

Level 1	THE ASEAN CORPORATE GOVERNANCE SCORECARD		
	PT PERUSAHAAN GAS NEGARA TBK		
	PART E : Board Responsibilities		

Part E	Questioners	Implementation	Disclosure
E.1	Clearly defined board responsibilities and corporate governance policy		
E.1.1	Does the company disclose its corporate governance policy / board charter?	The company has disclosed the Good Corporate Governance Guidelines (GCG Code) and the Board Manual.	http://pgn.co.id/tata-kelola?lang=en Annual Report 2018, p. 208 – 213 Annual Report 2018,p.316
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed?	The company has disclosed the types of decisions that require the approval of the Board of Commissioners.	Articles of Association, Article 12 p.52-54 Board Manual, p. 145-160 Annual Report 2018, p. 241-242
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?	The company has clearly revealed the duties and responsibilities of the Board of Directors and the Board of Commissioners.	Annual Report 2018, p.239 Annual Report 2018, p 253 Articles of Association, Article 12 Articles of Association, Article 15 Board Manual, p. 36-40, p.92-95
	Vision/Mission Corporate		
E.1.4	Does the company have an updated vision and mission statement?	The company has an approved company vision and mission statement	http://pgn.co.id/tata-kelola?lang=en GCG Code Manual, p.4

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			Code of Conduct, p.10 Annual Report 2018, p.53-54
E.1.5	Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?	<p>The company, in this case the board of directors, develops Company's Work & Budgeting Plan (CWBP, also known as RKAP) as well as strategies for the future (RJPP). Draft RKAP and RJPP were conveyed to the board of commissioners for approval.</p> <p>This can be demonstrated by recent documents as stated in the Articles of Association articles 17, Board Manual pages 23, 36 and 53-55 and Board of Directors meetings on this matter on October 9, 2018; November 2, 2018 and December 3 & 27, 2018, and AR 2018 pages 260-262. Recent joint meeting conducted to discuss RKAP 2019 was held on September 4, 2018 as mentioned in AR 2018 page 247</p>	Articles of Association, Article 17 Board Manual p.53-55 and Board Manual p.36 & 23 Annual Report 2018 p. 247 Annual Report 2018 p. 260-262 Company's strategies development
E.1.6	Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?	<p>The Board of Directors implemented Company's Work & Budgeting Plan (CWBP, also known as RKAP) and the long terms Company's Plan (LTCP, also known as RJPP) and then review its performance achievements. The result of implementation conveyed to the Board of Commissioners for review and approval. the Board of Commissioners in accordance with his duties as a supervisor and advisor, conducts reviews and evaluations as well as approves the achievements of RKAP and RJPP.</p> <p>This can be demonstrated by the meeting of the Board of Commissioners and the joint meeting of the Board of Commissioners and Directors, as revealed in the AR 2018 pages 245 and 247 regarding the meeting and AR 2018 page 275 regarding the results of the 2018 GCG Assessment.</p>	Articles of Association, Article 17 Annual Report 2018 p. 245-247 Annual Report 2018 p. 275 Board Manual p.92-93; p.154-155; p.23 Company's strategies review

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E.2	Code of Conduct		
E.2.1	Are the details of the code of ethics or conduct disclosed?	The company has disclosed the Code of Conduct.	http://pgn.co.id/tata-kelola?lang=en Annual Report 2018, p.310-316
E.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	The company establishes obligations for all Directors, Board of Commissioners, senior management and employees to comply with the Code of Conduct.	Annual Report 2018, p. 315. http://pgn.co.id/tata-kelola?lang=en Code of Conduct p.5 - 6
E.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?	The company has disclosed the implementation and monitoring of compliance with the Code of Business Ethics and Work Ethics	Annual Report 2018, p. 315
	Board Structure and Composition		
E.2.4	Do independent directors / commissioners make up at least 50% of the board of directors/commissioners?	In the 2018 financial year, the composition of the members of the Board of Commissioners is 6 people, of which 2 of them are Independent Commissioners. Thus the composition of the Independent Commissioners is not up to 50% but only 30% of the total number of the Board of Commissioners.	Annual Report 2018, hal. 243
E.2.5	Does the company have a term limit of nine years or less or 2 terms of five years 1 each for its independent directors/ commissioners?	This provision is regulated in the articles of association Article 11 point 12 a, b and c (directors) and article 14 point 14 a and b (commissioners).	Annual Report 2018, hal. 243. Articles of Association, Article 11 poin 12 a, b and c Articles of Association, Article 14 poin 14 and b
E.2.6	Has the company set a limit of five board seats that an individual independent/non-executive	The company has set a maximum time limit of 5 years for the position of Member of the Board of Commissioners including the position of Independent Commissioner.	Articles of Association, Article 11 poin 12 a, b and c

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	director/commissioner may hold simultaneously?		Articles of Association, Article 14 poin 14 and b Annual Report 2018 p241
E.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	The company does not have a Director who has more than 2 public companies outside the company group. During 2018, there were no Members of the Board of Directors holding multiple positions as stipulated in the provisions of the Company's Articles of Association.	Articles of Association, Article 11 point 28 p.77-78 Board Manual p. 62-65 Annual Report 2018 p254
	Nomination Committee		
E.2.8	Does the company have a Nominating Committee?	The company has a Nomination Committee which is structurally under the Board of Commissioners. The Nomination Committee is responsible to the Board of Commissioners.	Annual Report 2018, p. 283-285
E.2.9	Is the Nominating Committee comprised of a majority of independent directors/commissioners?	All members of the Board of Commissioners are members of the Nomination Committee. In the 2018 financial year, of the 6 members of the Board of Commissioners who were members of the Nomination Committee, only 2 members of the Board of Commissioners were Independent Commissioners. Thus the Nomination Committee does not consist of the majority of Independent Commissioners	Annual Report 2018, p. 283-285
E.2.10	Is the chairman of the Nominating Committee an independent director/commissioner?	Based on the latest composition of the Nomination Committee in fiscal year 2018 it is known that the Chairperson of the Nomination Committee is an Independent Commissioner.	Annual Report 2018, p. 283.
E.2.11	Does the company disclose the terms of reference/ governance	Nomination and Remuneration Charter can be found on the company's website and AR 2018 p. 283-285	http://pgn.co.id/tata-kelola?lang=en

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	structure/charter of the Nominating Committee?		Annual Report 2018, p. 283-285
E.2.12	Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee meet at least twice during the year?	<p>In order to carry out its functions and duties, the Nomination Committee conducts committee meetings. During 2018 the Nomination Committee only held 1 meeting.</p> <p>The company has disclosed information regarding the level of attendance of Nomination Committee Members in the Nomination Committee meeting.</p>	Annual Report 2018, p. 283-285
Remuneration Committee (RC) / Compensation Committee			
E.2.13	Does the company have a Remuneration Committee?	The company has a Remuneration Committee which is structurally under the Board of Commissioners. The Remuneration Committee is responsible to the Board of Commissioners.	Annual Report 2018, p. 283-285
E.2.14	Is the Remuneration Committee comprised of a majority of independent directors/commissioners?	<p>All members of the Board of Commissioners become Members of the Remuneration Committee. In the 2018 financial year, of the 6 members of the Board of Commissioners who are members of the Remuneration Committee, only 2 members of the Board of Commissioners are Independent Commissioners.</p> <p>Thus the Remuneration Committee does not consist of the majority of Independent Commissioners.</p>	Annual Report 2018, p. 283-285
E.2.15	Is the chairman of the Remuneration Committee an independent director/commissioner?	Based on the latest composition of the Remuneration Committee in fiscal year 2018 it is known that the Chairperson of the Remuneration Committee is an Independent Commissioner.	Annual Report 2018, p. 283 Annual Report 2018 p. 61-62
E.2.16	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	The company has disclosed the Remuneration Charter	http://pgn.co.id/tata-kelola?lang=en Annual Report 2018, p. 283-285

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E.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?	In order to carry out its functions and duties, the Nomination Committee conducts committee meetings. During 2018 the Nomination Committee only held 1 meeting.	Annual Report 2018, p. 283-285
Audit Committee (AC)			
E.2.18	Does the company have an Audit Committee?	The company has an Audit Committee that is structurally under the Board of Commissioners. The Audit Committee is responsible to the Board of Commissioners.	Annual Report 2018, p. 278
E.2.19	Is the Audit Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	Audit Committee members come from several members of the Board of Commissioners. Based on the composition of the Audit Committee Members, of the 5 Audit Committee Members only 2 were members of the Board of Commissioners where one of them was an Independent Commissioner. While the other 3 people came from independent parties.	Annual Report 2018, p. 278
E.2.20	Is the chairman of the Audit Committee an independent director/commissioner?	The Chairman of the Audit Committee is held by an Independent Commissioner. Based on the composition of the latest Audit Committee Members, the chairman of the Audit Committee is held by Paiman Raharjo who is also an Independent Commissioner.	Annual Report 2018, p. 279-280 Annual Report 2018 p. 61-62
E.2.21	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?	The company has not disclosed the Audit Committee Charter.	http://pgn.co.id/tata-kelola?lang=en Annual Report 2018, p. 280-281
E.2.22	Does at least one of the independent directors/commissioners of the committee have accounting expertise	In the composition of the Audit Committee Members there are 1 Independent Commissioner who has experience in accounting.	Annual Report 2018, p. 279-280

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	(accounting qualification or experience)?		
E.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	During 2018 the Audit Committee held 31 Audit Committee meetings.	Annual Report 2018, p. 282
E.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	The Audit Committee as a supporting organ of the Board of Commissioners has the main responsibility of recommending the appointment, reappointment and replacement of external auditors.	Annual Report 2018, p. 279-280
E.3	Board's Meetings and Attendance		
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	The company has set a schedule for the Board of Directors / Board of Commissioners meeting before the meeting.	Annual Report 2018, p. 244-248
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	During 2018, the Board of Commissioners held 19 meetings. While the Board of Directors has held 63 meetings.	Annual Report 2018, p. 244-248, p. 257-262
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	During 2018, the attendance of each member of the Board of Directors and Board of Commissioners in the meeting was above 75%.	Annual Report 2018, p. 244-248, p. 257-262
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	Board of Directors' Meetings or Board of Commissioners Meetings are legitimate and have the right to make binding decisions if more than 1/2 part of the total number of Members of the Board of Directors or Board of Commissioners is present or represented at the meeting.	Article of Association, article no.25
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least	Throughout 2018, the Board of Commissioners held meetings separately without the presence of the Board of	Annual Report 2018, p. 244-248

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	once during the year without any executives present?	Directors (Board of Commissioners Internal Meeting) 10 times.	
	Information Access		
E.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	The company has not disclosed the provisions on how many days the meeting material is given before the meeting is held to the Board of Directors or the Board of Commissioners	Board Manual p. 64-65 (BOD) Board Manual p. 111-112 (BOC) Board Manual p. 131-132 (joint meeting)
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	The Corporate Secretary has played an important role in accordance with his functions and duties to support the Board of Directors and the Board of Commissioners in carrying out their responsibilities	Annual Report 2018, p. 291-292.
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	During 2018, the Corporate Secretary has attended training that is tailored to its functions and duties. The Corporate Secretary also has experience in accordance with his field of work.	Annual Report 2018, p. 292 Annual Report 2018, p. 68
	Board Appointment and Re-election		
E.3.9	Does the company disclose the criteria used in selecting new Directors / Commissioners?	The company has disclosed the requirements / criteria for the selection of members of the Board of Directors and the Board of Commissioners, including for Independent Commissioners	Articles of Association, Articles No. 11 p. 60-63 Articles of Association, Articles No. 14 p. 108-112 Annual Report 2018, p. 243
E.3.10	Does the company disclose the process in appointing new Directors / Commissioners?	The general succession process of Directors has been disclosed by the Company. While the succession process of the Board of Commissioners has not been fully disclosed by the Company.	Annual Report 2018, p. 285-286 Board Manual p.141-142

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E.3.11	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years ² each?	<p>The appointment of the Board of Directors / Board of Commissioners is effective from the date specified in the GMS where the member of the Board of Directors / Board of Commissioners concerned is appointed and ends no later than 5 years after the relevant person has assumed the position of Member of the Board of Directors / Board of Commissioners.</p> <p>After the term of office ends, Members of the Board of Directors / Board of Commissioners can be reappointed by the GMS for 1 term.</p>	<p>Articles of Association, Article 11 poin 12 a, b and c</p> <p>Articles of Association, Article 14 poin 14 and b</p>
Remuneration Matters			
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	The company has disclosed policies and procedures for determining remuneration for Directors and Managing Directors.	Annual Report 2018, p. 266-271
E.3.13	Is there a disclosure of the salary structure for the Commissioner?	The company has disclosed the remuneration structure for the Board of Commissioners	Annual Report 2018, p. 249-251
E.3.14	Do shareholders or the Board of Commissioners approve the remuneration of the Directors and / or senior management?	The Directors' Remuneration has been approved by the Shareholders.	<p>Invitation AGM EGM</p> <p>Summary Result AGM 2019</p> <p>Summary Result EGM 2019</p>
E.3.15	Do Independent Commissioners accept options, bonus shares or bonuses?	The company has the same treatment both for the Independent Commissioner and other members of the Board of Commissioners. The company does not provide options, bonus shares or bonuses to members of the Board of Commissioners including Independent Commissioners	Annual Report 2018, p. 251

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Internal Audit			
E.3.16	Does the company have a separate internal audit function?	Separately, the Company has an Internal Audit function carried out by the Internal Audit Division which is structurally under the President Director	Annual Report 2018, p. 293-296. Board Manual, p. 87
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	The company has fully disclosed the profile of the Division Head of Internal Audit.	Annual Report 2018, p. 293
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	The Head of Internal Audit Division is appointed and dismissed by the President Director with the approval of the Board of Commissioners	Annual Report 2018, p. 293. Board Manual p 150-154 Good Corporate Governance Guidelines, p. 31-32
Risk Oversight			
E.3.19	Does the company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?	The company has disclosed internal control procedures and risk management implemented in the Company	Annual Report 2018, p. 293 - 308
E.3.20	Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	The company has disclosed the Company's efforts to evaluate the effectiveness of the Company's internal control system and risk management system.	Annual Report 2018, p. 293 – 308 Annual Report 2018, p.296 (for internal control)
E.3.21	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial,	The company has disclosed the management of the Company's main risks.	Annual Report 2018, p. 305 - 307

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	operational including IT, environmental, social, economic)?		
E.3.22	Does the Annual Report/Annual CG Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	The 2018 Annual Report does not yet contain the Directors' statement regarding the adequacy of the internal control / risk management system in the Company.	
E.4	Board Chairman		
E.4.1	Do different persons assume the roles of chairman and CEO?	The positions of the President Commissioner and the President Director of the Company are held by different people. The President Commissioner is held by IGN Wiratmaja Puja while the President Director is held by Gigih Prakoso.	Annual Report 2018, p. 238 and p. 239.
E.4.2	Is the chairman an independent director/commissioner?	Based on the composition of the Board of Commissioners it is known that the President Commissioner is not held by an Independent Commissioner.	Annual Report 2018, p. 239.
E.4.3	Is any of the directors a former CEO of the company in the past 2 years?	The President Commissioner has never served as Managing Director of the Company.	Annual Report 2018, p. 61
E.4.4	Are the roles and responsibilities of the chairman disclosed?	The company specifically has not disclosed the duties and responsibilities of the President Commissioner.	Board Manual, p. 92
	Lead Independent Director		
E.4.5	If the Chairman is not independent, has the Board appointed a Lead/Senior Independent Director and has his/her role been defined?	Based on the composition of the Board of Commissioners, it is known that there are members of the Board of Commissioners who have work experience in accordance with the company's current industry.	Annual Report 2018, p. 61-62
E.4.6	Does at least one non-executive director/commissioner have prior	Several director/commissioner have prior working experience in the major sector that the company is operating in	Annual Report 2018, p. 61-62

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	working experience in the major sector that the company is operating in?		Annual Report 2018, p. 65-66
E.5	Board Performance Director Development		
E.5.1	Does the company have an orientation program for new Directors / Commissioners?	The company has a policy regarding the orientation program for new members of the Board of Directors / Board of Commissioners. In its implementation, the Company has held an introduction program for new members of the Board of Directors / Board of Commissioners.	Board Manual, p.191-196
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes	The company has policies related to the implementation of training programs for members of the Board of Directors / Board of Commissioners. The company has also announced the implementation of a training program that has been attended by members of the Board of Directors / Board of Commissioners.	Board Manual, p. 196-197. Annual Report 2018, p. 241 and 255-256.
	CEO/Executive management Appointments and Performance		
E.5.3	Does the company disclose the process on how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	The company in general has revealed how the Board of Commissioners plans regarding the succession of the Board of Directors.	Annual Report 2018, p. 243 Board Manual 3.13 p.140-141 Annual Report 2018, p. 285-286
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	The Board of Commissioners has carried out an annual performance assessment of the President Director which is generally carried out through the annual KPI of the Company. However, there has been no disclosure regarding the President Director's annual performance assessment conducted by the Board of Commissioners.	
	Board Appraisal		

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E.5.5	Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?	Assessment of the performance of the Board of Commissioners is conducted annually based on the KPI determined by the Shareholders. Performance appraisals are also carried out for Directors based on KPIs that have been set annually.	Annual Report 2018, p. 248-249.
Director Appraisal			
E.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?	The company has disclosed procedures for evaluating the performance of the Board of Commissioners and Directors.	Annual Report 2018, p. 248 and p. 263
Committee Appraisal			
E.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	The company has disclosed the criteria used in evaluating the performance of the Board of Commissioners and Directors.	Annual Report 2018, p. 248 and p. 263