs and Committees. As stipulated in the Legislation on Limited Liabilities Company and the Company's Articles of Associations, parties with conflicts of interest must provide a statement and cannot take part in the discussions and/or resolutions. The Corporate Secretary maintains the process in every matter brought up to the meetings of the Board of Directors, Board of Commissioners, and/or the Company's Committees. This process is also well documented in the Minutes of Meetings should there be a conflict of interest in one of the parties involved.</p> <p>In order to avoid transactions that potentially have conflicts of interest, the Corporate Secretary also implements OJK Regulation No. 42/POJK.04./2020 on Affiliated Transactions and Conflict of Interest. Since mid-2021 the Corporate Secretary has also socialised this to internal units conducting frequent transactions. As part of mentoring those units, the Corporate Secretary has also prepared the Standar Operasional Prosedur (SOP) for the Affiliated Transaction Capital Market Report.</p> <p>Furthermore, to prevent any conflict of interest, the Corporate Secretary periodically documents Stock Ownership Statement Letter and Concurrent Positions Statement Letter by each of the members of the Board of Directors and the Board of Commissioners on 30 June 2021 and December 31, 2021. Throughout 2021, the Corporate Secretary has also prevented Insider Trading through internal announcement on Blackout Period that prevents the Company's employees to trade the Company's shares in a certain period prior to the announcement to the public on Corporate Act taken by the Company that can affect the decisions of shareholders, in which this Corporate Act was related to one of the acquisitions made by the Company.</p> <p>The Corporate Secretary ensured there were no violations of the Capital Market Regulations applicable in Indonesia. In 2021, there was no fine nor administrative sanction on violations or any kind of non-compliance of Capital Market regulations.</p>

Duties and Responsibilities	Implementation of Duties and Responsibilities in 2021
Corporate Action	<p>In 2021, the Corporate Secretary played an active role in helping the Company's Corporate Act including in ensuring compliance to the prevailing Stock Market Regulations, among others:</p> <ol style="list-style-type: none"> 1. Holding of Annual Meeting of Shareholders electronically; 2. Disbursement of Dividend for the Year 2020; 3. Implementation of Capital Increase Without Pre-emptive Rights (LTI Program 2016-2020 Grant Cycle 3); 4. Transfer of shares of the Company's subsidiary PT Princeton Digital Group Data Centres; 5. Increased in Authorised Capital, Issued Capital, and Paid-Up Capital of the Company's subsidiary PT Princeton Digital Group Data Centres; 6. Disclosure of information related to Changes in the Company's Business Activities; 7. Execution of Sale and Purchase including Transfer of Telecommunication Infrastructure Assets; 8. Additional Changes to the Company's Business Activities; 9. Transfer of Shares of the Company's Subsidiaries; 10. Limited Review Plan for 2021 Semi-Annual Financial Statements; 11. Plan to acquire public listed company's shares including to publish the announcement of negotiation (PT Link Net Tbk) 12. Transfer of the Company's Shares by the Company's Shareholders (by Axiata Investments (Indonesia) Sdn. Bhd. with Ferrymount Investments Limited); 13. Affiliated transactions by PT XL Axiata Tbk with PT Axiata Digital Labs Indonesia. 14. Plan to sell the telecommunication towers including the potential an affiliated party transaction
Management of the Company's Documents	<p>Record Management System (RMS) is a function led by the Corporate Secretary that plays a role in managing as well as storing all of the Company's important documents.</p> <p>In 2021, RMS team made integration with Icertis for various contractual documents in the Company. In the same year, the RMS team also made plans on the use of ELO e-office, as one of the platforms that would help automatic numbering of documents.</p> <p>Furthermore, in 2021, the RMS team has implemented an audit of ISO 27001 implementation, which is the application of the international management system standard for information security. Based on audit findings, the RMS team as well as the Corporate Secretary were deemed successful in performing their functions for there was no violations based on audit findings.</p> <p>In 2021, initiated the single registration systems to improve the company's registration records and filing documents.</p>

Duties and Responsibilities	Implementation of Duties and Responsibilities in 2021
Implementation of Reporting Obligations Related to the Capital Market	<p>The Corporate Secretary has performed their duty in reporting and information transparency through the Company's website and the Indonesian Stock Exchange website (through IDXNet e-Reporting system).</p> <p>Throughout 2021, the Corporate Secretary had implemented their reporting and information transparency obligations to regulators and the public, among others::</p> <ol style="list-style-type: none"> 1. Monthly Regular Report related to the Monthly Regular Report on Share Registration; 2. Regular Monthly Report regarding Debt in Foreign Currency; 3. Quarterly Regular Reports related to the Submission of the Company's Financial Statements; 4. Quarterly Regular Reports; 5. Annual Regular Report related to the Submission of the Company's Integrated Annual Report; 6. Annual Regular Report related to Public Expose; 7. Annual Regular Report related to Submission of Sustainability Reports; 8. Annual Regular Report related to the Annual Rating Results Report; as well as 9. Incidental Reports related to other Disclosure of Information, among which are: <ol style="list-style-type: none"> a. Changes in the Composition of the Board of Directors and the Board of Commissioners; b. Changes in the Internal Audit Committee; c. Material Information or Facts Report on the Resignation of Member of the Company's Commissioners; d. Information on Payment of Coupon Interest and/or Sukuk Ijarah; e. Application for Additional Share Listing for the LTI Program 2016-2020 Grant Cycle III PT XL Axiata Tbk; f. Material Fact Information Report on the Implementation Plan for Capital Increase Without Pre-emptive Rights ("PMTHMETD"); g. Material Fact Information Report Increase in Authorised Capital, Issued Capital, and Paid Up Subsidiaries of the Company; h. Reports of Information or Material Facts on the Transfer of Shares of the Company's Subsidiaries; i. Appointment of Securities Administration Bureau for Annual GMS on April 23, 2021; j. Evaluation Report on the Implementation of the Provision of Audit Services on Annual Historical Financial Information by Certified Public Accountant or Public Accountant's Office; k. Appointment/Change of Public Accounting Firm and/or Public Accountant; l. Material Information or Facts Report on the Changes to the Company's Articles of Association; m. Material Information or Facts Report Notification of Limited Review Plan for 2021 Mid-Annual Financial Statements; n. Material Information or Facts Report Announcement of the Negotiation of the Public Company Acquisition Plan; o. Material Information or Facts Report Information on the Company's Share Sale Plan by the Company's Shareholders; p. Material Information or Facts Report Notification of Limited Review Plan on the Financial Statements Quarter III Year 2021.
Reporting Regarding Foreign Investment	<p>The Corporate Secretary is also responsible for reporting to the Indonesian Investment Coordinating Board ("BKPM"). The Company as a foreign investment company ("PMA") submits and fulfils its obligations to regulations related to foreign investment companies. One of which is making periodical reports electronically regarding investment activity reports as stipulated in Article 15 of Law Number 25 of 2007 concerning Investment reported in Quarter I, Quarter II, Quarter III, and Quarter IV periods in 2020. This submission is also carried out in a timely manner with delivery techniques that are in accordance with applicable regulations, which is the BKPM Regulation Number 7 Year 2018.</p>
Implementation of Good Corporate Governance	<p>The Corporate Secretary also ensures that the Company continuously implements Good Corporate Governance principles. In 2021, the Corporate Secretary made a few policies to align the Company with various regulations from the government. Those policies included the creation of SOP Affiliated Transaction Capital Market Report to manage the mechanism of affiliated transactions by the Company, renewing the Limit of Authorities ("LOA") Non-Financial Corporate Secretary to manage limitations or the scope of work of the Corporate Secretary, as well as drafting the Corporate Secretary Manual to detail the work of the Corporate Secretary.</p>

INVESTOR RELATIONS



Indar Singh Dhaliwal^{*)}

Investor Relations

34 years old, Malaysian

^{*)} Indar Singh Dhaliwal effectively resigned from the Company on February 25, 2022

Legal Basis of Appointment

Indar Singh Dhaliwal served as Head of Investor Relations. He joined the Company in March 2015, and worked in the Company until 24 February 2022.

Professional Experience

Prior to joining the Company, he worked at CLSA Securities Malaysia as Equity Research Analyst where he was responsible to provide a wide scope of research from various industries including telecommunications for various institutions.

Educational Background

Mr. Dhaliwal graduated from Monash University, Australia with a Bachelor of Commerce and a double major in Accounting & Finance in 2009.

Investor Relations Activities

The implementation of Good Corporate Governance involves Investor Relations with the aim to provide transparent and updated information on the activities of the Company to investors and shareholders. The Company is committed to communicate its strategies and business activities clearly to its stakeholders. In order to achieve this goal, the Company actively and continuously conducts Investor Relations programs all year round.

Despite the challenges of 2021 with COVID-19 pandemic that still affected in-person meetings, the Company managed to hold virtual meetings and conference calls. Throughout the year, the Investor Relations team was able to hold over 250 virtual meetings with shareholders, investors, and analysts..

The Company's Investor Relations team provides accurate and relevant information in a timely manner proactively to the investment communities to assist them in making investment decisions. This was done through providing quarterly financial report as well as a clear and concise presentation along with conferences with the Board of Directors to present the Main Summary, answer questions and provide the latest information per quarter. When needed, further information is provided to all parties to ensure that the investment communities can always keep up with the development of strategic and financial activities, as well as operations of the Company. The Investor Relations team of the Company is the key that connects the Company with capital market players.

Investor Relations Activities 2021

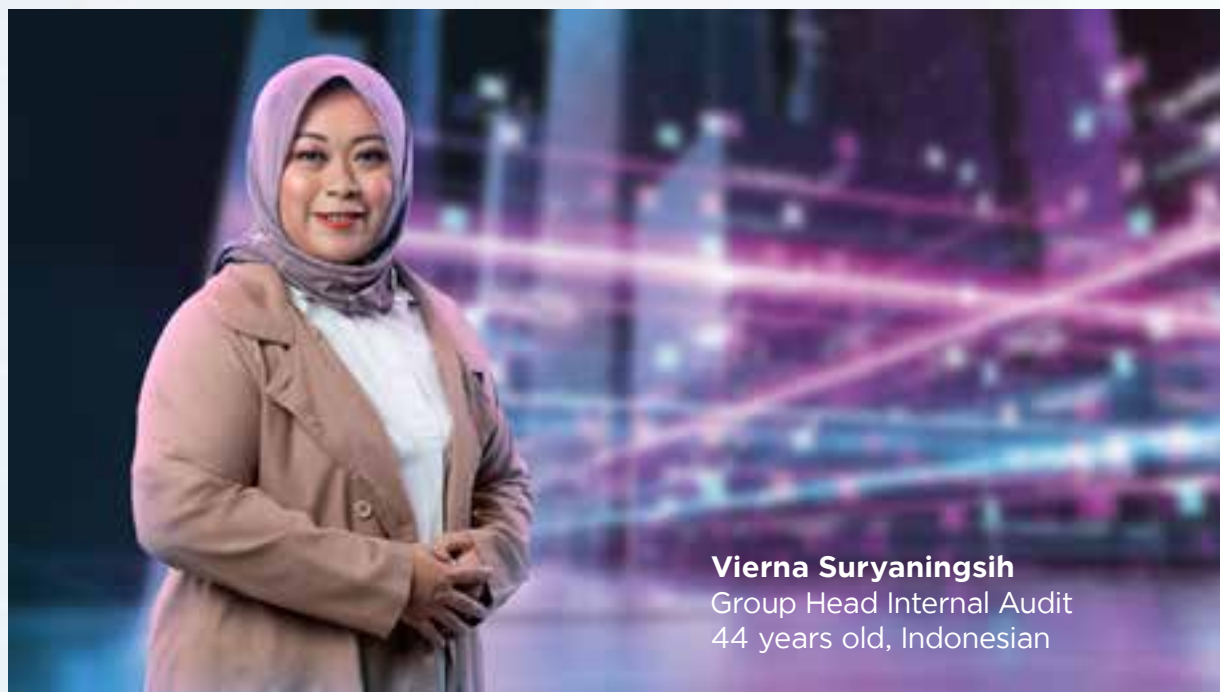
Date	Activities	Location
2 Feb 2021	Mandiri Investment Forum	Virtual
15 Feb 2021	FY2020 Investor Conference	Jakarta, Indonesia
27 Apr 2021	1Q 2021 Investor Conference	Jakarta, Indonesia
16 Jun 2021	UBS OneASEAN Conference	Virtual
5 Aug 2021	1H 2021 Investor Conference	Jakarta, Indonesia
12 Aug 2021	Credit Suisse Indonesia Corporate Day	Virtual
9 Nov 2021	9M 2021 Investor Conference	Jakarta, Indonesia
17 Nov 2021	20th Morgan Stanley Asia Pacific Summit	Virtual
8 Des 2021	Axiata Analyst & Investor Day 2021	Virtual

INTERNAL AUDIT

The Company has an Internal Audit Division as required by OJK Regulation No.56/POJK.04/ 2015 on the Establishment and Guidelines for the Internal Audit Charter ("POJK 56/POJK.04/2015").

GROUP HEAD OF INTERNAL AUDIT

According to the Internal Audit Charter, Group Head Internal Audit is appointed and dismissed by the President Director with approval from the Board of Commissioners. In the event where the current Group Head Internal Audit is negligent and unable to fulfill his/her responsibilities stipulated in the Internal Audit Charter, the President Director may propose replacing him/her with approval from the Board of Commissioners.



Vierna Suryaningsih
Group Head Internal Audit
44 years old, Indonesian

Legal Basis of Appointment

Ms. Suryaningsih was appointed as Group Head of Internal Audit by the President Director, effectively on 6 August 2020, with approval from the Board of Commissioners on 24 July 2020.

Professional Experience

Prior to serving as Group Head Internal Audit, Ms. Suryaningsih held various senior positions in insurance and other companies in the Financial Services industry, among which are Management Task Executioner at DPLK AXA Mandiri Financial Services, Chief Risk Officer at PT AXA Mandiri Financial Services, Vice President - Head of Internal Audit at PT AXA Mandiri Financial Services, Head of Internal Audit at PT Prudential Life Assurance Indonesia, Head of Support Audit -

Senior Assistant Vice President at PT Bank Danamon Indonesia Tbk, Assistant Manager at Internal Audit Services (IAS) PricewaterhouseCoopers, Internal Audit Manager at PT John Hancock Financial Services and Senior Associate at Assurance and Business Advisory Services (ABAS) PricewaterhouseCoopers.

Educational Background

She has a bachelor's degree in Accounting from Universitas Gajah Mada. She is also an Indonesian Certified Public Accountant (CPA), Certified Internal Auditor (CIA), Chartered Accountant (CA), Fellow Life Management Insurance (FLMI), Qualified Chief Risk Officer (QCRO), and is Certified in Pension Fund, Certified in Banking Risk Management Level 2 and Certified Analytics Auditor - Basic.

INTERNAL AUDIT IN THE COMPANY'S STRUCTURE

As per the Internal Audit Charter, the Internal Audit Division reports directly to the President Director and functionally to the Board Audit Committee. As of December 31, 2021, Internal Audit Division of XL Axiata has a total of 14 (fourteen) personnel who held the following positions:

Position	Total Personnel
Group Head Internal Audit	1
Internal Auditor	8
Investigator	4
Data Analyst	1
Total	14

Certifications

As of December 31, 2021, the Internal Audit Division has been supported by personnels having the following certifications:

Certifications	Total Personnel
Certified Internal Auditor (CIA)	1
Certified Information System Auditor (CISA)	2
Certified Public Accountant (CPA)	1
Chartered Accountant (CA)	2
Certified Fraud Examiner (CFE)	2
Certified in Governance of Enterprise IT (CGEIT)	1
Certified Information Security Manager (CISM)	1
Certified Data Centre Professional (CDCP)	1
Certified ISMS ISO 27001 Lead Auditor	1
Certified Analytics Auditor	4
Qualified Chief Risk Officer	1
Indonesian Certificate in Banking Risk & Regulation Level 3	1
Indonesian Certificate in Banking Risk & Regulation Level 2	1
Indonesian Certificate in Banking Risk & Regulation Level 1	1
Microsoft Certified: Data Analyst Associate	2

DUTIES AND RESPONSIBILITIES OF INTERNAL AUDIT

The duties and responsibilities of the Internal Audit refer to OJK regulations as well as the Institute of Internal Auditors standard and code of ethics. The Internal Audit functions and responsibilities shall be carried out and implemented with the principles of independence.

The following are the Internal Audit's main duties and responsibilities:

1. 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.
2. Implement an annual audit plan as approved, including any special assignments at the request of the President Director and the Board of Commissioners.
3. Provide recommendations for improvements and objective information about the activities examined at all levels of management.
4. Provide and submit audit reports to the President Director, Board of Commissioners through the Audit Committee, and other related parties.
5. 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.
6. 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.
7. Work closely with the Audit Committee and serves as secretariat to the Audit Committee
8. Develop a program to evaluate the quality of internal audit activities.

INTERNAL AUDIT CHARTER

The Company has an Internal Audit Charter as a guideline for Internal Audit with the latest revision in accordance with OJK Regulation No.56/POJK.04/2015 established by the President Director with the approval of the Board of Commissioners with the latest update on April 26, 2021.

MEETINGS AND ACTIVITIES OF INTERNAL AUDIT IN 2021

In 2021, the Internal Audit Division completed 16 (sixteen) audit programs and 3 (three) special reviews as of December 31, 2021.

In 2021, Internal Audit Division has audited areas related to Value-Added Service, IT User Access Management, Related Party Transaction, Expense Management, SAP S/4 HANA Post-implementation Review, Direct Channel Management & XLC Operations, Lease Management, ISO 27001, Procurement, Cyber Security, Traditional Channel, Revenue Assurance, ISO 20000, ISO 9001, dan ISO 22301. Furthermore, the Internal Audit division has reviewed the ABAC Self Declaration & Compliance, Data Privacy, and Contract Management.

Internal Audit Division continuously improves its internal structure, process and work quality by utilising data analytics and expanding the audit system and equipment for its audit activities.

In 2021, Internal Audit Division took a more proactive approach by organising socialisation and workshops in order to increase risk awareness in the Company, as well as to support continuous improvement of business processes.

Internal Audit Division regularly holds an internal division meeting on a weekly basis to discuss the progress of ongoing audit engagement, as well as to track and follow-up Management action items. Internal Audit Division continues to explore potential business process improvement, continuous auditing approaches, and to further enhance data analytics capability.

INTERNAL CONTROL

Internal Control in the Company aims to support performance objectives, to increase the value for stakeholders, ensure effectiveness and efficiency of operations, and the reliability of financial reporting, the feasibility of operational and financial controls, as well as compliance with prevailing legislation and regulations.

CONFORMITY TO INTERNATIONAL STANDARDS

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

The implementations of Internal Control in the Company according to COSO are as follows:

1. **Control Environment**
The Board of Commissioners and the Board of Directors have established a set of standards, procedures, and structures that provide the basis for carrying out internal control across the Company.
2. **Risk Assessment**
The Company continues to assess the risks that have an impact on the Company’s business activities. The results of the assessment are documented in the key risk register and reviewed regularly.
3. **Control Activities**
The Company applies the four-eyes principle in carrying out critical activities, where the duties and responsibilities of each officer and supervisor are regulated in related policies and procedures.
4. **Information and Communication**
The Company has a means / media of communication and information exchange available to support all parties in the Company in carrying out their roles.
5. **Monitoring Activities**
The Board of Directors, Senior Management and Internal Audit continuously monitor the effectiveness of overall implementation of internal control. The monitoring of the Company’s key risks has been prioritized and has become part of operational activities, including periodic evaluations.

COMPANY’S COMMITMENT ON THE IMPLEMENTATION OF INTERNAL CONTROL SYSTEM

Management is responsible for the implementation of reliable and effective internal control system and is obliged to improve effective risk culture and shall ensure internal control system has been embedded on every level of the organization. Evaluation on internal control implementation includes changes in internal and external conditions impacting the achievement of Company’s targets. Monitoring activity is focused on the Company’s key risks, as part of its routine activities, including periodic evaluations to detect and prevent unknowingly accepted new risk.

Internal Audit Division is evaluating and playing an active role in improving the effectiveness of internal control system on an ongoing basis with regard to the implementation of the company’s operations to achieve the goals set by the company.

The evaluation results are submitted to Management for follow up and the implementation will be monitored to ensure the internal control system is effective.

RISK MANAGEMENT

The Company has adopted ISO 31000 Framework as the guideline and principles in developing and implementing its Risk Management.

The objective of the risk management framework is to ensure risk management is embedded within the Company's governance, business and operations activities, as well as culture.

Risk management begins with determining the context of the element that requires risk management. The Company then identifies, analyses and evaluates the potential risks. After each risk is identified, it will then be followed by actions adjusted to the risk. Each of the working processes must be monitored and reviewed to ensure effectiveness.



RISK MANAGEMENT SYSTEM

The Company's Enterprise Risk Management Oversight Structure follows the Three Lines model that aims to manage and mitigate risks through the effective organisation of risk, control, and oversight responsibilities. This in turn will limit the possibility of "gaps" while avoiding duplication of coverage.

1. **1st Line** – Business unit and operations owners who are responsible for identifying, assessing and managing risks related to the scope of work and responsibilities.
2. **2nd Line** – Risk and Compliance Management and other second line compliance functions (Regulatory, Corporate Secretary, Health and Safety, Cyber Security) that are responsible for implementing the Company's

risk management and compliance framework, and monitoring its effectiveness.

3. **3rd Line** – Internal Audit function responsible in providing independent assurance on governance, risk management and internal control process.

The Board of Directors is committed and responsible for the effectiveness of implementation and maintenance of risk management.

To help carry out its functions, the Board of Directors established a Risk Management and Business Continuity Committee (RBCC) responsible to ensure adoption of sound and effective policies, procedures and practices for all of the Company's Risk and Compliance functions.

The roles and responsibilities of the Committee can be found in the Risk Management and Business Continuity Committee on page 198.

The Board of Commissioners oversee the design, implementation, and monitoring of the risk management. The Board of Commissioners has also set up a Board of Risk and Compliance Committee to supervise the implementation of the risk management process and evaluate the effectiveness of risk and compliance management in the Company.

RISK MANAGEMENT PROCESS

The Company's risk management process is facilitated by the Risk and Compliance Division. This division is responsible for the development of risk management framework and methodologies, as well as facilitating the implementation of risk management systems.

The Company applies Risk and Control Self- Assessment (RCSA) technique for its Risk Management, where the risk owners (business owners) self-identify the risks that may have an impact on their business objectives and provide a mitigation plan to prevent or control the risk.

The Risk and Compliance Division facilitates RCSA through a meeting and discussion with the Management to provide input and feedback on identified risks, as well as monitor the status of risk management and report on the result of applying its mitigation plans.

RISK TYPES AND MANAGEMENT

Strategic Risks

Risk aligned to the strategic objectives and aligned with the company's mission. The company establishes a top risk assessment process by understanding organisational strategy, creating a top risk profile and mitigating action plan, and continuously identifying strategic risks.

Operations Risks

The risk comprises the effective and efficient use of resources and may disrupt the day-to-day business operations. Also, it refers to risk resulting from inadequate or failed internal processes, people, systems, or external events. Risk owner-managed respective operations risk supported by RCSA system to identify, monitor, analyse and mitigate issues before they become a problem.

Financial Risks

The risk comprises the stability of the company's financial positions given its exposure to various treasury risks and other financial risks, including liquidity risk, currency risk, and interest rate risk. The company monitors and mitigates the effects of relevant financial risk.

Regulatory Compliance Risks

Regulatory compliance risks are managed by ensuring that all of the company's operations comply with prevailing regulations. Effective regulatory compliance management can enable the company to mitigate the compliance risk and achieve a competitive advantage that is pivotal to enabling the continued growth and success of the company's business. Risk and Compliance Division coordinates with regulation owners to identify regulatory requirements and design an effective and efficient compliance management system, including ensuring the implementation of prevailing regulations within relevant units.

Business Continuity Risks

The company establishes a Business Continuity Management (BCM) coordinated by the Risk and Compliance Division to maintain long-term business continuity, focusing on averting prolonged disruptions through systematic and immediate restoration/recovery of business and its operations within the specified time. The scope of the Business Continuity Plan (BCP) includes the continuity of service for the customers, the safety of its employees and their families, and minimising the company's losses.

Risk Rating Matrix

The Company has developed a Risk Rating Matrix based on its Risk Assessment Guideline, to evaluate the significance or scale of the risk and the effectiveness of existing control, if there is any.

The risk rating matrix provides a foundation in the assessment of identified risks so that management at every level can ensure the risk management actions and resources are appropriately directed across business and functions.

The Company has also determined its level of risk appetite and risk tolerance based on this Risk Rating Matrix. The risk appetite and risk tolerance is monitored by the management and formally reviewed as part of the Company's strategy and planning process. This also takes into consideration whether the risk appetite remains appropriate in delivering its goals from both internal and external as well as constraints. Any risk that exceeds the appetite level must have a response plan. It is then communicated to the respective Director / Chief and reported in the RBCC meeting to get an approval on the mitigation plan.

OVERVIEW ON THE EFFECTIVENESS OF THE COMPANY'S RISK MANAGEMENT

Adequate Risk

The Risk and Compliance division assessed the implementation and operationalisation of the risk management system involving all internal stakeholders, including business units and supporting functions within the company. Evaluation result consulted with RBCC and BRCC. Based on the evaluation, Management believes that the company's risk management system was adequate in achieving the company's business objectives while complying with relevant laws. Management will continue in identifying, analysing, evaluating, monitoring and managing the significant risks faced by the Companies

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 December 31, 2021 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, analysing, 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 December 31, 2021, the Company did not render or accept any administrative sanctions for the Company, or any of the Company's organs from any authorities.

CODE OF ETHICS

The Code of Ethics is an integral part of Company Regulations. The Code of Ethics is required as the Company's commitment in enhancing the integrity of each of its employees in applying the best practices of good corporate governance. The Code of Ethics regulates the behavior and ethical procedures in carrying out Company's business activities by upholding professional value.

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 CODE OF ETHICS

The Company's Code of Ethics is available and can be easily accessed by all employees on XLWorld as the Company's internal system. The Code of Ethics is being socialized to Employees when they first join the Company and can be seen through the official website (<https://www.xlaxiata.co.id>). In addition, the Company routinely distributes The Integrity Fulfillment Statement emphasizing working ethics with anti-corruption, collusion and nepotism. This Statement must be signed by each Employee and documented by the Company by the Human Capital Department.

In December 2021, the Company has distributed The Integrity Fulfillment Statement and signed by all employees.

APPLICATION OF CODE OF ETHICS

The Code of Ethics applies without exception to all of the Company's executives and employees. The Code of Ethics oblige all employees to comply and conduct key responsibility, which includes:

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 required to comply with the Code. Any violation of the Code of Ethics, applicable business ethics or legislation, shall be considered as intolerable behavior and be subjected to disciplinary action. It may result in punishment, official warning, demotion or termination of employment. The Board of Directors is responsible for ensuring that this standard is implemented throughout the Company's operational activities.

CODE OF ETHICS VIOLATIONS AND SANCTIONS IN 2021

Throughout 2021, there was no violation of the Code of Ethics within the Company. This indicates that the Code of Ethics was carried out by all of the Company's organs.

EMPLOYEE AND/OR MANAGEMENT STOCK OPTION PROGRAMS

Since 2016, The Company has implemented the 2016-2020 Long Term Incentive Program ("2016-2020 LTI Program") as a continuation from the previous 2010 - 2015 Long Term Incentive Program ("2010-2015 LTI Program").

The 2016-2020 LTI Program has been approved by the Board of Commissioners on 10 December 2015 as well as approved by the GMS on March 10, 2016. The latest Amendment and Restatement of 2016-2020 LTI Program based on Extraordinary General Meeting of Shareholders 30 September 2019 has approved the changes of Long Term Incentive Program 2016 - 2020 in a form of the followings :

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 Preemptive 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.

WHISTLEBLOWING SYSTEM

REPORTING VIOLATIONS

Shall employees (including direct-contracts and outsourcings) or third/external parties find any behaviour/ actions that are suspected of violating the law and/ or the Company's Code of Ethics, these parties can report it through the SPEAK UP channel. Reporting can be done by accessing the web-based reporting system at <https://axiatagroup.integrityline.com>

Reports lodged in the official SPEAK UP channel will be received by the Administrator of the SPEAK UP channel, which consists of the Group Head Internal Audit and the Investigation Unit – a function under the Internal Audit Division. Shall any report require a further investigation process, the appointed investigator may come from the Company, Axiata Group Berhad, or external parties. If the reported party is proven to have committed an unlawful act or an act that violates the code of ethics, then the reported party will be dealt with in accordance with the Company Regulations as well as prevailing laws and regulations.

PROTECTION FOR WHISTLEBLOWERS

The Company shall protect and maintain the secrecy of whistleblower, and ensure their safety from any possible threat resulting from the reports in which covering the following protection:

1. Identity of Reporter;
2. Confidentiality of report content;
3. Threat, intimidation or other threatening behaviour by the reported party.

WHISTLEBLOWING CASE AND FOLLOW UP IN 2021

In 2021, there were 28 (twenty-eight) complaints received through whistleblowing channels (Speak Up Channel) or directly reported to the Investigation Unit. Out of these reports received, 22 (twenty-two) of the reports were classified as violations. Of the 22 (twenty-two) reports of violations, 9 (nine) have been resolved, 7 (seven) are still in reporting, and 6 (six) are still under investigation.

ANTI-BRIBERY AND ANTI CORRUPTION POLICY

In line with the value of uncompromising integrity, one of the core values of "ITS XL", The Company has published an Anti-Bribery and Anti Corruption Policy. This policy marks a commitment to carry out business of high integrity.

The purposes of the policy are as follows:

1. Ensuring compliance to Company policies and all prevailing laws and regulations.
2. Providing information and guidelines for all stakeholders to assess situations or conditions that are deemed to be improper, unethical or relating to bribery and corruption.
3. Creating awareness and educating all stakeholders regarding the Company's core values, and expected conduct.

This policy is applicable for all stakeholders and not limited to the Commissioners, Directors, employees, distributors, agents, vendors, consultants and other third parties.

GOOD CORPORATE GOVERNANCE IMPLEMENTATION

Implementation of Corporate Governance Referring to Provisions of OJK Regulation No. 21/POJK.04/2015 on the Implementation of Public Company Governance Guidelines and OJK Circular Letter No. 32/SEOJK.04/2015 on Guidelines for Public Company Governance.

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

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 1 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. 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>	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.
	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 April 23, 2021.
	The Summary of Minutes of GMS is available in the Public Company's website at least for one (1) year.	Based on Article 34 paragraph (2) of the Financial Services Authority Regulation No.32/POJK.04/2014 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. 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.	All information on XL Axiata GMS Summary is available at the Company's website (www.xlaxiata.co.id).

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 2 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.
	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)

Function and Roles of the Board of Commissioners

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 3 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 has 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.

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
	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. 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).
Principle 4 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.	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. 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.	In 2021, the Company conducted assessment on the BOC and BOD internally 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 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.
	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 Corporate Governance.

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
	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>	Policy on the resignation of Board of Commissioners members if involved in financial crimes is included in the Board Manual.
	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.	The Company has in place the Succession Policy which is used and as reference to the nomination process of the Board of Directors.

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Prinsip 5 Memperkuat Keanggotaan dan Komposisi Direksi	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. 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. 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.	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. Information pertaining with the background as well as skill of each member of XL Axiata Board of Directors is available in the Company's website (www.xlaxiata.co.id).
	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.	Currently, the Director of the Company in charge for accounting or finance is held by Mr. Budi Pramantika who has the following educational background: A Master of Business Administration from IPMI International Business School, Jakarta, Indonesia (2004), and Bachelor of Accounting from University of Indonesia, Depok, Indonesia (1997).

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 6 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.	<p>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.</p> <p>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.</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 No. 34/POJK.04/2014 on the Remuneration and Nomination Committee of Issuer or Public Company.</p>	In 2021 the Company conducted assessment on the BOC and BOD internally 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 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.
	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 this Annual Report in Chapter Corporate Governance.
	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.

Stakeholders Participation

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 7 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.
	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. 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.
	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.
	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.

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
	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 this Annual Report Chapter Corporate Governance.
	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 The 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.

Disclosure

Principle	Recommendation	Explanation of OJK Recommendations	Fulfill
Principle 8 Enhancing the Disclosure Implementation.	The Public Company utilizes technology information wider than the Website as a media for information disclosure.	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. Nevertheless, the use of information technology is carried out while taking into account the benefit and costs of the Company.	In addition to the official website, the Company also has channels to deliver information, including Facebook (myXL), Youtube (xploration), 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 this Annual Report Chapter Corporate Data.