

**ARTICLE OF ASSOCIATION**  
**PT BANK MANDIRI (PERSERO) Tbk.**  
**2021**



## **NAME AND DOMICILE**

### **Article 1**

1. This Limited Liability Company shall name **“LIMITED LIABILITY COMPANY (PERSERO) PT BANK MANDIRI Tbk”** or abbreviated as **“PT BANK MANDIRI (PERSERO) Tbk”**, hereinafter in the Articles of Association shall be referred to as the **“Company”**, having domicile and its registered office thereof in **South Jakarta**.
2. Company may open branch offices or representatives at any other places, both inside or outside of the territory of Republic of Indonesia provided that by obtaining the prior approval from the Board of Commissioners for any branch office or representative office outside of the territory of Republic of Indonesia.

## **TERM OF ESTABLISHMENT OF THE COMPANY**

### **Article 2**

This Company shall be established as of 2-10-1998 (second of October one thousand nine hundred and ninety-eight) and has obtained legal entity status as of 2-10-1998 (second of October one thousand nine hundred and ninety-eight) as well as established for an indefinite period of time.

## **PURPOSES AND OBJECTIVES AS WELL AS BUSINESS ACTIVITIES**

### **Article 3**

1. Purposes and objectives of the Company shall be to engage in business in the field of banking in accordance with the provisions in laws and regulations, as well as optimization of resources utilization owned by Company to generate high-quality banking services and strong competitiveness to gain/pursue profits in order to increase the value of the Company by applying the Limited Liability Company principles.

2. In achieving the aforementioned purposes and objectives, Company may perform business activities as follows:
  - a. Raising funds from the public comprising deposits consisting of demand deposits, time deposits, certificates of deposit, savings and / or other similar forms;
  - b. Providing credits;
  - c. Issuing promissory notes;
  - d. Buying, sell or guarantee at its own risk or on behalf of and based on instruction of its customers:
    - 1) Bank drafts including the bank drafts accepted by the bank with a tenor of no longer than the trading practice in the aforesaid instrument trading;
    - 2) promissory note and other securities whose the tenor thereof is no longer than the trading practice of such securities;
    - 3) treasury bills and government guarantees;
    - 4) Bank Indonesia certificates (SBI);
    - 5) Bonds;
    - 6) securities certificates in accordance with laws and regulations;
    - 7) Other securities with the tenor of which is in accordance with laws and regulations.
  - e. Transferring money either for its own interest or on behalf of customers;
  - f. Placing funds in, borrow funds from, or lend funds to other banks, either by letter, telecommunication facilities or by sight draft, check or other means;
  - g. Receiving payments from bills on securities and perform calculations with or among third parties;
  - h. Providing a place for goods and securities storage;
  - i. Performing custodian activities on behalf of other the parties based on contracts;

- j. Placing funds from one customer to another customer in the form of securities that are not listed on the Stock Exchange;
  - k. Performing factoring, credit card business and trustee activities;
  - l. Providing financing and/or perform other activities based on sharia principles, in accordance with the provisions stipulated by the competent authority;
  - m. Performing other activities normally performed by banks as long as not against the laws and regulations.
3. In addition to conducting business activities as referred to in paragraph (2) of this Article, Company may:
- a. performing activities in foreign currencies by complying with the provisions stipulated by the competent authority;
  - b. performing capital participation in banks or other companies in the financial sector, such as leasing, venture capital, securities companies, insurance, and settlement and deposit clearing institutions, by complying with the provisions stipulated by the competent authorities;
  - c. performing temporary equity participation to overcome the consequences of credit failure or financing failure based on sharia principles, provided that the participation shall be withdrawn, subject to the provisions stipulated by the competent authority;
  - d. acting as a pension fund founder and manager of pension funds in accordance with the provisions of the pension fund laws and regulations;
  - e. purchasing collateral, either in a whole or in a part thereof, through an auction or by other means in the event a debtor fails in fulfilling obligations thereof to Company, provided that the collateral purchased shall be disbursed as soon as possible.

In addition to the aforementioned business activities, Company may

also perform supporting business activities in order to optimize the utilization of its resources to support its main business activities to the extent not against the laws and regulations.

## **CAPITAL**

### **Article 4**

1. The authorized capital of the Company shall be in the amount of IDR16,000,000,000,000,- (sixteen trillion Rupiah) which is divided into:
  - a. 1 (one) Dwiwarna series A share; and
  - b. 63,999,999,999 (sixty-three billion nine hundred and ninety-nine million nine hundred and ninety-nine thousand nine hundred and ninety-nine) B series shares.each share shall have the nominal value of IDR250,- (two hundred and fifty Rupiah).
2. From the authorized capital, 46,666,666,666 (forty-six billion six hundred and sixty-six million six hundred and sixty-six thousand six hundred and sixty-six) shares have been issued and fully paid-up with a total nominal value of IDR 11,666,666,666,500,- (eleven trillion six hundred and sixty six billion six hundred and sixty six million six hundred and sixty six thousand five hundred Rupiah), which consists of:
  - a. 1 (one) Dwiwarna series A share with the total nominal value of IDR250,- (two hundred and fifty Rupiah); and
  - b. 46,666,666,665 (forty-six billion six hundred and sixty-six million six hundred and sixty-six thousand six hundred and sixty-five) B series shares with the total nominal value of IDR 11,666,666,666,500,- (eleven trillion six hundred and sixty six billion six hundred and sixty six million six hundred and sixty six thousand two hundred and fifty Rupiah).

3. 100% (one hundred percent) of the nominal value of each issued share as mentioned hereinabove, or the total amount of IDR 11,666,666,666,500,- (eleven trillion six hundred and sixty six billion six hundred and sixty six million six hundred and sixty six thousand five hundred Rupiah) have been subscribed and fully paid-up by each Shareholder of the Company.
4. By always with due observance of the provisions of the applicable laws and regulations including regulations in the field of Capital Market, subscription for shares may be made in the form of money or in other forms. Subscription for shares in the form of other than money, whether in the form of tangible or intangible goods, shall fulfill the following conditions:
  - a. the goods which shall be used as capital subscription shall be announced to public at the announcement of a General Meeting of Shareholders (hereinafter shall be referred to as “GMS”) regarding the relevant subscription;
  - b. the goods used as the capital subscription shall be assessed by an Appraiser registered with the Indonesia Financial Services Authority (hereinafter shall be referred to as “OJK”) and is not under pledge in any way whatsoever;
  - c. obtaining approval of GMS with the quorum as provided in Article 25 paragraph (1);
  - d. in the event that the object used as a capital subscription is made comprising the shares of a limited liability company conducting a Public Offering or a public company listed on the Stock Exchange, the price shall be determined based on the fair market value;
  - e. in the event that the subscription comes from the retained earnings, share premium of the net profit of the Company, and/or of own-equity, such retained earnings, share premium, net profit of the Company, and/or other own-equity have been included in the latest Annual Financial

Statements which have been audited by an accountant registered with the OJK, with unqualified opinion; and

- f. in the event that Company shall make additional capital by not providing Pre-emptive Rights (hereinafter shall be referred to as “**Rights**”), it shall obtain approval of GMS attended by the independent Shareholders as provided in Article 25 paragraph (3).
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5. The unissued shares shall be issued by the Board of Directors according to the capital needs of the Company at the time and by means and prices and requirements set out by a Meeting of the Board of Directors under the approval of GMS, regarding prices, General Meeting of Shareholders may delegate the authority to fix the prices to the Board of Commissioners, with due observance of the provisions set forth in this Articles of Association and the prevailing laws and regulations in the Capital Market sector in Indonesia, provided that such expenditure is not at the price below the par value.
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6.
    - a. If Company intends to increase capital through the issuance of shares and/or other equity securities, either share convertible securities either call-option securities, Company shall provide Rights to each Shareholder according to a certain ratio to the percentage of the share ownership.
    - b. Obligation to provide Rights in the issuance of shares and/or other equity securities in letter a of this paragraph shall not apply as further stipulated in the Capital Market laws and regulations.
    - c. Rights may be transferred and exchanged within the period as set out in the laws and regulations as well as the applicable Capital Market laws and regulations.
    - d. In the event that there shall be the remaining unsubscribed shares or other equity securities that are not subscribed by



Shareholders as referred to in paragraph (6) letter a in this article, in the event that there are standby buyers, the shares or other equity securities shall be allocated to certain parties acting as the standby buyers under the same price and terms.

- e. Issuance of the unissued shares in portfolios for the holders of the shares convertible Securities or call-option shares Securities, may be performed by the Board of Directors based on the previous GMS of the Company which has approved the issuance of such Securities.
  - f. Increase in the paid-up capital shall become effective after a subscription is made, and the shares issued have the same rights as shares having the same classification issued by Company, without prejudice to Company's obligation to administer notification to the Minister in the field of Law.
7. Increase of the authorized capital of the Company may only be made based on a resolution of GMS.
8. Amendments to Articles of Association in order to change the authorized capital shall be approved by the Minister of Law, provided that:
- a. Increase of the authorized capital resulting in the subscribed and paid-up capital becoming less than 25% (twenty five percent) of the authorized capital, may be made to the extent that:
    - 1. it has obtained approval from GMS to increase the authorized capital;
    - 2. it has obtained approval from the Minister in the field of Law;
    - 3. increase of the to issued and paid-up capital hence to

become less than 25% (twenty five percent) shall be made within no later than 6 (six) months after approval from the Minister in the field of Law.

4. in the event that the increase of the paid-up capital as referred to in point 3 hereinabove is not fully fulfilled, Company shall re-amend this Articles of Association hence the authorized capital and paid-up capital shall comply with the provisions of the Limited Liability Company Act (Company Act), within 2 (two) months after the period in point 3 above is not complied with;
  5. approval of GMS as referred to in point 1 hereinabove shall also include approval to amend this Articles of Association as referred to in Article 4 paragraph (8) letter b.
- b. Amendment of this Articles of Association in the framework of authorized capital addition which shall be effective after capital subscription is made resulting in the amount of paid-up capital to become less than 25% (twenty five percent) of the authorized capital and has the same rights as the other shares issued by Company with due observance to the provisions of this Articles of Association, without prejudice to obligation of the Company to process the approval for amendments to this Articles of Association from the Minister in the field of Law on the implementation of the additional paid-in capital.
9. Each increase in the capital through issuance of Equity securities may waive the aforementioned provisions, if laws and regulations, especially the laws and regulations in the Capital Market sector and the Stock Exchange regulations at the place where the shares of the Company are listed determine otherwise.

10. GMS as referred to in this Article shall be attended by Dwiwarna series A Shareholder and resolution of the Meeting shall be approved by Dwiwarna series A Shareholder.

## **SHARE**

### **Article 5**

1. Shares of the Company shall be the registered share and are issued on behalf of the owners registered in the Shareholders Registry which consists of:
  - a. Dwiwarna series A share which may only be specifically owned by the Republic of Indonesia; and
  - b. B series shares which may be owned by the Republic of Indonesia and/or public.
2. In the Articles of Association, "shares" shall mean Dwiwarna series A share and B series share, and the "Shareholder" shall be Dwiwarna series A Shareholder and B series Shareholders, unless expressly defined otherwise.
3. Company shall only admit one person or one legal entity as the authorized party to exercise the rights provided by law on the share.
4.
  - a. To the extent that in the Articles of Association is not stipulated otherwise, Dwiwarna series A Shareholder and B series Shareholders shall have the same rights and each 1 (one) share shall provide 1 (one) voting right
  - b. According to the Articles of Association, Dwiwarna series A share shall be the share specifically owned by the Republic of Indonesia that provides the holder, privilege as the Dwiwarna series A Shareholder.
  - c. Privileges of Dwiwarna series A Shareholder shall be:

- 1) the right to approve in GMS pertaining to the following matters:
    - a) approval on amendment of the Articles of Association;
    - b) approval on any change in capital;
    - c) approval on appointment and dismissal of members of the Board of Directors and members of the Board of Commissioners;
    - d) approval related to merger, consolidation, acquisition, spin-off and liquidation of the Company;
    - e) approval on remuneration of members of the Board of Directors and members of the Board of Commissioners;
    - f) approval on take-over and pledge of assets which pursuant to Articles of Association shall require approval of GMS;
    - g) approval on participation and decrease of percentage of capital participation in other company which pursuant to Articles of Association shall require approval of GMS;
    - h) approval on the use of the net profits;
    - i) approval on investment and non-operating long-term financing which pursuant to Articles of Association shall require approval of GMS;
  - 2) the rights to propose GMS agenda;
  - 3) the rights to request and access data and documents of the Company;
  - 4) the rights to propose binding nomination over candidate members of the Board of Directors and candidate members of the Board of Commissioners;
- with the mechanism of use of the privileges concerned shall be pursuant to the provisions in the Articles of Association

- and laws and regulations.
- d. Except for the privileges as mentioned in letter c of this paragraph and in other part of Articles of Association, B series Shareholder shall have the same rights with due observance of the provisions of Article 25.
  5. If a share is transferred due to inheritance or due to any other reason whatsoever, it becomes the property of more than 1 (one) person, then the co-owners shall appoint one among them and those who are appointed shall be recorded as their joint-proxy in the Shareholders Registry, who has the rights to exercise the rights conferred by law to the shares.
  6. In the event that the co-owners fail to notify Company in writing of the appointment of the joint-proxy, Company shall consider the Shareholder whose name is registered in the Shareholders Registry of the Company as the only legal holder of such shares.
  7. Each Shareholder according to law shall be subject to Articles of Association and all resolutions legally taken in GMS as well as laws and regulations.
  8. As for all shares of the Company that are registered in Stock Exchange, shall apply the applicable Capital Market laws and regulations of Stock Exchange at the place the shares of the Company are registered.

## **SHARE CERTIFICATE**

### **Article 6**

1. Proof of share ownership shall be as follows:
  - a. In the event that the shares of the Company are not included in the Collective Depository at the Settlement and Settlement and Depository Agency, Company shall be

required to provide proof of share ownership in the form of share certificates or collective share certificates to its shareholders.

- b. In the event that shares of the Company are included in the Collective Depository at the Settlement and Settlement and Depository Agency, Company shall be required to issue certificates or written confirmation to the Settlement and Settlement and Depository Agency as proof of recording in the Shareholders Registry of the Company.
2. Company shall issue share certificates on behalf of the owner who is registered in the Shareholders Registry of the Company, pursuant to the applicable Capital Market laws and regulations of Stock Exchange at the place the shares of the Company are registered.
3. Company may issue collective share certificates proving the ownership of 2 (two) shares or more shares owned by one Shareholder.
4. A share certificate shall specify:
  - a. name and address of Shareholder;
  - b. serial number of share certificate;
  - c. issuance date of share certificate;
  - d. nominal value of share.
5. A collective share certificate shall specify:
  - a. names and addresses of Shareholders;
  - b. serial number of collective share certificate;
  - c. issuance date of collective share certificate;
  - d. nominal value of share and nominal value of collective shares;
  - e. numbers of share and number of the relevant share certificate.

6. Each share certificate, collective share certificate, convertible bond, warrant and/or other equity convertible securities shall contain signature of the President Director and the President Commissioner, or if the President Commissioner is unavailable or not available, the matter of which shall be unnecessarily proven to the other third party, then by President Director and one member of the Board of Commissioners, or if President Director and President Commissioner are unavailable or not available, the matter of which shall be unnecessarily proven to the other third party, then by one Director and one member of the Board of Commissioners, the signatures may be printed directly on the share certificate, collective share certificate, convertible bond, warrant and/or other equity convertible securities, with due observance of the applicable Capital Market laws and regulations of Stock Exchange at the place the shares of the Company are registered.
7. In the event that Company shall issue share certificates, share ownership may be proven with share ownership certificate issued by Company.
8. All share certificates and/or collective share certificates issued by Company may be pledged with due observance of the provisions of the Capital Market laws and regulations and Company Act.

## **SUBSTITUTE SHARE CERTIFICATE**

### **Article 7**

1. If a share certificate is damaged, substitution to such share certificate may be made if:
  - a. the party submitting the written application for share certificate substitution is the owner of the share certificate;
  - b. Company has received the damaged share certificate;

- c. the original damaged share certificate shall be returned and may be exchanged with a new share certificate which the serial number of it is the same as the number of the original share certificate; and
  - d. Company shall destroy the original of the damaged share certificate after issuing the substitute share certificate.
2. In the event that a share certificate is lost, a substitute share certificates may be made if:
  - a. the party submitting the written application for share certificate substitution is the owner of the share certificate;
  - b. Company has obtained reporting document from the Police of the Republic of Indonesia for the lost of the share certificate;
  - c. the party submitting the written application for share certificate substitution shall provide guarantee the Board of Directors of the Company considers necessary; and
  - d. issuance plan to substitute the lost share certificate shall have been announced in the Stock Exchange where the shares of the Company are registered within at least 14 (fourteen) days prior to the issuance of the substitute share certificate.
3. After the substitute share certificate is issued, the share certificate that has been substituted shall no longer be applicable for Company.
4. All costs for issuing the substitute share certificate shall be borne by the interested Shareholder.
5. The provisions mentioned hereinabove pertaining to issuance of substitute share certificate shall also be applicable for issuance of a substitute collective share certificate or equity securities.



## **COLLECTIVE DEPOSITORY**

### **Article 8**

1. As for the shares that are in the Collective Depository, the provisions in this Article shall apply for:
  - a. shares in the Collective Depository in the Depository and Settlement Agency shall be recorded in the Shareholders Registry of the Company on behalf of the Depository and Settlement Agency;
  - b. shares in the Collective Depository in Custodian Bank or Securities Company that are recorded in a Securities account in the Depository and Settlement Agency shall be recorded on behalf of the Custodian Bank or Securities Company concerned for the interests of the account holder at the Custodian Bank or Securities Company;
  - c. if any share in the Collective Depository in Custodian Bank is a part of Mutual Fund portfolio in the form of a collective investment contract and is not included in the Collective Depository in the Depository and Settlement Agency, Company shall register the share in the Shareholders Registry of the Company on behalf of the Custodian Bank for the interests of the owner of Participation Unit of Mutual Fund in the form of collective investment contract;
  - d. Company shall issue the certificate or confirmation to the Depository and Settlement Agency as referred to in letter a of this paragraph or Custodian Bank as referred to in letter c of this paragraph as the registration proof in the Shareholders Registry of the Company;
  - e. Company shall transfer the shares in the Collective Depository which are registered on behalf of the Depository and Settlement Agency or Custodian Bank for Mutual Fund in the form of collective investment contract in the

Shareholders Registry of the Company to become on behalf of the party appointed by the Depository and Settlement Agency or Custodian Bank concerned;

- f. application for such transfer submitted by the Depository and Settlement Agency or Custodian Bank to Company or the Securities Administration Bureau appointed by Company;
- g. Depository and Settlement Agency, Custodian Bank or Securities Company shall be required to issue confirmation to account holders as the registration proof in a Securities account;
- h. in a Collective Depository, each share of the same type and classification which are issued by Company shall be commensurate and interchangeable among another;
- i. Company shall reject share registration into a Collective Depository if the share certificate is lost or destroyed, unless the party requesting for mutation may provide proof and or sufficient guarantee if the party is true as Shareholder and the share certificate is true lost or destroyed;
- j. Company shall reject share the registration in the Collective Depository if the share is pledged, under confiscation based on a Court order or confiscated for investigation of a crime;
- k. a Securities account holder whose Securities account thereof are recorded in a Collective Depository shall be entitled to attend and/or vote at a GMS in accordance with the number of shares he/she own in the account;
- l. Custodian Bank or Securities Company shall submit Securities account register and the number of shares of the Company owned by each account holder to the Custodian Bank or Securities Company to the Depository and Settlement Agency, to further be submitted to Company within no later than 1 (one) business day prior to Summons for GMS;
- m. Investment Manager shall be entitled to cast vote in the GMS over the shares of the Company that are included in the

Collective Depository to a Custodian Bank which constitute part of Mutual Fund securities portfolio in the form of collective investment contract and are not included in a Collective Depository in the Depository and Settlement Agency provided that the Custodian Bank is obliged to submit the name of the Investment Manager within no later than 1 (one) business day prior to Summons for GMS;

- n. Company shall submit dividend, bonus share or other rights in relation to share ownership to the Depository and Settlement Agency over the shares in the Collective Depository to the Depository and Settlement Agency and then the Depository and Settlement Agency shall submit dividend, bonus share or other rights to Custodian Bank and to Securities Company for the interests of each account holder in the Custodian Bank and the Securities Company;
- o. Company shall submit dividend, bonus share or other rights in relation to share ownership to Custodian Bank over the shares in the Collective Depository to Custodian Bank which constitute the part of the Mutual Fund securities Portfolio in the form of collective investment contract and are not included into Collective Depository to the Depository and Settlement Agency;
- p. cut-off time for determination the Securities account holder being entitled to receive dividend, bonus share or other rights in connection with share ownership in Collective Custody shall be determined by GMS provided that Custodian Bank and Securities Company are required to submit register of Securities account holder and the number of shares of the Company owned by each Securities account holder to the Depository and Settlement Agency within no later on the date that becomes the determination basis of Shareholders being entitled to obtain dividend, bonus share or other rights(cum date), to be further submitted to

Company within no later than 1 (one) business day after the date that becomes the determination basis of Shareholders being entitled to obtain dividend, bonus share or other rights (cum date).

2. Provisions regarding Collective Depository shall be subject to the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.

## **SHAREHOLDERS REGISTRY AND SPECIAL REGISTRY**

### **Article 9**

1. Board of Directors shall prepare and maintain Shareholders Registry and Special Registry, as well as provide it at the domicile of the Company.
2. Shareholders Registry shall at least include:
  - a. names and addresses of Shareholders;
  - b. numbers, serial number, and acquisition date of the shares owned by Shareholders;
  - c. the amount subscribed for each share;
  - d. names and addresses of individuals and legal entities of the pledgees of shares or as beneficiaries of fiduciary security holder of shares and the pledge date or the registration date of the said fiduciary security;
  - e. information on share subscription in the form of other than money; and
  - f. other information the Board of Directors considers necessary.
3. Special Registry shall record information on the share ownership and/or change of share ownership of members of the Board of Directors and members of the Board of Commissioners as well as

their families in Company and/or in other companies as well as the acquisition date of the shares.

4. Shareholders shall notify each residential change by a letter accompanied with a receipt thereof to the Board of Directors. To the extent that the notification has yet to be made, all summons and notifications to Shareholders shall be legal if addressed to the addresses of Shareholders lastly recorded in the Shareholders Registry.
5. Board of Directors shall keep and maintain Shareholders Registry and Special Registry properly.
6. Each Shareholder shall be entitled to inspect the Shareholders Registry and Special Registry at Company office or at the office of the Securities Administration Bureau appointed by Company during business hours.
7. Board of Directors of the Company may appoint and confer authority to the Securities Administration Bureau to perform share registration in Shareholders Registry and Special Registry. Each registration or record in Shareholders Registry including record on sale, transfer, collateral, pledge or fiduciary security, related to shares of the Company or any rights or interests over shares shall be made pursuant to the Articles of Association and the applicable Capital Market laws and regulations.
8. Provisions in this Article shall be valid to the extent that not stipulated otherwise in the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.
9. In the event of sale, transfer, collateral in the form of pledge,

fiduciary security, or related to shares of the Company or cession (*cessie*) with respect to rights or interest on share, the interested party shall report in writing to the Board of Directors or the party appointed by the Board of Directors to be recorded and registered in the Shareholders Registry, pursuant to Articles of Association with due observance of the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.

## **TRANSFER RIGHTS ON SHARE**

### **Article 10**

1. In the event of a change in share ownership, the initial owner who is registered in the Shareholders Registry shall be deemed to remain being the owner of the shares until the name of the new owner has been recorded in the Register of Shareholder, such matter shall be with due observance of the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.
2.
  - a. Unless specified otherwise in laws and regulations as well as Capital Market regulations and the Articles of Association, transfer of rights on share shall be proven with a document duly signed by or on behalf of the transferor and by or on behalf of the relevant transferee. Document of transfer of rights on share shall be subject to form and substances acceptable by the Board of Directors.
  - b. Transfer of rights on shares that are included in the Collective Depository shall be made by the transfer from one Securities account to another Securities account in the Depository and Settlement Agency, Custodian Bank and securities Companies. Document of transfer of rights on share shall be in the form as specified by and/or acceptable

by the Board of Directors provided that the document of transfer of rights on share that is recorded in Stock Exchange shall comply with regulations of the Stock Exchange at the place the shares of the Company are registered as well as laws and regulations and the related provisions.

3. Board of Directors may reject by rendering the reason thereof, to register the transfer of right on share in the Shareholders Registry of the Company, if the methods required in the Articles of Association are not fulfilled or if one of the conditions in the license conferred to Company or other matters required by the competent authority are not fulfilled.
4. If Board of Directors refuses to register transfer of rights on share, Board of Directors shall deliver notification of refusal to the party transferring its rights within no later than 30 (thirty) days after the application date for registration is received by the Board of Directors with due observance of the applicable Capital Market laws and regulations of the Stock Exchange at the place the shares of the Company are registered.
5. Regarding the shares of the Company that are recorded in the Stock Exchange at the place the shares of the Company are registered, each refusal to register transfer of rights shall be in accordance with the regulations of the Stock Exchange at the place the shares of the Company are registered.
6. Registration of transfer of rights on share may not be made within the period as of the announcement date of Summons for GMS until the closing date of GMS concerned with due observance of the applicable Capital Market laws and regulations.

7. Any person who obtain right on share due to a death of the Shareholder or due to any other reasons resulting in ownership of share, based on law, is transferred, may submit a proof of his/her rights, as required by the Board of Directors, by submitting the written application to be registered as the Shareholder of the share. Registration may only be made if the Board of Directors accept based on the proof of rights and without prejudice to the provisions in the Articles of Association.
8. All restrictions, prohibitions and provisions in the Articles of Association stipulating the transfer of rights on shares and registration of the transfer of rights on shares shall also apply to the transfer of rights on shares according to paragraph (6) of this Article.
9. Shareholder as referred to in Article 20 paragraph (6) letter a points i and ii shall be obliged not to transfer his/her share ownership within at least 6 (six) months as of the announcement of GMS by the Board of Directors or Board of Commissioners or determined by the Chairman of District Court.
10. Form and procedure of the transfer of rights on shares being traded in Stock Exchange shall comply with the Capital Market laws and regulations as well the Stock Exchange rules at the place at which the shares of the Company are registered, except for the rights on Dwiwarna series A share which may not be transferable to the other party, whosoever.

## **BOARD OF DIRECTORS**

### **Article 11**

1. Company shall be managed and led by the Board of Directors the



number of which shall be adjusted to the needs of the Company, at least consisting of 3 (three) persons, one among them shall be appointed as the President Director, and if necessary one other member of the Board of Directors may be appointed as the Vice President Director.

2. Requirements of members of the Board of Directors shall comply with the provisions of:
  - a. Company Act;
  - b. applicable Capital Market laws and regulations; and
  - c. other laws and regulations applicable for and in relation to business activities of the Company.
  
3. A person who may be appointed as a member of the Board of Directors shall be an individual, who complies with the requirements at the appointment time and during the term of office:
  - a. having good moral and integrity;
  - b. being capable of doing legal action;
  - c. within 5 (five) years prior to the appointment and during the term of office:
    - 1) has never been declared bankrupt;
    - 2) has never become a member of the Board of Directors and/or member of the Board of Commissioners who is convicted guilty causing a Limited Company (including Company) to be declared bankrupt;
    - 3) has never been sentenced of committing a crime that causing losses to state finances and/or in relation to financial sector;
    - 4) has never become a member of the Board of Directors and/or member of the Board of Commissioners the during the term of office thereof:
      - a) ever failed in holding the Annual GMS;

- b) the accountability as a member of the Board of Directors and/or member of the Board of Commissioners, has ever been rejected by GMS or ever failed submitting the accountability as a member of the Board of Directors and/or member of the Board of Commissioners to GMS; and
    - c) ever causing a company that obtained a license, approval, or registration from OJK failed in fulfilling the obligation to deliver the Annual report and/or financial report to OJK.
  - 5) having commitment to comply with the laws and regulations;
  - 6) having the knowledge and/or expertise in the fields as required by Company; and
  - 7) complying with other requirements as specified in paragraph (2) of this Article.
4. Compliance with the requirements as referred to in paragraph (3) of this Article, shall be made in a statement letter signed by the candidate member of the Board of Directors and the letter shall be submitted to Company. The statement letter shall be examined and documented by Company.
5. Company shall perform GMS to substitute any member of the Board of Directors who does not comply with the requirements.
6. Appointment of a member of the Board of Directors who fails in complying with the requirements as referred to in paragraph (2) of this Article shall null and void as of the other member of the Board of Directors or member of the Board of Commissioners have knowledge of such failure, based on valid evidence, and to the relevant member of the Board of Directors shall be rendered written notice with due observance of the laws and regulations.

7. Within a period of no later than 2 (two) business days as of being found out that the appointment of a member of the Board of Directors is not in compliance with the requirements, the other members of the Board of Directors or member of the Board of Commissioners, shall announce the cancellation of appointment of the relevant member of the Board of Directors in an announcement media with due observance of the applicable Capital Market laws and regulations, and within no later than 7 (seven) days to notify the Minister to be recorded pursuant to laws and regulations.
8. Any legal action that has been performed for and on behalf of the Company by such unqualified member of the Board of Directors prior to cancellation of the appointment of such member of the Board of Directors shall remain binding and become the responsibility of the Company.
9. Any legal action that is performed for and on behalf of the Company by a member of the Board of Directors who does not meet the requirements after the appointment is cancelled as referred to in paragraph (6) of this Article shall be illegal and shall become the personal responsibility of the relevant member of the Board of Directors.
10. Members of the Board of Directors shall be appointed and dismissed by GMS attended by Dwiwarna series A Shareholder and resolution of such GMS shall be approved by Dwiwarna series A Shareholder with due observance of the provisions in the Articles of Association. Members of the Board of Directors shall be appointed by GMS from the nominees proposed by Dwiwarna series A Shareholder, the nomination shall bind for GMS. This provision shall also be applied for a GMS that is performed in order to revoke or sustain the suspension resolution of a member of the Board of

Directors.

11. Resolution of GMS regarding appointment and dismissal of a member of the Board of Directors shall also stipulate the effective date of the appointment and dismissal. In the event that GMS does not stipulate, the appointment and dismissal of the member of the Board of Directors shall enter be effective as of the closing of GMS of such appointment or dismissal with due observance of the provisions of the laws and regulations.
12.
  - a. Member of the Board of Directors shall be appointed for a term of office as of the closing of GMS or any other date set out by the GMS appointing him/her and terminated at the closing of the 5<sup>th</sup> (fifth) GMS after the appointment date, provided that it shall not exceed the period of 5 (five) years, with due observance of the laws and regulations including the Capital Market regulations, however without prejudice to the right of GMS to dismiss members of the Board of Directors at any time prior to the term of office expires.
  - b. Such dismissal shall be effective as of the closing of GMS, unless of specified otherwise by GMS.
  - c. After the term of office expires, members of the Board of Directors may be re-appointed by GMS for once term of office.
13. GMS may dismiss members of the Board of Directors at any time by stating the reason thereof.
14. Reasons for the dismissal of a member of the Board of Directors as referred to in paragraph (13) of this Article shall be performed if based on facts, the relevant member of the Board of Directors, among others:
  - a. being unable/lack of ability to fulfill his/her obligations that as agreed in the management contract;

- b. being unable to perform his/her duties well;
  - c. violating the provisions of Articles of Association and/or laws and regulations;
  - d. being involved in any harmful action against Company and/or the state;
  - e. committing any action that breaches the ethics and/or propriety that should be respected as a member of the Board of Directors;
  - f. Found guilty based on a final and enforceable court verdict;
  - g. voluntarily resigns;
  - h. other reasons deemed appropriate by GMS for the sake of interests and objectives of the Company.
15. Resolution of dismissal due to the reasons as referred to in paragraph (14) of this Article shall be taken after the concerned person is rendered the opportunity to defend himself/herself, except for dismissal due to the reasons in paragraph (14) letters f and g of this Article.
16. Termination due to the reasons as referred to in paragraph (14) letters d and f of this Article shall be a dishonorable discharge.
17. Between members of the Board of Directors and among members of the Board of Directors and members of the Board of Commissioners, there may be no family relationship up to the third degree, either lineally or collaterally, including marital relationship.
18. In the event of circumstances as referred to in paragraph (17) of this Article, the GMS shall have the authority to dismiss one of them.
19. Members of the Board of Directors may be rendered salary and facilities and/or other allowance including *tantieme* (percentage bonus) and similar pension benefit and the amount of which shall

be determined by GMS and, such authority may be delegated to the Board of Commissioners.

20. If at any time for any reason there will be one or more positions of the Board of Directors become vacant:
  - a. Meeting of the Board of Directors shall appoint one of the other members of the Board of Directors to perform the duties of the vacant member of the Board of Directors with the same power and authorities.
  - b. With due observance of the provisions in Banking sector, GMS shall be performed to replenish the vacant position if it causes members of the Board of Directors to be less than 3 (three) persons one of them is President Director or the vacant position is President Director or other Director who is required by the provisions in Banking sector.
  - c. GMS as referred to in b of this paragraph shall be performed within no later than 90 (ninety) days as of the vacancy.
21. In the event that there is a member of the Board of Directors whose term of office expired and GMS has yet to appoint a substitution thereof, then the member of Board of Directors whose term of office has terminated may be determined by GMS to perform his/her duties with the same power and authority provided that the expired member of the Board of Directors may only take his/her term of office for 1 (one) term.
22.
  - a. If at any time due to any reasons whatsoever all members of the Board of Directors Company are vacant, then no later than 90 (ninety) days after the vacancy, GMS shall be performed to replenish the vacancy of the Board of Directors.
  - b. During the vacancy and GMS has yet to replenish the vacant position of the Board of Directors as referred to in letter a of this paragraph, then Company shall be temporarily managed

by the Board of Commissioners, with the same power and authority.

23.
  - a. A member of the Board of Directors may resign from his/her position prior to expiry of his/her term of office. In the event that a member of the Board of Directors has resigned, the relevant member of the Board of Directors shall submit a resignation application in writing regarding the said purpose to Company.
  - b. Company shall perform GMS to decide the resignation application of the member of the Board of Directors within no later than 90 (ninety) days after the resignation letter is received.
  - c. Company shall perform information disclosure to public and deliver to OJK within no later than 2 (two) business days after:
    - 1) the resignation letter is received by the Board of Directors as referred to in letter a of this paragraph; and
    - 2) the resolutions of the GMS as referred to in letter b of this paragraph.
  - d. Before the resignation becomes effective, the relevant member of the Board of Directors shall remain under obligation to complete his/her duties and responsibilities in accordance with Articles of Association and laws and regulations.
  - e. the resigning member of the Board of Directors shall only be free from responsibilities after obtaining a release and discharge of responsibilities from the Annual GMS.
24. Position of member of the Board of Directors shall be terminated if:
  - a. his/her resignation has been effective, as referred to in paragraph (23) letter b of this Article;
  - b. resigning;
  - c. the term of office expired;

- d. being dismissed based on resolution of GMS;
  - e. being declared bankrupt under a final and enforceable Commercial Court order or put under guardianship based on a Court verdict; or
  - f. No longer comply with the requirements as member of the Board of Directors based on the provision of Articles of Association and laws and regulations.
25. Provision as referred to in paragraph (24) letter f of this Article shall include but not limited to prohibited concurrent positions.
26. For any member of the Board of Directors who quits prior to or after the term of office expired, unless quits due to pass away, the relevant person shall deliver accountability on his/her actions which has yet to be accepted by GMS.
27. Members of the Board of Directors may be temporarily suspended at any time by the Board of Commissioners by stating the reason if they act contrary to Articles of Association or there are indications of taking harmful against the Company or fails in complying with obligations thereof or there is an urgent reason for Company, with due observance of the following provisions:
- a. the suspension shall be notified in writing to the member of the Board of Directors accompanied with the reasons causing the action with a copy to the Board of Directors;
  - b. the notice as referred to in letter a of this paragraph shall be delivered within no later than 2 (two) business days after the stipulation of the suspension;
  - c. the suspended a member of the Board of Directors shall not be authorized to perform management of the Company for the interests of the Company in accordance with the purposes and objectives of the Company or represent Company both before and outside of Court;



- d. within no later than 90 (ninety) days after the suspension, Board of Commissioners shall perform a GMS to revoke or sustain the resolution of the suspension;
- e. by the lapse of period for holding the GMS as referred to in letter d of this paragraph or GMS is unable to take a resolution, the suspension shall be cancelled;
- f. limitation of authority in letter c paragraph shall apply as of the resolution of suspension by the Board of Commissioners until:
  - 1) there is a resolution of the GMS which sustains or cancels the suspension in letter d of this paragraph; or
  - 2) by lapse of period in this letter d.
- g. in GMS as referred to in letter d of this paragraph, the relevant member of Board of Directors shall be rendered the opportunity to defend himself/herself;
- h. a suspension is unable to be extended or set back with the same reason, if the suspension is declared to be cancelled as referred to in letter e of this paragraph;
- i. if GMS cancels the suspension or a condition occurs as referred to in letter e of this paragraph, the relevant member of the Board of Directors shall perform his/her duties as appropriately;
- j. in the event that GMS sustains the suspension resolution, the relevant member of the Board of Directors shall be permanently dismissed;
- k. if the member of the Board of Directors who is temporarily suspended shall not attend the GMS after being summoned in writing, the member of the Board of Directors who is temporarily suspended shall be deemed not to use his/her rights to defense himself/herself in GMS and has accepted GMS resolution;
- l. Company shall make information disclosure to public and deliver to OJK pertaining to:

- 1) the resolution of suspension; and
  - 2) the resolutions of GMS to revoke or sustain the suspension resolution as mentioned to in letter d of this paragraph, or an information regarding cancellation of the suspension by the Board of Commissioners due to failure in holding the GMS until expiration of the period as referred to in letter e of this paragraph, within no later than 2 (two) business days after the event occurred.
28. Members of the Board of Directors shall be prohibited to have concurrent positions as mentioned below, namely to serve as:
- a. member of the Board of Directors at a State-Owned Enterprise, Regional-Owned Enterprise, Private-Owned Enterprise;
  - b. member of the Board of Commissioners and or Supervisory Board at a State-Owned Enterprise;
  - c. other structural and functional positions at any central government and/or regional agency/institution;
  - d. administrator of political party, member of the People's Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or regional head/deputy regional head;
  - e. candidate/member of the People's Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or candidate regional head/candidate deputy regional head;
  - f. other position that may create a conflict of interest; and/or
  - g. other position in accordance with the provisions in laws and regulations.
29. For concurrent positions of the Board of Directors that are not

included in the provisions of paragraph (28) of this Article, the approval from Meeting of the Board of Commissioners shall be required.

**DUTIES, AUTHORITIES AND OBLIGATIONS OF THE BOARD OF  
DIRECTORS  
Article 12**

1. Board of Directors perform all actions in relation to and shall be responsible for management of the Company for the interests of the Company in accordance with the purposes and objectives of the Company as well as to represent Company both before and outside of Court regarding all matters and all affairs under the limitation as provided in laws and regulations, Articles of Association, and/or Resolution of GMS.
2. In performing the duties as referred to in paragraph (1) of this Article:
  - a. Board of Directors shall have the rights and authorities among other things:
    - 1) stipulating policy as considered appropriate in the management of the Company;
    - 2) arranging the delegation of power of the Board of Directors to represent Company before and outside of Court to a person or persons specially appointed for this, including employees of the Company either individually or jointly and/or to other bodies;
    - 3) stipulating provisions concerning Company employees including determination of wages, pensions, or pension benefits and other income for Company employees based on laws and regulations;
    - 4) appointing and dismiss Company employees based on regulation of employment and other laws and

- regulations;
- 5) appointing and dismiss the Corporate Secretary and/or Head of Internal Supervisory Unit with the approval of the Board of Commissioners;
  - 6) writing-off bad debts with the provisions as stipulated in the Articles of Association and to be further reported to the Board of Commissioners and to be accounted for in Annual Report;
  - 7) no longer collect interest receivables, fines, fees, and other receivables other than the principal made for the purpose of restructuring and/or settlement of receivables as well as to take other actions in the context of settlement of the Company's receivables with the obligation to report to the Board of Commissioners whose reporting terms and procedures are determined by the Board of Commissioners;
  - 8) performing all actions and other deeds regarding management and ownership of assets of the Company, to bind Company with other party and/or other party with Company, and represent Company before and outside of Court regarding all things and all events, with restrictions as stipulated in laws and regulations, Articles of Association and/or GMS resolution
- b. Board of Directors shall:
- 1) making an effort and ensure the implementation of the Company's business and activities in accordance with its purposes and objectives as well as its business activities;
  - 2) preparing in due time the Long-Term Plan of the Company, Annual Business Plan plan and Budget of the Company and other business plans and changes to

- be submitted to the Board of Commissioners and to obtain approval from the Board of Commissioners;
- 3) preparing Shareholder Register, Special Register, Minutes of GMS, and Minutes of Meeting of the Board of Directors;
  - 4) preparing the Annual Report which contains, among other things, financial reports, as a form of accountability for the management of the Company, as well as financial documents of the Company as referred to in the Law regarding Company Documents.;
  - 5) preparing financial statement as referred to in number 4) of this paragraph based on Financial Accounting Standards and submit to a Public Accountant to be audited;
  - 6) submitting the Annual Report after being reviewed by the Board of Commissioners at the latest 5 (five) months after fiscal year of the Company expired to GMS for approval and ratification;
  - 7) providing explanation to GMS regarding the Annual Report;
  - 8) submitting the Balance Sheet and Profit and Loss Statement which has been approved by GMS to the Minister in accordance with the provisions of the laws and regulations;
  - 9) preparing other reports required by the provisions of the laws and regulations;
  - 10) maintaining Shareholder Register, Special Register, Minutes of GMS, Minutes of Meeting of the Board of Commissioners and Minutes of Meeting of the Board of Directors, Annual Report and financial documents of the Company as referred to in number 4) and number 5) of this paragraph, and other documents of

- the Company;
- 11) maintaining at the domicile of the Company: Shareholder Register, Special Register, Minutes of GMS, Minutes of Meeting of the Board of Commissioners and Minutes of Meeting of the Board of Directors, Annual Report and financial documents of the Company as well as other documents of the Company;
  - 12) procuring and maintain bookkeeping and administration of the Company in accordance with the custom for a company;
  - 13) arranging the accounting system in accordance with Financial Accounting Standards and based on the principles of internal control, especially the management, recording, storage and supervision functions;
  - 14) providing periodic reports according to the method and time according to the provisions, as well as other reports whenever requested by the Board of Commissioners and/or Dwiwarna series A Shareholder, with due observance of the laws and regulations in the Capital Market sector;
  - 15) preparing the complete organizational structure of the Company with details and duties thereof;
  - 16) providing an explanation of all the questions asked or requested by members of the Board of Commissioners and Dwiwarna series A Shareholder, with due observance of the laws and regulations as well as Capital Market regulations;
  - 17) performing other obligations in accordance with the provisions stipulated in the Articles of Association and stipulated by GMS.

3. In performing its duties, Board of Directors shall devote its energy, thoughts, attention and full dedication to the duties, obligations and achievement of the Company's goals.
4. In performing its duties, Board of Directors shall comply with the Articles of Association of the Company and the laws and regulations as well as shall be required to perform the principles of professionalism, efficiency, transparency, independence, accountability, responsibility and fairness.
5. Each member of the Board of Directors shall perform the duties and responsibilities as referred to in paragraph (1) of this Article in good faith, full of responsibility and prudence, for the interests and business of the Company with due observance of the laws and regulations.
6.
  - a. Each member of the Board of Directors shall be jointly and severally responsible for any losses of the Company caused by the willful misconduct or negligence of the members of the Board of Directors in performing their duties.
  - b. Members of the Board of Directors may not be performed responsible for any losses of the Company as referred to in letter a of this paragraph, if they are able to prove that:
    - 1) the loss is not due to his/her willful misconduct or negligence;
    - 2) having performed management in good faith, full of responsibility and prudence for the interests and in accordance with the purposes and objectives of the Company;
    - 3) having no conflict of interest, either directly or indirectly, over management actions that result in losses; and
    - 4) having taken steps to prevent the loss from arising or

continuing.

7. The actions of the Board of Directors below shall obtain the written approval from the Board of Commissioners:
  - a. to dispose/transfer and/or collateralize assets of the Company with the criteria and value exceeding a certain amount as determined by the Board of Commissioners, with due observance of the laws and regulations in the Capital Market and banking sector;
  - b. to cooperate with other business entity or other party, in the form of joint operation (KSO), business cooperation (KSU), licensing cooperation, Build, Operate and Transfer/BOT, Build, Transfer and Operate/BTO, Build, Operate and Own/BOO and other agreements that have the same nature whose term or value exceeds the value set by the Board of Commissioners;
  - c. to set and change Company's logo;
  - d. to set the organizational structure 1 (one) level under Board of Directors;
  - e. making capital participation, dispose of equity participation including changes in capital structure with a certain value as determined by the Board of Commissioners in other Limited Company, subsidiary, and joint venture company which are not for the purpose of salvaging receivables; with due observance of the provisions Capital Market;
  - f. to establish a subsidiary and/or joint venture company with a certain value as determined by the Board of Commissioners with due observance to the applicable Capital Market laws and regulations.
  - g. to propose representative of the Company to become candidate for Board of Directors and member of the Board of Commissioners to subsidy that provides significant contribution to Company and/or has strategic values according to the limits and/or criteria set by the Board of



Commissioners.

- h. to perform merger, consolidation, acquisitions, spin-off and liquidation of subsidiaries and joint ventures with a value set out by the Board of Commissioners with due observance to the applicable Capital Market laws and regulations;
  - i. to perform action included into material transaction as set out by the applicable Capital Market laws and regulations with a particular value set out by the Board of Commissioners, unless the action is included into the material transaction exempted by the applicable Capital Market laws and regulations;
  - j. to perform action that is not set out in the Business Plan and Budget Plan of the Company;
  - k. to perform action to transfer including to sell, dispose rights to collect and/or no longer collect over:
    - 1) bad principal receivable that has been written off for credit settlement, either partially or in whole;
    - 2) the difference between the value of bad principal receivable that has been written off and the transfer value, including sales or the value of rights disposal;
 implemented based on the policy of the Board of Directors that has been approved by the Board of Commissioners and in the limit amount of write off that has been determined by the GMS which shall be remain valid until there is determination of a new limit by GMS.
8. a. Determination of the limit and/or criteria by the Board of Commissioners for the matter as referred to in paragraph (7) letters a, b, e, f, g and h of this Article shall be performed by the Board of Commissioners after obtaining approval from Dwiwarna series A Shareholder;
- b. Approval of the Board of Commissioners with respect to paragraph (7) letters a, b, e, f, g and h of this Article within

the limit and/or certain criteria shall be determined after obtaining approval from Dwiwarna series A Shareholder;

- c. The action of the Board of Directors as referred to in paragraph (7) letter b of this Article to the extent that required in order to perform main business activities that are commonly performed in banking business sector with due observance to the provisions of the laws and regulations, shall not require approval from the Board of Commissioners, Dwiwarna series A Shareholder, and/or GMS.

9. Within no later than 30 (thirty) days as of the receive of application or explanation and document in complete from the Board of Directors, Board of Commissioners shall render resolution as referred to in paragraph (8) of this Article.

10. Board of Directors shall obtain approval from GMS to:

- a. transfer the assets of the Company therefore in the current fiscal year the total assets of the Company transferred; or
- b. use as debt collateral of the assets of the Company therefore the assets of the Company to be pledged;

shall exceed 50% (fifty percent) of the total net asset of the Company in 1 (one) transaction or more, whether in relation to one another or not, except as the executor of business activities of the Company, in accordance with Article 3 with due observance to the provisions of the Company Act.

11. a. The actions below may only be taken by the Board of Directors after obtaining the written response from the Board of Commissioners and obtaining approval from GMS to:
  - 1) perform actions that are included in material transactions as stipulated by laws and regulations in the capital market with a value of more than 50%

- (fifty percent) of the Company's equity, unless such actions are included in material transactions that are exempted by laws and regulations in the field of Capital Market;
- 2) make transactions containing conflict of interest as stipulated in the applicable Capital Market laws and regulations;
  - 3) perform other transactions in order to comply with the applicable Capital Market laws and regulations..
- b. Within no later than 30 (thirty) days as of the receipt of application or explanation and document in complete from the Board of Directors, Board of Commissioners shall render resolution as referred to in letter a of this paragraph;
  - c. If within 30 (thirty) days as of the receipt of application or explanation and document in complete from the Board of Directors, Board of Commissioners does not render written response, Board of Directors may perform GMS and GMS may take resolution without obtaining any written response from the Board of Commissioners.
12. The legal action as referred to in paragraph (10) and paragraph (11) Article which is taken without approval from GMS shall remain bind Company to the extent that other party in such legal action has good faith.
  13. GMS may reduce restrictions on the actions of the Board of Directors which are regulated in the Articles of Association or impose other restrictions on Board of Directors other than those regulated in the Articles of Association.
  14. Management policies shall be set out in a Meeting of the Board of Directors.

15. In order to perform management of the Company, each member of the Board of Directors shall have the right and authority for and on behalf of the Board of Directors and represents Company in accordance with the policies and management authority of the Company which are determined based on the resolution of a Meeting of the Board of Directors.
16. If not stipulated otherwise in the management policy of the Company as referred to in paragraph (14) and paragraph (15) of this Article, President Director shall have the right and authority to act for and on behalf of the Board of Directors and represent Company both before and outside of Court.
17.
  - a. If President Director is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, then Vice President Director shall be authorized to act for and on behalf of the Board of Directors as well as to perform the duties of President Director or President Director shall appoint in writing one member of the Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to perform the duties of President Director and/or Vice President Director if at the same time the Vice President Director is unavailable or not available.
  - b. If Vice President Director is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, then Vice President Director shall appoint in writing a member of the Board of Directors who is authorized to perform the duties of Vice President Director, or Vice President Director shall appoint in writing a member of the Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to

perform the duties of President Director and/or Vice President Director if President Director is first unavailable or not available.

- c. If GMS shall not appoint a Vice President Director, then in the event that President Director is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, then President Director shall appoint in writing a member Board of Directors who is authorized to act for and on behalf of the Board of Directors as well as to perform the duties of President Director.

In the event that President Director shall not make any appointment, the longest member of the Board of Directors in term of office shall be authorized to act for and on behalf of the Board of Directors as well as to perform the duties of President Director.

- 18. Board of Directors for particular action on its own responsibility, shall also be entitled to appoint one or more persons as its representatives or attorney in fact, by rendering to him/her or to them the authority for such particular action as provided in a power of attorney.
- 19. Division of duties and responsibilities for each member of the Board of Directors shall be determined by GMS. In the event that GMS shall not determine the division of duties and authorities, the division of duties and powers among Board of Directors shall be determined based on a resolution of a Meeting of the Board of Directors.
- 20. Board of Directors in managing Company shall implement the instruction rendered by GMS to the extent that is not against the laws and regulations and /or Articles of Association.

21. Member of the Board of Directors shall not be authorized to represent the Company if:
  - a. there is a case in court between Company and the relevant member of the Board of Directors; or
  - b. the relevant member of the Board of Directors has conflict of interest with the interest of the Company.
  
22. In the event that there is a situation as referred to in paragraph (21) of this Article, the right to represent Company shall be:
  - a. another member of the Board of Directors who has no conflict of interest with Company;
  - b. Board of Commissioners, in the event that all members of the Board of Directors have conflict of interest with Company; or
  - c. any other party appointed by GMS in the event that all members of the Board of Directors or members of the Board of Commissioners have conflict of interest with Company.

## **MEETING OF THE BOARD OF DIRECTORS**

### **Article 13**

1. Board of Directors shall perform Meeting of the Board of Directors periodically at least 1 (one) time within a month.
  
2. Board of Directors shall perform Meeting of the Board of Directors jointly with Board of Commissioners periodically at least 1 (one) time within 4 (four) months.
  
3. The holding of Meeting of the Board of Directors may be performed at any time if:
  - a. deemed necessary by one or more members of the Board of Directors;
  - b. at the written request of one or more members of the Board

- of Commissioners.
4. Summons of Meeting of the Board of Directors shall be made by a member of Board of Directors being entitled to represent Board of Directors according to the provisions of Article 12.
  5.
    - a. Summons of Meeting of the Board of Directors shall be made in writing and delivered directly to each member of the Board of Directors with sufficient receipt, or by registered mail or by courier term of office or by telex, facsimile, electronic mail (*e-mail*) or other fastest means within no later than 5 (five) days prior to the meeting is performed, irrespective of the Summons date and the meeting date or at any shorter time if in urgent condition;
    - b. The Summons as mentioned hereinabove in letter a of this paragraph shall not be necessary for a meeting that has been scheduled based on resolution of Meeting of the Board of Directors which was performed previously or if all members of the Board of Directors are attend in the meeting.
  6. Summons of Meeting of the Board of Directors shall include agenda, date, time, and place of the meeting. Meeting of the Board of Directors may be performed at the domicile of the Company or at any other places within the territory of the Republic of Indonesia or at the place of business of the Company.
  7. All Meetings of the Board of Directors shall be chaired by President Director, if President Director is unavailable or not available, then Vice President Director shall chair the Meeting of the Board of Directors, or a Director appointed in writing by President Director shall chair the Meeting of the Board of Directors if at the same time Vice President Director is unavailable or not available, or the Director appointed by Vice President Director shall chair the Meeting of the Board of Directors if at the same time President

Director is unavailable or not available and shall not make any appointment.

8. If GMS shall not appoint the Vice President Director, then in the event that President Director is unavailable or not available, then one of the Directors appointed in writing by President Director shall chair the Meeting of the Board of Directors.
9. In the event that the President Director shall not make any appointment, then one of the older Directors in his/her term of office as a member of the Board of Directors shall chair the Meeting of the Board of Directors.
10. In the event that the oldest Director in his/her term of office as a member of the Board of Directors of the Company is more than 1 (one) persons, then the Director as referred to in paragraph (9) of this Article who is the eldest in age shall act as the chairman of a Meeting of the Board of Directors.
11. A member of the Board of Directors may be represented in a Meeting of the Board of Directors only by the other member of the Board of Directors by virtue of a power of attorney. A member of the Board of Directors may only represent another member of the Board of Directors.
12. A member of the Board of Directors who is prevented and has authorized his/her presence to attend a Meeting of the Board of Directors may submit his/her opinion in writing and shall be duly signed, then submitted to President Director or Vice President Director or to other member of the Board of Directors who shall chair the Meeting of the Board of Directors, pertaining to whether he/she approves or disapproves on the matter to be discussed and this opinion shall be deemed as the vote legally cast in the Meeting



- of the Board of Directors.
13. A Meeting of the Board of Directors shall be legal and has the right to take any binding resolution if attended and/or represented by more than 1/2 (half) of the total members of the Board of Directors.
  14. In the event that there are more than one proposal, then re-voting shall be made until one proposal obtains more than 1/2 (half) part of the total vote cast.
  15. Resolution of Meeting of the Board of Directors shall be taken based on deliberation for reaching a mutual consensus. If the resolution based on deliberation for reaching a mutual consensus is not reached, then a resolution shall be taken by voting based on approving votes of more than 1/2 ((half) part of the total vote legally cast in the relevant meeting.
  16. In a Meeting of the Board of Directors, each member of the Board of Directors shall be entitled to cast 1 (one) vote and additional 1 (one) vote for each other member of the Board of Directors he/she legally represent in the meeting.
  17. Blank vote (abstain) shall be deemed approving the proposal submitted in a meeting. Illegal vote shall be deemed to be non-exist and is not counted in determining the number of vote cast in the meeting.
  18. Voting regarding a person shall be made in the unsigned folded voting ballot, while voting regarding other matter shall be made verbally, unless the Chairman of GMS determines otherwise without any objection based on majority votes of those attending.
  19. a. The result of Meeting of the Board of Directors as referred to in paragraph (1) of this Article shall be adopted in Minutes of

Meeting. A Minutes of Meeting shall be made by a person attending the Meeting of the Board of Directors who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Directors attending and delivered to all members of the Board of Directors.

- b. The result of Meeting of the Board of Directors as referred to in paragraph (2) of this Article shall contained in Minutes of Meeting. A Minutes of Meeting shall be made by a person attending the Meeting of the Board of Directors who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Directors and members of the Board of Commissioners attending and delivered to all members of the Board of Directors and members of the Board of Commissioners.
  - c. In the event that there is member of the Board of Directors and/or member of the Board of Commissioners who do not sign the result of meeting as referred to in letter a and letter b of this paragraph, the relevant person shall state his/her reason in writing in a separate letter attached to Minutes of Meeting.
  - d. Minutes of Meeting as referred to in letter a and letter b of this paragraph shall documented by Company.
  - e. Minutes of Meeting of the Board of Directors shall constitute a legal proof for members of the Board of Directors and for any third party regarding the resolution taken in the relevant Meeting of the Board of Directors.
20. a. Board of Directors may also take a legal resolution without holding a Meeting of the Board of Directors provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors render approval regarding the proposal submitted in writing as well as sign the approval.

- b. A resolution taken in such manner shall have the same power as a resolution legally taken in a Meeting of the Board of Directors.
- 21. In the event that a member of the Board of Directors is unable to attend the meeting physically, the member of the Board of Directors may attend the meeting through teleconference media, video conference, or any other means of electronic media.
- 22. Each member of the Board of Directors who is personally, by any means whatsoever, either directly or indirectly, having an interest in a transaction, contract or proposed contract in which Company is a party shall state the nature of his/her interest in a Meeting of the Board of Directors and therefore is not entitled to participate in voting on matters relating to transaction or contract.

## **BOARD OF COMMISSIONERS**

### **Article 14**

- 1.
  - a. Supervision of the Company shall be performed by the Board of Commissioners the number of which shall be adjusted to the needs of the Company, consists of at least 3 (three) persons and at the most equal to the total members of the Board of Directors, one among them shall be appointed by the President Commissioner, and if necessary, one of them may be appointed as the Vice President Commissioner.
  - b. Board of Commissioners shall consist of Commissioners and Independent Commissioners. The numbers of Independent Commissioner shall be pursuant to the provisions and laws and regulations.
- 2. Board of Commissioners shall constitute a board and each member of the Board of Commissioners may not act by himself/herself, but

based on resolution of the Board of Commissioners.

3. Requirements of members of the Board of Commissioners shall comply with the provisions of:
  - a. Company Act;
  - b. Applicable Capital Market laws and regulations; and
  - c. Other laws and regulations applicable for and in relation to business activities of the Company.
  
4. A person who may be appointed as a member of the Board of Commissioners shall be an individual, who complies with the requirements at the appointment time and during the term of office:
  - a. has good moral and integrity;
  - b. capable of doing legal actions;
  - c. within 5 (five) years prior to the appointment and during the term of office:
    - 1) has never been declared bankrupt;
    - 2) has never been a member of the Board of Directors and/or a member of the Board of Commissioners who was found guilty of causing a company to be bankrupt;
    - 3) never been convicted of committing a crime that caused losses to state finances and/or was in relation to the financial sector; and
    - 4) has never been a member of the Board of Directors and/or member of the Board of Commissioners who is during the term of service:
      - a) never performing Annual GMS;
      - b) accountability as a member of the Board of Directors and/or member of the Board of Commissioners, have never been accepted by GMS or have never rendered accountability as a member of the Board of Directors and/or member of the Board of Commissioners to GMS; and
      - c) never caused a company that obtained a license,

- approval, or registration from OJK to not fulfill the obligation to submit Annual Report and/or financial statement to OJK.
- d. have a commitment to comply with laws and regulations;
  - e. have the knowledge and/or expertise in the fields required by Company; and
  - f. meets other requirements as specified in paragraph (3) of this Article.
5. Fulfillment of the requirements as referred to in paragraph (4) of this Article, shall be adopted a statement letter which is duly signed by the candidate member of the Board of Commissioners and the letter shall be submitted to Company. The statement letter shall be examined and documented by Company.
  6. Company shall perform GMS to substitute member of the Board of Commissioners who does not fulfill the requirements.
  7. Appointment of member of the Board of Commissioners who does not meet the requirements as referred to in paragraph (3) of this Article, shall be null and void as of other member of the Board of Commissioners or Board of Directors acknowledges the non-fulfillment of the requirements, based on valid evidence, and to the relevant member of the Board of Commissioners shall be rendered notice in writing, with due observance of the laws and regulations.
  8. Within no later than 2 (two) business days as of the acknowledgement of the appointment of member of the Board of Commissioners who does not fulfill the requirements, a member of the Board of Directors shall announce cancellation of appointment of the relevant member of the Board of Commissioners in an announcement media with due observance of the applicable Capital Market laws and regulations, and within no later than 7 (seven)

days to notify Minister to be recorded pursuant to laws and regulations.

9. Any legal action that has been committed for and on behalf of the Company by a member of the Board of Commissioners who does not meet the requirements prior to cancellation of the appointment of the member of the Board of Commissioners shall remain binding and become the responsibility of the Company.
10. Any legal action performed for and on behalf of the Company by a member of the Board of Commissioners who does not meet the requirements after cancellation of the appointment of the member of the Board of Commissioners shall be illegal and become the personal responsibility of the relevant member of the Board of Commissioners.
11. In addition to meet the criteria as referred to in paragraph (3) and paragraph (4) of this Article, appointment of member of the Board of Commissioners shall be performed by considering integrity, dedication, understanding regarding the issues of the Company management in relation to either functions of management, has adequate knowledge in the business field of the Company, and is able to provide sufficient time to perform the duties as well as other requirements pursuant to laws and regulations.
12. Members of the Board of Commissioners shall be appointed and dismissed by GMS, the GMS shall be attended by Dwiwarna Series A Shareholder and the resolutions of GMS shall be approved by Dwiwarna Series A Shareholder. Members of the Board of Commissioners shall be appointed by GMS from the nominee proposed by GMS from the nominee proposed by Dwiwarna Series A Shareholder, which nomination shall bind for GMS.

13. GMS resolution regarding the appointment and dismissal of members of the Board of Commissioners shall also determine the time when the appointment and dismissal takes effect. In the event that GMS does not determine, the appointment and dismissal of members of the Board of Commissioners shall take effect as of the closing of the GMS with due observance of the laws and regulations.
14.
  - a. Members of the Board of Commissioners shall be appointed for a period as of the stipulation date by GMS appointing him/her and shall end at the closing the 5<sup>th</sup> (fifth) GMS after his/her appointment date, provided that shall not exceed the period of 5 (five) years, with due observance of the applicable Capital Market laws and regulations, however without prejudice to the right of GMS to dismiss at any time the members of the Board of Commissioners prior to the term of office expires.
  - b. After their term of office expired, members of the Board of Commissioners may be reappointed by GMS for one term of office.
15. Members of the Board of Commissioners at any time may be dismissed based on the resolution of GMS by stating the reason thereof.
16. The reasons for the dismissal of member of the Board of Commissioners as referred to in paragraph (15) of this Article shall be made if based on facts, the relevant member of the Board of Commissioners among others:
  - a. is unable to perform his/her duties well;
  - b. violating the provisions of Articles of Association and/or laws and regulations;;
  - c. being involved in any harmful action against Company and/or

- the state;;
  - d. committing any action that breaches the ethics and/or propriety that should be respected as a member of the Board of Directors;
  - e. found guilty based on a final and enforceable Court verdict;
  - f. resigns.
17. Besides the reasons for the dismissal of a member of the Board of Commissioners as referred to in paragraph (16) letter a to letter f of this Article, a member of the Board of Commissioners may be dismissed by GMS based on any other reasons that are deemed appropriate by GMS for the interests and objective of the Company.
18. The resolution to dismiss due to the reasons as referred to in paragraph (16) letter a, letter b, letter c, letter d and paragraph (17) of this Article, shall be taken after the relevant person is rendered the opportunity to defend himself/herself in GMS.
19. Dismissal due to the reasons as referred to in paragraph (16) letter c and letter e of this Article shall constitute a dishonorable dismissal.
20. Between members of the Board of Commissioners and among members of the Board of Commissioners and members of the Board of Directors shall not be allowed to be family relation until the third degree, either according to lineal or collateral, including any relation arising out of marriage.
21. In the event that a condition as referred to in paragraph (20) of this Article occurs, GMS shall have the authority to terminate one of them.
22. Jobs division among members of the Board of Commissioners shall be arranged by themselves, and for the smoothness of its duties,



Board of Commissioners may be assisted by a Secretary of the Board of Commissioners who is appointed by the Board of Commissioners.

23. If at any time due to any reason whatsoever, there is one position or more members of the Board of Commissioners vacant:
  - a. GMS shall be performed to replenish the vacant position if it causes the number of members of the Board of Commissioners is less than 3 (three) persons, one among them is President Commissioner or the vacant position is President Commissioner;
  - b. GMS as referred to in letter a of this paragraph shall be performed within no later than 90 (ninety) days as of the vacant position occurs.
24. If at any time due to any reason whatsoever all positions of members of the Board of Commissioners Company are vacant, then temporarily Dwiwarna Series A Shareholder may appoint the duties executor of members of the Board of Commissioners to perform the duties of the Board of Commissioners with the same authority, provided that it is not later than 90 (ninety) days after the vacant positions occur, a GMS shall be performed to replenish the vacant positions of the Board of Commissioners.
25.
  - a. A member of the Board of Commissioners shall be entitled to resign from his/her position prior to his/her term of office expires by serving notice in writing regarding the intention to Company.
  - b. Company shall perform GMS to decide on the request for resignation of the member of the Board of Commissioners within a period of no later than 90 (ninety) days after receiving the resignation letter.
  - c. Company shall make an information disclosure to public and

deliver to OJK within no later than 2 (two) business days after receiving the request for resignation of a member Board of Commissioners as referred to in letter a of this paragraph and the result of GMS holding as referred to in letter b of this paragraph.

- d. Before the resignation becomes effective, the relevant member of the Board of Commissioners shall remain under obligation to complete his/her duties and responsibilities in accordance with Articles of Association and laws and regulations.
- e. As for the resigning member of the Board of Commissioners as mentioned hereinabove, may remain be requested for his/her accountability as a member of the Board of Commissioners until the approval date of his/her resignation in the GMS.
- f. Discharge of responsibilities of the resigning member of the Board of Commissioners shall be conferred after the Annual GMS renders such release and discharge.
- g. In the event that a member of the Board of Commissioners resigns so as to cause the number of members of the Board of Commissioners to be less than 3 (three) persons, the resignation shall be legal if it has been stipulated by GMS and a new member of the Board of Commissioners has been appointed, so as to meet the minimum requirements on the numbers of member of Board of Commissioners.

26. Term of office of a member of the Board of Commissioners shall expire if:

- a. the resignation has been effective as referred to in paragraph (25) letter b of this Article;
- b. passes away;
- c. the term of office expired;
- d. dismissed based on GMS;
- e. declared bankrupt by Commercial Court that has already have

- fixed legal binding or put under guardianship based on a Court order; or
- f. no longer meets the requirements as a member of the Board of Commissioners pursuant to Articles of Association and other laws and regulations.
27. The provisions as paragraph (26) letter f of this Article including but not limited to the prohibited concurrent positions.
  28. For a member of the Board of Commissioners who quits prior to or after the term of office expires unless he/she quits due to pass away, then the relevant person shall remain to be responsible over his/her actions which accountability has not been accepted yet by GMS.
  29. A member of the Board of Commissioners shall be prohibited to have concurrent positions as:
    - a. member of the Board of Directors at a State-Owned Enterprise, Regional-Owned Enterprise, Private-Owned Enterprise;
    - b. administrator of a political party and/or candidate/member of the People's Representative Council, Regional Representative Council, Regional People's Representative Council Level I and Regional People's Representative Council Level II and/or candidate regional head/candidate deputy regional head;
    - c. other position pursuant to the provisions in laws and regulations; and/or
    - d. other position which may cause conflict of interest.
  30. Members of the Board of Commissioners, shall be rendered honorarium, facilities and allowances including tantiem and retirement benefits, the types and amounts of which shall be determined by GMS with due observance to the provisions of the

laws and regulations.

**DUTIES, AUTHORITIES AND OBLIGATIONS OF THE BOARD OF  
COMMISSIONERS**

**Article 15**

1. Board of Commissioners shall duties to perform supervision to management policies, the course of management in general whether regarding Company or business of the Company that is performed by the Board of Directors as well as to render advice to the Board of Directors including supervision over the implementation of Long-Term Plan of the Company, Business Plan and Budget Plan of the Company as well as the provisions of Articles of Association and resolutions of GMS, as well as laws and regulations, for the interests of the Company and in accordance with the purposes and objectives of the Company.
2. In performing the duties as referred to in paragraph (1) of this Article:
  - a. Board of Commissioners shall be duly authorized to:
    - 1) examine books, letters and other documents, check cash for verification purposes and other securities and check the assets of the Company;
    - 2) enter into the premises, and the office used by Company;
    - 3) request for explanation from the Board of Directors and/or other officers regarding all matters relating to management of the Company;
    - 4) know all the policies and actions that have been and shall be performed by the Board of Director;
    - 5) request Board of Directors and/or other officers under Board of Directors with the knowledge of the Board of Directors to attend any Meeting of the Board of Commissioners;

- 6) appoint and dismiss the Secretary of the Board of Commissioners;
  - 7) temporarily suspend a member of the Board of Directors pursuant to the provisions of Articles of Association;
  - 8) form Audit Committee, Remuneration and Nomination Committee, Risk Monitoring Committee and other committees if considered necessary by taking into account of the capability of the Company;
  - 9) use expert for particular matter and within particular period on the burden of the Company, if considered necessary;
  - 10) perform management action of the Company in particular condition for particular period pursuant to the provisions of Articles of Association;
  - 11) approve appointment and dismissal of the Corporate Secretary and/or Internal Supervisor Unit Head with due observance of the provisions of the laws and regulations;
  - 12) attend Meeting of the Board of Directors and to render opinion on the matters being discussed;
  - 13) perform other supervisory authority to the extent that no contrary to laws and regulations, Articles of Association, and/or resolution of GMS.
- b. Board of Commissioners shall:
- 1) renders advices to the Board of Directors in carrying management of the Company;
  - 2) renders opinion and approval on the Annual Business Plan and Budget Plan of the Company and other business plans prepared by the Board of Directors, pursuant to the provisions of Articles of Association;
  - 3) follow the activity progress of the Company, to render opinion and advice to GMS regarding each issue that

is considered important for management of the Company;

- 4) report to Dwiwarna series A Shareholder if there occurs indication of decreasing of the Company's performance;
- 5) propose to GMS on the appointment of a Public Accountant who shall perform audit to the books of the Company;
- 6) study and review period report and Annual Report prepared by the Board of Directors as well as duly sign the Annual Report;
- 7) provide explanation, opinion and advice to GMS regarding Annual Report, if requested for;
- 8) make Minutes of Meeting of the Board of Commissioners and maintain the original thereof;
- 9) report to Company pertaining to its share ownership and/or its family to Company and/or other company;
- 10) provide reports regarding the supervisory duties that has been performed during the past fiscal year to Annual GMS;
- 11) provide explanation regarding all matters being questioned or requested for by Dwiwarna series A Shareholder with due observance of the applicable Capital Market laws and regulations;
- 12) perform other obligations in the framework of supervisory duties and provision of advice, to the extent that not contrary to laws and regulations, Articles of Association, and/or resolution of GMS.

3. In performing the duties each member of the Board of Commissioners shall:

- a. comply with the Articles of Association and laws and regulations as well as the principles of professionalism,

- efficiency, transparency, independence, accountability, responsibility, and fairness;
- b. be in good faith, be careful and responsible in performing supervisory duties and providing advice to the Board of Directors for the interests of the Company and in accordance with the purposes and objectives of the Company.
4. Under certain conditions, Board of Commissioners shall perform the Annual GMS and other GMS in accordance with its authority as stipulated in laws and regulations and Articles of Association.
5. a. Each member of the Board of Commissioners shall be jointly and individually responsible for the losses of the Company caused by the mistake or negligence of members of the Board of Commissioners in performing their duties.
- b. A member of the Board of Commissioners shall not be performed accountable over any loss of the Company as referred to in letter a of this paragraph, if he/she is able to proof that:
- 1) the loss is not due to his/her willful misconduct or negligence;
  - 2) has performed supervision in good faith, full of responsibility and prudence for the interests and in accordance with the purposes and objectives of the Company;
  - 3) has no direct or indirect conflict of interest over the supervisory actions that result in losses; and
  - 4) has taken action to prevent the arising of or continuing of the lost.

## **MEETING OF THE BOARD OF COMMISSIONERS**

### **Article 16**

1. All resolutions of the Board of Commissioners shall be taken in a Meeting of the Board of Commissioners.
2. Board of Commissioners shall perform a meeting at least 1 (one) time in 2 (two) months.
3. Board of Commissioners shall perform a meeting jointly with Board of Directors periodically at least 1 (one) time in 4 (four) months.
4. Board of Commissioners may hold a meeting at any time at the request of 1 (one) or several members of the Board of Commissioners or Board of Directors, by stating the matters to be discussed.
5. Summons of Meeting of the Board of Commissioners shall be made by President Commissioner and in the event that the President Commissioner is unavailable or not available, which matter is unnecessarily proven to the other third party, the Summons of meeting shall be made by Vice President Commissioner. in the event that the Vice President Commissioner is unavailable or not available due to any reason whatsoever, which matter is unnecessarily proven to the other third party, the Summons of meeting shall be made by one member of the Board of Commissioners.
6. a. Summons of Meeting Board of Commissioners shall be made in writing or delivered or submitted in person to each member of the Board of Commissioners with sufficient receipt, or by registered mail or by courier service or by telex, facsimile or by electronic mail (*e-mail*) within no later than 5 (five) days prior to the meeting is performed, irrespective of the Summons date and the meeting date,



- or in a shorter time if in an urgent condition;
- b. The Summons as mentioned hereinabove shall not be necessary for a meeting that has been scheduled based on a resolution of Meeting of the Board of Commissioners that was performed previously.
7. Summons of Meeting of the Board of Commissioners shall include agenda, date, time and place of meeting. A meeting of the Board of Commissioners shall be performed at the domicile of the Company or at another place within the territory of the Republic of Indonesia or at the place of business of the Company.
  8. All Meetings of the Board of Commissioners shall be chaired by President Commissioner.
  9.
    - a. In the event that President Commissioner is unavailable or not available, then Vice President Commissioner shall chair a Meeting of the Board of Commissioners, or a member of the Board of Commissioners who is appointed by President Commissioner to chair a Meeting of the Board of Commissioners if at the same time, Vice President Commissioner is unavailable or not available, or a member of the Board of Commissioners who is appointed by Vice President Commissioner to chair a Meeting of Board of Commissioners if at the same time, President Commissioner is unavailable or not available and does not make an appointment;
    - b. If GMS does not appoint a Vice President Commissioner, then in the event that President Commissioner is unavailable or not available, the Meeting of the Board of Commissioners shall be chaired by other member of Board of Commissioners who is appointed by President

Commissioner.

10. In the event that President Commissioner does not make an appointment, the oldest member of the Board of Commissioners in serving as member of Board of Commissioners shall act as chairman of a Meeting of the Board of Commissioners.
11. Meeting of the Board of Commissioners shall be legal and has the right to make binding resolutions if attended and/or represented by more than 1/2 (half) of members of the Board of Commissioners.
12. In the event that the oldest member of the Board of Commissioners in serving as a member of the Board of Commissioners is more than 1 (one) person, the oldest member of the Board of Commissioners as referred to in paragraph (10) of this Article in age shall act as the chairman of a Meeting of the Board of Commissioners.
13. In the event that there is more than one proposal, a re-voting shall be conducted so as one of the proposals receives more than 1/2 (half) of the votes cast.
14. In a Meeting of the Board of Commissioners, each member of the Board of Commissioners shall be entitled to cast 1 (one) vote and additional 1 (one) vote for each other member of the Board of Commissioners he/she legally represents in such meeting.
15. Blank vote (abstain) shall be deemed approving the proposal submitted in a meeting. Illegal vote shall be deemed to be non-exist and is not counted in determining the number of vote cast in the meeting.
16. Voting regarding a person shall be made in a unsigned folded

voting ballot, while voting regarding other matter shall be made verbally, unless the Chairman of GMS determines otherwise without any objection based on majority votes of those attending.

17. Resolution of Meeting of the Board of Commissioners shall be taken based on deliberation for reaching a mutual consensus. If the resolution based on deliberation for reaching a mutual consensus is not reached, a resolution shall be taken by voting based on approving votes of more than 1/2 (half) part of the total votes legally cast in the relevant meeting.
18.
  - a. The meeting result as referred to in paragraph (2) of this Article shall be adopted in Minutes of Meeting. Minutes of Meeting shall be made by a person attending the Meeting of the Board of Commissioners who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Commissioners attending and delivered to all members of the Board of Commissioners.
  - b. The meeting result as referred to in paragraph (3) of this Article shall be adopted in Minutes of Meeting. Minutes of Meeting shall be made by a person attending the Meeting of the Board of Commissioners who is appointed by the Chairman of the Meeting and then shall be duly signed by all members of the Board of Commissioners and members of the Board of Directors attending and delivered to all members of the Board of Commissioners and members of the Board of Directors.
  - c. In the event that there is member of the Board of Commissioners and/or member of the Board of Directors who does not sign the meeting result as referred to in letter a and letter b of this paragraph, the relevant

- person shall state the reason thereof in writing in a separate letter attached to the Minutes of Meeting.
- d. Minutes of Meeting as referred to in letter a and letter b of this paragraph shall be documented by Company.
  - e. Minutes of Meeting of the Board of Commissioners shall constitute authentic evidence for members of the Board of Commissioners and for third party regarding the resolution taken in the relevant meeting.
19. a. Board of Directors may also adopt valid resolutions without holding a Board of Commissioners meeting provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners render their consent to the proposed proposal in writing and sign the agreement.
- b. Resolution taken in such a way shall have the same legal binding with the resolution legally taken in the Meeting of the Board of Commissioners.
20. In the event that a member of the Board of Commissioners is unable to attend physically a meeting, the member of the Board of Commissioners may attend the meeting by means of teleconference, video conference, or other electronic media in accordance with the applicable regulation.
21. Each member of the Board of Commissioners who personally in any way whatsoever, either directly or indirectly, has conflict of interest in a transaction, contract or proposed contract of which Company is a party, shall be declared the nature of his/her conflict of interest at a Meeting of the Board of Commissioners and is not entitled to participate in voting on the matters relating to the transaction or contract.

## **ANNUAL BUSINESS PLAN AND BUDGET PLAN**

### **Article 17**

1. Board of Directors shall prepare Annual Business Plan and Budget Plan of the Company for each fiscal year, which at least includes:
  - a. mission, business objectives, business strategy, company policy, and business/activity program;
  - b. Company budget that is detailed for each business/activity program budget;
  - c. financial projection of the Company and its subsidiaries; and
  - d. other matters require resolutions of the Board of Commissioners.
2. Board of Commissioners shall prepare business program of the Board of Commissioners which is an inseparable part of Annual Business Plan and Budget Plan of the Company that is prepared by the Board of Directors as referred to in paragraph (1) of this Article.
3. Draft of Annual Business Plan and Budget Plan of the Company that has been duly signed by all members of the Board of Directors shall be submitted to the Board of Commissioners, within no later than 30 (thirty) days prior to the new fiscal year begins or within the time stipulated in laws and regulations, to obtain approval from the Board of Commissioners.
4. Draft of Annual Business Plan and Budget Plan of the Company shall be approved by the Board of Commissioners within no later than 30 (thirty) days after the fiscal year is running (Annual Business Plan and Budget Plan of the Company of the current

fiscal year) or within a time stipulated in laws and regulations.

5. In the event that draft of Annual Business Plan and Budget Plan of the Company has not been submitted yet by the Board of Directors and/or the Annual Business Plan and Budget Plan of the Company is not yet approved within the period as referred to in paragraph (4) of this Article, then the Annual Business Plan and Budget Plan of the Company for the previous year shall be enforced.

## **FISCAL YEAR AND ANNUAL REPORT**

### **Article 18**

1. Fiscal year of the Company shall be from the 1<sup>st</sup> (first) of January until 31<sup>st</sup> (thirty-first) of December of the same year. At the end of December each year, the books of the Company shall be closed.
2. Board of Directors shall prepare Annual Report which shall contain at least:
  - a. overview of important financial data;
  - b. information on share (if any);
  - c. report on Board of Directors;
  - d. report on Board of Commissioners;
  - e. profile of the Company;
  - f. management discussion and analysis;
  - g. corporate governance;
  - h. corporate social and environmental responsibility;
  - i. audited annual financial statements;
  - j. statement letter from members of the Board of Directors and members of the Board of Commissioners regarding responsibility for the Annual Report.
3. Board of Commissioners shall prepare reports on the

supervisory duties that have been performed by the Board of Commissioners during the past fiscal year which shall constitute an integral part of the Annual Report prepared by the Board of Directors as referred to in paragraph (2) of this article.

4. Draft of the Annual Report shall include financial statements that have been audited by a Public Accountant, which have been signed by all members of the Board of Directors, submitted to the Board of Commissioners for review and signature prior to being submitted to the Annual General Meeting of Shareholders for approval and ratification.
5. Annual Report as referred to in paragraph (2) of this Article that has been duly signed by all members of the Board of Directors and all members of the Board of Commissioners shall be delivered by the Board of Directors to the Annual GMS within no later than 5 (five) months after a Fiscal Year expired by taking into account of the prevailing provisions.
6. In the event that there are members of the Board of Directors and members of the Board of Commissioners who do not sign the Annual concerned Report shall state their reasons in writing or the reason shall be expressed by the Board of Directors in a separate letter attached to the Annual Report.
7. In the event there are members of the Board of Directors and members of the Board of Commissioners who do not sign the Annual Report as referred to in paragraph (5) of this Article and do not render reason in writing, the relevant persons shall be deemed to have approved the substances of the Annual Report.
8. Approval on the Annual Report including legalization of financial statements as referred to in paragraph (2) of this Article, shall be

performed by the Annual GMS within the latest in the end of the 5<sup>th</sup> (fifth) month after the fiscal year expired.

9. Approval on the Annual Report including legalization of annual financial statements as well as a report on the supervisory duties of the Board of Commissioners and resolution on the use of profits shall be determined by the Annual GMS.
10. Approval on the Annual Report including report on the supervisory duties by the Board of Commissioners and legalization of financial statements by the Annual GMS, shall mean to confer acquittal and discharge to members of the Board of Directors and members of the Board of Commissioners for the management and supervision that have been performed during the previous fiscal year, to the extent that such actions are proven in the Annual Report, including financial statements, report on the supervisory duties by the Board of Commissioners, and in accordance with the applicable regulations.
11. Annual Report including financial statement as referred to in paragraph (4) of this Article shall be made available at the head office of the Company as of the Summons date until the implementation date of the Annual GMS.
12. Company shall announce the financial statement including Balance and Profit/Loss Report in a nationwide circulated newspaper in Indonesian language according to the procedure as stipulated in the applicable Capital Market laws and regulations.

## **REPORTS**

### **Article 19**



1. Board of Directors shall prepare periodic reports containing the implementation of Business Plan and Budget Plan of the Company.
2. Periodic report as referred to in paragraph (1) of this Article shall include quarterly report and Annual Report.
3. In addition to periodic report as referred to in paragraph (2) of this Article, Board of Directors may at any time also provide special reports to the Board of Commissioners.
4. Periodic report and other reports as referred to in paragraph (1) and paragraph (3) of this Article, shall be submitted in the form, substances and procedure of preparation pursuant to the provisions of the laws and regulations.
5. Board of Directors shall submit quarterly report to the Board of Commissioners within no later than 30 (thirty) days after expiration of the quarterly period.

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 20**

1. GMS in Company shall be:
  - a. Annual GMS, as referred to in Article 21;
  - b. Other GMS, namely GMS that is performed at any time based on the needs as stipulated in Article 22.
2. "GMS" in the Articles of Association shall mean both the "Annual GMS" and "other GMS", unless expressly stipulated otherwise.
3. In addition to performance of GMS as referred to in Regulations of OJK pertaining to plan and performance of GMS of the

Company, Company may perform GMS electronically pursuant to the relevant applicable Capital Market laws and regulations.

4. Company may hold a GMS electronically (hereinafter shall be referred to as “e-GMS”) by using the e-GMS provided by:
  - a. Depository and Settlement Agency appointed by Capital Market regulatory agency;
  - b. e-GMS Provider, namely a party providing and managing e-GMS; or
  - c. Company;as specially stipulated in the Capital Market regulations.
5. Board of Directors shall perform the Annual GMS and other GMS. GMS may be performed at the request of any Shareholders or Board of Commissioners with due observance of the provisions in paragraph (6) of this Article.
6. Request for GMS Performance
  - a. GMS may be performed at the request of:
    - i. Dwiwarna series A Shareholder;
    - ii. 1 (one) person or more, individually or jointly representing 1/10 (one tenths) or more of the total shares that have been issued by Company with valid voting rights, by complying the provisions of Articles of Association and laws and regulations; or
    - iii. Board of Commissioners.
  - b. Request for GMS performance in letter a of this paragraph shall be submitted to the Board of Directors through the prepaid registered mail accompanied with the reason thereof.
  - c. Prepaid registered mail as referred to in letter b of this paragraph which is delivered by Shareholder as referred to in letter a point i and ii of this paragraph copy shall

- also be delivered to the Board of Commissioners.
- d. Request for GMS performance in letter a shall:
    1. be made in good faith;
    2. considering the interests of the Company;
    3. being accompanied with the reason and material in relation to the matters that shall be resolved in GMS; and
    4. not against the laws and regulations and Articles of Association.
  - e. Proposal for GMS performance from Shareholder as referred to in letter a of this paragraph shall constitute a request that needs the resolution of GMS and according to the opinion of the Board of Directors has complied with the requirements in letter d of this paragraph.
  - f. Board of Directors shall announce on GMS to Shareholders within the latest 15 (fifteen) days commencing from the request date for GMS performance as referred to in letter a of this paragraph is received by the Board of Directors.
  - g. Board of Directors shall submit the notice on the meeting agenda and the prepaid registered mail as referred to in letter c of this paragraph from Shareholders or Board of Commissioners to OJK within no later than 5 (five) business days prior to the announcement as referred to in letter f of this paragraph.
  - h. In the event that Board of Directors fails in making announcement as referred to in letter f of this paragraph at the proposal of Shareholders as referred to in letter a point i and ii of this paragraph, within the latest 15 (fifteen) days commencing from the request date for GMS performance is received by the Board of Directors, the Board of Directors shall announce:
    1. that there is a request for GMS performance from

- Shareholder that is not performed; and
2. the reason of not performing GMS.
- i. In the event that Board of Directors has made announcement as referred to in letter h of this paragraph or by the lapse of the period of 15 (fifteen) days has been, Shareholder may re-submit the request for GMS performance as referred to in letter a point i and ii of this paragraph to the Board of Commissioners.
  - j. Board of Commissioners shall make announcement on GMS to Shareholders within no later than 15 (fifteen) days commencing from the request date on which the request for GMS performance in letter i of this paragraph is received by the Board of Commissioners.
  - k. Board of Commissioners shall submit notice on the agenda of GMS to OJK within no later than 5 (five) business days prior to the announcement as referred to in letter j of this paragraph.
  - l. In the event that Board of Commissioners does not make announcement on GMS within 15 (fifteen) days as referred to in letter j of this paragraph, Board of Commissioners shall announce:
    1. that there is request for GMS performance from Shareholder that is not performed; and
    2. the reason of not performing GMS.
  - m. In the event that Board of Commissioners has made announcement as referred to in letter l of this paragraph or the period of 15 (fifteen) days has been passed, Shareholder may submit request for GMS performance to Chairman of District Court whose legal area covers the domicile of the Company to stipulate the provision of permit for GMS performance as referred to in letter a points i and ii of this paragraph.
  - n. Shareholder who has obtained stipulation of court for

GMS performance as referred to in letter m of this paragraph shall perform GMS.

- o. In the event that Board of Directors does not make announcement on GMS as referred to in letter f of this paragraph at the proposal of the Board of Commissioners as referred to in paragraph (6) letter a point iii of this paragraph, within no later than 15 (fifteen) days commencing from the request date for GMS performance is received by the Board of Directors, Board of Directors shall announce:
  - 1. that there is request for GMS performance from the Board of Commissioners that is not performed; and
  - 2. the reason of not performing GMS.
- p. In the event that Board of Directors has made announcement as referred to in letter o of this paragraph or the period of 15 (fifteen) days has been passed, Board of Commissioners shall perform GMS by itself.
- q. Board of Commissioners shall make announcement on GMS to Shareholders within the latest 15 (fifteen) days commencing from the announcement date as referred to in letter o of this paragraph or the period of 15 (fifteen) days as referred to in letter p of this paragraph has been passed.
- r. Board of Commissioners shall submit notice on the agenda of GMS to OJK within no later than 5 (five) business days prior to the announcement as referred to in letter q of this paragraph.
- s. Procedure for GMS performance as referred to in letter f of this paragraph, Board of Commissioners as referred to in letter j and letter q of this paragraph and Shareholder as referred to in letter n of this paragraph shall be performed in accordance with procedure for GMS performance as stipulated in Regulations of OJK and

these Articles of Association.

- t. In addition to comply with the procedure of GMS as referred to in letter s of this paragraph in the notice of the agenda of GMS shall also contain the information on:
  1. explanation that GMS is performed at the request of Shareholder and the name of Shareholder proposing as well as the total ownership of his/her shares to Company, if Board of Directors or Board of Commissioners perform GMS at the request of Shareholder;
  2. submit the name of Shareholder as well as the total ownership of his/her shares to Company and stipulation of Chairman of District Court pertaining to the provision of permit for GMS performance, if the GMS is performed by Shareholder in accordance with the stipulation of Chairman of District Court for GMS performance; or
  3. explanation that Board of Directors does not perform GMS at the request of the Board of Commissioners, if Board of Commissioners hold the GMS it proposed by itself.

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

### **Article 21**

1. Annual GMS shall be performed each year, after a fiscal year expired in accordance with the provisions of the laws and regulations.
2. In Annual GMS:
  - a. Board of Directors shall submit Annual Report as referred to in Article 18 paragraph 5;
  - b. Board of Directors shall submit proposal on the use of net

- profit of the Company, if Company has positive profit balance;
- c. appointment of a Public Accountant Office that is registered in OJK shall be made as proposed by the Board of Commissioners, to perform audit to financial statements of the Company for the current year, including internal control audit over financial reporting; pursuant to the provisions from the authority of Capital Market at the place the shares of the Company are registered and/or recorded;
  - d. Board of Directors may submit other matters for the interests of the Company pursuant to the provisions of Articles of Association.
3. Approval on Annual Report including legalization of financial statements as well as report on the supervisory duties of the Board of Commissioners that is performed by GMS, shall mean to confer full acquittal and discharge to members of the Board of Directors and Board of Commissioners on the management and supervision that have been performed during the past fiscal year, to the extent that the actions are reflected in the Annual Report and financial statements, except for embezzlement, fraud and other criminal actions.

## **OTHER GENERAL MEETING OF SHAREHOLDERS**

### **Article 22**

Other GMS may be performed at any time based on the needs for the interests of the Company.

**PLACE, NOTICE, ANNOUNCEMENT, SUMMONS AND TIME OF  
PERFORMANCE AS WELL AS ANNOUNCEMENT MEDIA AND  
LANGUAGE OF GENERAL MEETING OF SHAREHOLDERS**

**Article 23**

1. Company shall determine the place and time for GMS performance.
2. The place for GMS performance shall be within the territory of the Republic of Indonesia, namely at:
  - a. the domicile of the Company;
  - b. the place Company performs its main business activities;
  - c. the provincial capital city where the domicile or the place of the main business activities of the Company; or
  - d. the province of the domicile of the Stock Exchange where the shares of the Company is listed.
3. In holding GMS, Company shall comply with the provisions as follows:
  - a. to submit notice on the meeting agenda to OJK;
  - b. to make announcement on GMS to Shareholders; and
  - c. to perform Summons for GMS to Shareholders.
4. Notification on GMS to OJK, shall be made with the provisions as follows:
  - a. Company shall submit notice on agenda of GMS to OJK within the latest 5 (five) business days prior to announcement on GMS, irrespective of the announcement date of GMS.
  - b. Agenda of GMS as referred to in letter a of this paragraph shall be disclosed clearly and in detail.
  - c. In the event of change of agenda of GMS as referred to in letter b, Company shall submit the said change of agenda



- to the Financial Service Authority within the latest at the Summons for GMS.
- d. The provisions of letter a, letter b, and letter c of this paragraph shall be applicable for similar case (*mutatis mutandis*) for notification on the GMS performance by Shareholder that has obtained stipulation from court for GMS performance as referred to in Article 20 paragraph (6) letter n.
5. Announcement on GMS shall be made under the provisions as follows:
- a. Company shall make announcement on GMS to Shareholders within the latest 14 (fourteen) days prior to the Summons for GMS, irrespective the announcement date and the Summons date.
  - b. Announcement on GMS in letter a of this paragraph shall at least include:
    - 1) the provisions of Shareholders who have the rights to attend in GMS;
    - 2) the provisions of Shareholders who have the rights to propose agenda of GMS;
    - 3) the date of GMS performance; and
    - 4) the Summons date of GMS.
  - c. In the event that GMS is performed at the request of Shareholder or Board of Commissioners as referred to in Article 20 paragraph (6) in addition to contain the matters mentioned in letter b, announcement on GMS as referred to in letter a, shall contain information that Company holds GMS due to request from Shareholder or Board of Commissioners.
  - d. In the event that GMS is a GMS which is only attended by Independent Shareholders, in addition to the information as referred to in letter b and letter c of this paragraph, the

- announcement of GMS shall also contain information on:
- 1) the next GMS that is planned to be performed if the quorum of attendance of Independent Shareholders required is not reached in the first GMS; and
  - 2) Statement regarding quorum of resolution required in each GMS.
- e. Announcement on GMS that is required to be attended by Independent Shareholders shall be made by complying the provisions of regulations in the field of Capital Market.
- f. The provisions in letter a, letter b, and letter c of this paragraph mutatis mutandis apply to the announcement of a GMS by shareholders who have obtained a court order to hold a GMS as referred to in Article 20 paragraph (6) letter n.
6. Proposal on meeting agenda may be submitted by Shareholder with the following provisions:
- a. Shareholder may propose agenda of Meeting in writing to GMS organizer within no later than 7 (seven) days prior to the Summons for GMS.
  - b. Shareholder who may propose agenda of meeting as referred to in letter a shall be:
    - 1) Dwiwarna series A Shareholder;
    - 2) 1 (one) Shareholder or more who represent 1/20 (one twentieth) or more of the total shares with valid voting rights;
  - c. Proposal on the meeting agenda as referred to in letter a of this paragraph shall:
    - 1) be made in good faith;
    - 2) consider the interests of the Company;
    - 3) include the reason and material of proposal of meeting agenda; and
    - 4) be not in contrary to the provisions of the laws

- and regulations and Articles of Association.
- d. Proposal on a meeting agenda from Shareholder as referred to in letter a of this paragraph shall constitute an agenda that needs resolution of GMS, and in the assessment of the Board of Directors has complied with the requirements in letter c;
  - e. Company shall include the proposal of meeting agenda from Shareholder in the meeting agenda that is contained in the Summons, to the extent that the proposal of meeting agenda complies with the requirements as referred to in letter a to letter d of this paragraph.
7. Summons for GMS shall be made with the following provisions:
- a. Company shall perform Summons to Shareholders within the latest 21 (twenty-one) days prior to the date for GMS performance, irrespective the Summons date and the date for GMS performance.
  - b. Summons for GMS as referred to in letter a shall at least include the information:
    - 1) The date for GMS performance;
    - 2) The time for GMS performance;
    - 3) The place for GMS performance;
    - 4) The provisions on Shareholders being entitled to attend in GMS;
    - 5) The meeting agenda including explanation over each of meeting agenda;
    - 6) The information stating the material in relation to the meeting agenda is available for Shareholder as of the Summons date of GMS until the GMS is performed.
    - 7) Information that Shareholders may confer a letter of proxy via e-GMS.

- c. The provisions in letter a to letter b shall be applicable for similar case (*mutatis mutandis*) for Summons for GMS performance by Shareholder who has obtained stipulation from court for GMS performance as referred to in Article 20 paragraph (6) letter n.
- 8. Second GMS shall be performed with the following provisions:
  - a. Second GMS shall be performed within the fastest 10 (ten) days and within the latest 21 (twenty-one) days after the first GMS was performed.
  - b. Summons of the second GMS shall be made within the latest 7 (seven) days prior to the second GMS is performed.
  - c. In the Summons of the second GMS shall mention that the first GMS has been performed and did not reach the quorum of attendance. This provision shall apply without prejudice to the regulations of Capital Market and other laws and regulations as well as regulations of the Stock Exchange where the shares of the Company are recorded.
  - d. In the event that Company does not make Summons of a second GMS within the time as referred to in letter a of this paragraph, Company shall perform GMS by complying the provisions as referred to in paragraph 3 of this Article.
- 9. In the event that a second GMS has been performed and does not reach the quorum of attendance, Company may hold a third GMS with the following provisions:
  - a. Summons and the holding of a third GM on the application of the Company shall be stipulated by OJK.
  - b. The application as referred to in letter a of this paragraph shall be submitted to OJK within no later than 14 (fourteen) days after the second GMS is performed.
  - c. The application as referred to in letter b of this paragraph shall contain at least:

- i. The provisions of quorum of GMS as stipulated in the Articles of Association of the Company;
    - ii. Attendance list of shareholders in the first and second GMS;
    - iii. List of shareholders entitled to attend the first and second GM;
    - iv. Efforts that have been made in order to fulfill the quorum of the second GMS; and
    - v. The quorum for the third GMS proposed and the reasons thereof.
  - d. The third GMS shall be prohibited from being performed by Company prior to obtaining the designation by OJK as referred to in letter a.
10. Material of the meeting agenda shall be regulated with the following conditions:
- a. Company shall provide material of the meeting agenda for Shareholders, which is able to be accessed and downloaded through Company's website and/or e-GMS.
  - b. Material of the meeting agenda as referred to in letter a, shall be provided as of the Summons date of GMS until the holding of GMS;
  - c. In the event that the provisions of other laws and regulations regulate obligation of the availability of meeting agenda earlier than the provisions as referred to in letter b, provision of the said meeting agenda shall follow the provisions of the other laws and regulations;
  - d. At the time of GMS, shareholders shall be entitled to obtain information on the meeting agenda and the material related to the meeting agenda to the extent that it does not conflict with the interests of the Company.
  - e. In the event that the meeting agenda concerning appointment of members of the Board of Directors and/or

members of the Board of Commissioners, the curriculum vitae of the candidate members of the Board of Directors and/or members of the Board of Commissioners who shall be appointed shall be available within no later than the time of GMS, to the extent that provided in laws and regulations.

11. In the event that GMS is a GMS that is only attended by the independent shareholders, Company shall provide a statement form with sufficient a duty stamp to be signed by the Independent Shareholders prior to the performance of GMS, at least stating that:
  - 1) the relevant persons are truly the independent shareholders; and
  - 2) If in the future it is proven that the statement is untrue, the person concerned may be subject to sanctions in accordance with the provisions of the laws and regulations.
12. Rectification of Summons for GMS may be made under the following provisions:
  - a. Company shall make rectification to the Summons for GMS if there is any change in the information in the Summons for GMS that has been made as referred to in paragraph (7) letter b.
  - b. In the event of information changes as referred to in letter a of this paragraph shall include the change of date of the GMS performance and/or additional agenda of GMS, Company shall make Summons for GMS again with the procedure of Summons as referred to in paragraph 7 of this Article.
  - c. The provision on the obligation to make re-Summons for GMS as referred to in letter b shall not be applied if rectification to Summons for GMS on the change of

information concerning the date for GMS performance and/or additional agenda of GMS is made not due to the mistake of the Company and/or specified as such by the regulator in the field of Capital Market.

13. Rights of Shareholders in GMS

- a. Shareholder, either individually or represented by virtue of letter of proxy, shall be entitled to attend a GMS.
- b. Shareholder being entitled to attend a GMS shall be a Shareholder whose name is recorded in the Shareholder Register of the Company 1 (one) business day prior to the Summons for GMS.
- c. In the event of second GMS and third GMS, the provisions on Shareholder being entitled to attend shall be as follows:
  - i. for the second GMS, Shareholder being entitled to attend shall be a Shareholder who registered in the Shareholder Register of the Company, 1 (one) business day prior to the Summons of the second GMS; and
  - ii. for the third GMS, Shareholder being entitled to attend shall be a Shareholder who registered in the Shareholder Register of the Company, 1 (one) business day prior to the Summons of the third GMS.
- d. In the event of re-Summons as referred to in Article 24 paragraph (12) letter b, Shareholder being entitled to attend a GMS shall be Shareholder whose name is recorded in the Shareholder Register of the Company, 1 (one) business day prior to the re-Summons of the GMS.
- e. In the event of rectification of Summons does not cause re-Summons as referred to in Article 24 paragraph (12) letter b, Shareholder being entitled to attend shall comply with the provisions of Shareholders as referred to in letter b of this paragraph.

14. Conferment of a letter of proxy Electronically
- a. Company shall provide alternative of conferment of a letter of proxy electronically for Shareholders to attend and cast vote in GMS.
  - b. Shareholder as referred to in paragraph (13) of this Article may confer a letter of proxy to the other party who represents him/her to attend and/or cast vote in GMS pursuant to the provisions of the laws and regulations.
  - c. Conferment of a letter of proxy as referred to in letter b of this paragraph may be performed by Shareholder electronically via e-GMS provided by e-GMS Provider or any system provided by Company, in the event that Company uses by the system provided by Company.
  - d. Conferment of a letter of proxy as referred to in letter c of this paragraph shall be made within no later than 1 (one) business day prior to the GMS performance.
  - e. Shareholder may include a choice of vote to each agenda in the conferment of a letter of proxy electronically.
  - f. Shareholder may make any change of a letter of proxy including choice of vote as referred to in letter c of this paragraph if the Shareholder specifies the choice of vote.
  - g. Change of a letter of proxy including choice of vote as referred to in letter f of this paragraph may be made within no later than 1 (one) business day prior to the GMS performance.
  - h. The party may become a Proxy electronically shall be:
    - 1) Participant who administers sub account of securities/Securities accounts owned by Shareholder;
    - 2) any party provided by Company; or
    - 3) any party appointed by Shareholder.
  - i. Company shall provide the Proxy electronically as referred to in letter h number 2) of this paragraph.



- j. Proxy as referred to in letter h of this paragraph shall:
  - 1) be legally competent; an
  - 2) is not a member of the Board of Directors, a member of the Board of Commissioners, and an employee of the Company.
- k. Proxy as referred to in letter j of this paragraph shall have been registered in the e-GMS system or any system provided by Company, in the event that Company uses by the system provided by Company.
- l. In the event Principal attends GMS personally, the authority of the Proxy to cast vote on behalf of the Principal shall be declared null and void.
- m. Appointment and revocation of Proxy, as well as provision and change of vote via e-GMS or any system provided by Company, in the event that Company uses by the system provided by Company, shall be deemed legal and valid for all parties, and does not require wet signature unless provided otherwise in the provisions set out by e-GMS Provider and/or the provisions of the laws and regulations.
- n. The mechanism for registration, appointment and revocation of a letter of proxy as well as vote cast and change of vote shall be regulated by the e-GMS Provider.
- o. In the event that Company uses the system provided by Company, the mechanism for registration, appointment and revocation of a letter of proxy as well as vote cast and change of vote shall be regulated in the standard operating procedures for holding GMS of the Company.
- p. Proxy shall be responsible over the letter of proxy received from Shareholder and shall exercise the letter of proxy in good faith and shall not breach the provisions of the laws and regulations.

#### 15. e-GMS Provider

- a. Activities as the e-GMS Provider may only be performed by a Depository and Settlement Agency appointed by OJK or any other party approved by OJK.
- b. Any other party approved by OJK as referred to in letter a of this paragraph shall be connected to the Depository and Settlement Agency and Securities Administration Bureau to ensure the Shareholders being entitled to attend the GMS.
- c. Any other party approved by OJK as referred to in letter b of this paragraph shall be in the form of Indonesia legal entity and is domiciled within the territory of the Republic of Indonesia.
- d. Obligation to the other party as approved by OJK as referred to in letter b of this paragraph shall also apply for Company, in the event that Company uses the system provided by Company.
- e. e-GMS Provider shall, at least:
  - 1) being registered as an electronic system organizer of the competent agency pursuant to the provisions of the laws and regulations;
  - 2) providing access rights to e-GMS Users to be able to access e-GMS;
  - 3) possessing a mechanism or operation of e-GMS;
  - 4) ensuring the implementation of activities and continuity of e-GMS activities;
  - 5) ensuring the safety and reliability of e-GMS;
  - 6) rendering information to e-GMS Users in the event of system changes or developments including the addition of e-GMS services and features;
  - 7) providing audit track records of all data processing activities at e-GMS for the purposes of supervision, law enforcement, dispute resolution, verification, and testing;
  - 8) possessing and place a replacement facility for data

- center and disaster recovery center related to the implementation of e-GMS in the territory of Indonesia in a safe place and separate from the main data center;
- 9) complying with the minimum standards for information technology systems, information technology security, system disruptions and failures, as well as transfer of information technology system management;
  - 10) keeping all data on the implementation of e-GMS; and
  - 11) being responsible for the losses incurred due to errors or negligence in the provision and management of e-GMS.
- f. In the event that Company conducts GMS electronically using a system provided by Company, this e-GMS Provider as referred to in letter e paragraph shall also apply to Company, except for the obligation to place the replacement of data center and disaster recovery center facilities in the territory of Indonesia. as referred to in letter e number 8) of this paragraph.
  - g. e-GMS Provider shall set out the provisions regarding procedure and administration to use e-GMS.
  - h. Provisions regarding procedure and administration to use e-GMS as referred to in letter g of this paragraph shall be effective after obtaining approval from OJK.
  - i. Provisions regarding procedure and administration to use e-GMS as referred to in letter g of this paragraph shall at least include:
    - 1) Requirement and procedure for registering and/or conferring the right of access to E-GMS User, including cancellation of registration of a e-GMS User;
    - 2) registration fee and/or use of e-GMS;
    - 3) procedure to use e-GMS;

- 4) rights and obligations of e-GMS Users
- 5) restrictions on access to use e-GMS;
- 6) confidentiality, integrity, and availability of information on the performance of GMS contained in e-GMS;
- 7) reporting and data retrieval mechanisms in order to fulfill reporting obligation of the Company;
- 8) protection of personal data according to laws and regulations; and
- 9) suspension in providing services to e-GMS Users.

16. Publication Media and Language

- a. The obligation to make announcements, summons, rectifications of Summons, re-summons, and announcements on summary of GMS minutes as referred to in the Articles of Association of the Company, shall be through at least:
  - i. e-GMS Provider website;
  - ii. stock exchange website; and
  - iii. Company's website,in Indonesian and foreign languages, provided that the foreign language used shall be at least English.
- b. Announcement that uses foreign language as referred to in letter a point iii shall contain the same information as the information in announcement in Indonesian.
- c. In the event that there are differences in the interpretation of the information published in a foreign language and that published in Indonesian as referred to in the letter b, the information in Indonesian shall be used as a reference.
- d. In the event that Company uses a system provided by Company, the provisions regarding media announcements, summons, summons, re-summons, and announcements on summary of GMS minutes as referred to in letter a to letter c

of this paragraph shall be performed through at least:

i. stock exchange website; and

ii. Company website;

in Indonesian and foreign languages, provided that the foreign language used shall be at least English.

## **CHAIRMAN, RULES AND MINUTES OF GENERAL MEETING OF SHAREHOLDERS**

### **Article 24**

1. GMS shall be chaired by the GMS Chairman under the following provisions:
  - a. GMS Chairman shall be a member of the Board of Commissioners who is appointed by the Board of Commissioners.
  - b. In the event that all members of the Board of Commissioners are unavailable or not available, then GMS shall be chaired by one of members of the Board of Directors who is appointed by the Board of Directors.
  - c. In the event that all members of the Board of Commissioners or all members of the Board of Directors are unavailable or not available as referred to in letter a and letter b this paragraph, GMS shall be chaired by a Shareholder attending GMS who is appointed from and by GMS participants.
  - d. In the event that members of the Board of Commissioners who is appointed by the Board of Commissioners to chair GMS has a conflict of interest with the agenda to be resolved in GMS, then GMS shall be chaired by another member of the Board of Commissioners who does not have a conflict of interest who is appointed by the Board of Commissioners.
  - e. In the event that all members of the Board of

Commissioners have conflict of interest, GMS shall be chaired by one of members of the Board of Directors who is appointed by the Board of Directors.

- f. In the event that one member of the Board of Directors who is appointed by the Board of Directors to chair GMS has conflict of interest on the agenda to be resolved in GMS, GMS shall be chaired by a member of the Board of Directors who has no conflict of interest.
- g. In the event that all members of the Board of Commissioners have conflict of interest, GMS shall be chaired by a non-controlling Shareholder elected by majority of other Shareholders attending GMS.
- h. GMS Chairman shall be entitled to request that those attending to prove their authority to attend the GMS and/or request that the letter of proxy to represent shareholders be shown to him/her.

2. Company shall perform GMS with the following rules:

- a. At the time of GMS performance, the GMS rules shall be rendered to the attending shareholders.
- b. GMS rules items as referred to in letter a this paragraph shall be read out before the GMS begins.
- c. At the opening of GMS, GMS Chairman shall render explanation to Shareholders at least pertaining to:
  - 1) general condition of the Company in brief;
  - 2) meeting agenda;
  - 3) resolutions making mechanism related to meeting agenda; and
  - 4) procedure for exercising the rights of Shareholders to submit questions and/or opinions.

3. Company shall prepare the Minutes of GMS with the following provisions:

- a. Minutes of GMS shall be made in Indonesian. Minutes of GMS shall serve as a conclusive evidence to all Shareholders and third parties regarding the resolutions and everything that are taken place in the GMS.
  - b. Minutes of GMS shall be made and signed by GMS Chairman and at least 1 (one) Shareholder who is appointed from and by GMS participants.
  - c. Signature as referred to in letter b in this paragraph shall not be required if the Minutes of GMS is made in the form of deed of minutes of GMS which is drawn-up before a notary who is registered with OJK.
  - d. In the event that GMS is a GMS that is only attended by the Independent Shareholders, Minutes of GMS shall be made in the form of deed of minutes of GMS made by a notary registered with OJK.
  - e. Minutes of GMS as referred to in letter a and letter b of this paragraph shall be delivered to OJK within no later than 30 (thirty) days after the GMS was performed.
  - f. In the event that the submission time of minutes of GMS as referred to in letter e of this paragraph falls on a holiday, the minutes of GMS shall be submitted within no later than the following business day.
4. Company shall make Summary of Minutes of GMS with the following provisions:
    - a. Summary of Minutes of GMS shall include information at least:
      - 1) date of GMS, place for GMS performance, time of GMS performance, and GMS agenda;
      - 2) members Board of Directors and members of the Board of Commissioners attending at the GMS;
      - 3) the number of shares with valid voting rights attend at GMS and the percentage of the total shares that

- have valid voting rights;
  - 4) whether or not there is an opportunity for shareholders to ask questions and/or provide opinions regarding the meeting agenda;
  - 5) number of shareholders who ask questions and/or provide opinions regarding the meeting agenda, if the shareholders are rendered the opportunity;
  - 6) resolutions-making mechanism of GMS;
  - 7) voting results which include the number of approving, disapproving votes, and abstain (do not vote) for each agenda item of the meeting, if the resolution is made by voting;
  - 8) GMS resolutions; and
  - 9) payment of cash dividends to entitled Shareholders, if there is a GMS resolution regarding distribution of cash dividends.
- b. Summary of Minutes of GMS as referred to in letter a shall be announced to public within the latest 2 (two) business days after the GMS was performed.
  - c. The provisions regarding Minutes of GMS and Summary of Minutes of GMS as referred to in Article 24 paragraph (3) and (4), as well as Article 23 paragraph (16) shall apply for similar case (*mutatis mutandis*) for GMS performance by Shareholder who has obtained stipulation of District Court as referred to in Article 20 paragraph (6) letter n and GMS performance by the Board of Commissioners as referred to in Article 20 paragraph (6) letter p.

## **QUORUM, VOTING RIGHT AND RESOLUTION IN GENERAL MEETING OF SHAREHOLDERS**

### **Article 25**

- 1. Quorum of attendance and resolutions of GMS over the



matters that shall be resolved in GMS shall be performed by following the provisions:

- a. attended by Shareholders who represent more than 1/2 (half) of the total shares with valid voting rights and a resolution is valid if approved by more than 1/2 (half) of the total shares with rights the votes attend in the GMS unless Articles of Association of the Company specify a larger quorum number;
- b. in the event that quorum of attendance as referred to in letter a of this paragraph is not reached, then a second GMS shall be valid and entitled to make binding resolutions if it is attended by Shareholders who represent at least 1/3 (one third) of the total shares with valid voting rights and a resolution is valid if approved by more than 1/2 (half) of the total number of shares with valid voting rights who are attend in GMS unless Articles of Association of the Company determine a larger quorum number;
- c. In the event that quorum of attendance at the second GMS as referred to in letter b of this paragraph is not achieved, a third GMS may be performed provided that the third GMS is valid and is entitled to make resolutions if it is attended by Shareholders of shares with valid voting rights in the quorum of attendance and quorum of resolution stipulated by the Financial Service Authority at the request of the Company;
- d. The provisions of quorum of attendance and quorum of resolution of GMS as referred to in letters a, b and c of this paragraph shall also apply to the quorum of attendance and quorum of resolution of for material transactions and/or changes in business activities, except for material transaction agenda in the form of transfers of assets of the Company of more than 50%

(fifty percent) of total net assets.

2. GMS for the agenda of transferring assets of the Company or making collateral of assets of the Company which are more than 50% (fifty percent) of the total net assets of the Company in 1 (one) transaction or more, whether related to one another or not, shall be performed under the provisions as follows:
  - a. attended by Dwiwarna Series A Shareholder and other Shareholders and/or their legal proxies who jointly represent at least  $\frac{3}{4}$  (three fourths) of the total shares with valid voting rights and a resolution shall be valid if approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than  $\frac{3}{4}$  (three quarters) of the total number of shares with voting rights attending GMS;
  - b. in the event that the quorum of as referred to in the letter a of this paragraph is not reached, then the second GMS shall be valid and entitled to adopt binding resolutions if Dwiwarna Series A Shareholder and other Shareholders and/or their legal proxies who jointly represent at least  $\frac{2}{3}$  (two thirds) of the total number of shares with valid voting rights and the resolution shall be approved by the Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than  $\frac{3}{4}$  (three fourths) of the total shares with voting rights attending GMS; and
  - c. in the event that the quorum of attendance at the second GMS as referred to in letter b of this paragraph is not reached, a third GMS may be performed and take any valid resolution if in the GMS attend and approve to the resolution of Dwiwarna Series A shareholder and other shareholders and/or their legal proxies jointly all of which meet the quorum of attendance and

resolutions-making requirements set out by OJK at the request of the Company.

3. Quorum of attendance and quorum of resolution of GMS that is only attended by independent shareholders as stipulated in the Capital Market regulations shall be performed under the following provisions:
  - a. attended by independent shareholders representing more than 1/2 (half) part of the total shares with valid voting rights owned by independent shareholders and a resolution is valid if approved by independent shareholders representing more than 1/2 (half) of the total number of shares with valid voting rights owned by independent shareholders;
  - b. in the event of the quorum as referred to in letter a of this paragraph is not reached, then a second GMS shall be legal if attended by independent shareholders representing more than 1/2 (half) part of the total number of shares with valid voting rights owned by independent shareholders and approved by more than 1/2 (half) of the total shares with valid voting rights owned by independent shareholders attending GMS; and
  - c. in the event of the quorum of attendance in the second GMS as referred to in letter b of this paragraph is not reached, a third GMS may be performed provided that the third GMS is valid and entitled to make resolutions if attended by independent shareholders of the shares with valid voting rights, in the quorum of attendance set out by the OJK at the request of the Company; and
  - d. resolution of the third GMS shall be legal if approved by independent shareholders representing more than 50% (fifty percent) of shares owned by independent

shareholders attending the GMS.

4. GMS for appointment and dismissal of members of the Board of Directors and members of the Board of Commissioners, issuance of Equity securities and or increase of issued and paid-up capital shall be performed with the following provisions:
  - a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than 1/2 (half) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than 1/2 (half) of the total shares with voting rights attending GM;
  - b. in the event that the quorum of attendance as referred to in the letter a of this paragraph is not reached, then a second GMS shall be valid if attended by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent at least 1/3 (one third) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than 1/2 (half) of the total shares with voting rights attending the GMS; and
  - c. in the event that the quorum of attendance in the second GMS as referred to in the letter b of this paragraph is not reached, a third GMS may be performed and take any valid resolution if the GMS is attend and approves the resolution of Dwiwarna Series A Shareholder and other shareholders and/or their authorized proxies jointly who all of which meet the requirements of quorum for attendance and decision-

making set out by the Financial Services Authority at the request of the Company.

5. GMS for making amendment to the Articles of Association of the Company, shall be performed with the following provisions:
  - a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent at least  $\frac{2}{3}$  (two-thirds) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder shares and other shareholders and/or their legal proxies who jointly represent more than  $\frac{2}{3}$  (two thirds) of the total shares with voting rights attending GMS;
  - b. in the event that the quorum of attendance as referred to in letter a of this paragraph is not achieved, a second GMS shall be valid if it is attended by the Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent at least  $\frac{3}{5}$  (three fifths) part of the total shares with valid voting rights and the resolution is approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than  $\frac{1}{2}$  (half) of the total all shares with voting rights attending the GMS; and
  - c. in the event that the quorum of attendance in the second GMS as referred to in letter b of this paragraph is not reached, a third GMS may be performed and take any valid resolution if in the GMS is attend and approves the resolution Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly all of which meet the quorum and decision-making requirements stipulated by the OJK at the

request of the Company.

6. With due observance of the laws and regulations then, Merger, Consolidation, Acquisition, Spin-off, submission of application in order that Company is declared bankrupt, and Liquidation may only be performed based on resolutions of GMS, with the following provisions:
  - a. attended by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent at least  $\frac{3}{4}$  (three fourths) part of the total shares with valid voting rights and the resolution shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than  $\frac{3}{4}$  (three fourths) of the total shares with voting rights attending GMS;
  - b. in the event that the quorum of attendance as referred to in the letter a of this paragraph is not reached, then a second GMS shall be valid if it is attended by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent at least  $\frac{2}{3}$  (two thirds) part of the total number of shares with valid voting rights and the resolutions shall be approved by Dwiwarna Series A Shareholder and other shareholders and/or their legal proxies who jointly represent more than  $\frac{3}{4}$  (three quarters) of the shares. of the total shares with voting rights attend in GMS; and
  - c. in the event that the quorum of attendance in the second GMS as referred to in letter b of this paragraph is not achieved, a third GMS may be performed and make any valid resolution if in the GMS is attend and approves the decision of Dwiwarna Series A shareholder and other shareholders and/or their legal proxies who jointly -all of which meet the quorum and decision-making requirements stipulated by the OJK at

the request of the Company.

7. GMS for the agenda of changing the rights on shares shall be performed by referring to the applicable Capital Market laws and regulations.
  
8. In the event that Company has more than 1 (one) share classification, GMS for the agenda of changes in rights on shares shall only be attended by shareholders who are affected by the changes in rights on shares in certain share classifications, provided that:
  - a. GMS may be performed if in GMS at least  $\frac{3}{4}$  (three fourths) of the total shares in the classification of shares affected by the change in rights are attend or represented;
  - b. in the event of the quorum as referred to in letter a of this paragraph is not reached, a second GMS may be performed provided that the second GMS shall be legal and has the right to make any resolution if in the GMS at least  $\frac{2}{3}$  (two thirds) part of the total shares in the share classification affected by the change in rights are attend or represented;
  - c. the resolution of GMS as referred to in letter a and letter b of this paragraph shall be legal if approved by more than  $\frac{3}{4}$  (three fourths) part of the shares with voting rights attending GMS;
  - d. In the event that the quorum of attendance in the second GMS as referred to in letter b of this paragraph is not reached, a third GMS may be performed provided that the third GMS is valid and has the right to make any resolution if attended by shareholders in the classification of shares affected by changes in rights in the quorum of attendance and quorum of resolution set out by the Financial Services

- Authority at the request of the Company; and
- e. In the event that the classification of shares that are affected by changes in rights on shares in certain share classification do not have voting rights, Shareholders in the share classification based on the applicable laws and regulations of capital market shall be rendered with the rights to attend and make resolution in GMS related to changes in rights on shares in the said share classification.
- 9.
    - a. Shareholder, either himself/herself or represented by their proxy, shall be entitled to attend the GMS.
    - b. Shareholder may authorize any other party to represent and/or cast vote in GMS electronically via e-GMS provided by Company or e-GMS Provider.
  - 10. In GMS, each share gives the right to the owner to cast 1 (one) vote.
  - 11. Shareholders with valid voting rights who are attend in GMS but abstain shall be deemed to cast the same vote as the majority vote of Shareholders who cast votes.
  - 12. In voting, the vote case by Shareholder shall apply for all shares he/she owns and the Shareholder has no right to confer a letter of proxy to more than one power in fact for part of the total shares he/she owns with different votes. Different vote cast by Custodian Bank or Securities Company representing Shareholder in mutual fund shall not constitute different vote as referred to of this paragraph.
  - 13. Members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as



power in facts in GMS, however in voting, the relevant members of the Board of Directors, members of the Board of Commissioners, and/or employees shall be prohibited to act as power in facts of Shareholders.

In the case of a letter of proxy is conferred electronically, members of the Board of Directors, members of the Board of Commissioners, and/or employees of the Company shall be prohibited from acting as a proxy.

14. Voting shall be made verbally, unless if GMS Chairman determines otherwise.
15. All resolutions shall be taken based on deliberation for reaching a mutual consensus.
16. In the event that resolution based on deliberation for reaching a mutual consensus as referred to in paragraph (15) of this Article is not reached then a resolution shall be taken by voting as specified in the Articles of Association.
17. Resolutions by voting as referred to in paragraph (16) of this Article shall be performed by taking into account of the quorum of attendance and quorum of resolution of GMS.
18. At the performance of GMS, Company may invite other party that is related to agenda of GMS.

## **USE OF PROFITS**

### **Article 26**

1. Use of net profit including the amount of allowance for mandatory reserve fund and other reserve funds shall be resolved by the Annual GMS.

2. Board of Directors shall submit proposal to Annual GMS regarding the use of net profit that has not been distributed that is set forth in balance and profit loss calculation submitted to obtain approval from Annual GMS, in which proposal may be stated the amount of net profit that has not been distributed which may be set aside for mandatory reserve fund and other reserve funds as well as proposal on the amount of dividend to Shareholders, or other distribution such as *tantieme* (percentage bonus) for members of the Board of Directors and members Board of Commissioners, bonus for employees, social reserve fund and others which possible distributed, one and another without prejudice to the rights of GMS to determine otherwise.
3. All net profit after being deducted with allowance for reserves as referred to in paragraph (1) of this article shall be distributed to Shareholders as dividends unless determined otherwise by GMS.
4.
  - a. Dividend may be paid in accordance with financial capacity of the Company based on the resolution taken in Annual GMS, in which resolution shall also be determined the time, payment method and form of dividend with due observance of the provisions of the applicable Capital Market laws and regulations, as well as regulations of Stock Exchange at the place shares of the Company are recorded.
  - b. In the event that there is a resolution GMS regarding distribution of cash dividend, Company shall pay cash dividends to the entitled Shareholders within no later than 30 (thirty) days after the publication of the summary of Minutes of GMS deciding the distribution of cash

- dividends.
- c. Dividend for shares shall be paid to the person on whose behalf the shares are registered in the Shareholder Register, on the date determined by the Annual GMS which decides the distribution of dividend.
  - d. Payment day shall be announced by the Board of Directors to Shareholders.
5. In addition to the use of net profit as referred to in paragraph (2) of this Article, GMS may set out the use of net profit for other distribution such as tantieme (percentage bonus) for Board of Directors, Board of Commissioners, and bonus for employees.
6. Dividend as referred to in paragraph (3) of this Article may only be distributed if Company has positive profit balance.
7. The use of net profit for tantieme (percentage bonus) and bonus, shall be made to the extent that it is not budgeted and not calculated as costs in the current year.
8. Dividend that is not taken within 5 (five) years commencing from the stipulation date for dividend payment is lapsed, shall be included in reserve fund specially designated for that.
9. Dividend in the special reserve fund may be taken by the entitled Shareholder by submitting the proof of his/her right on such dividend that is acceptable by the Board of Directors of the Company provided that the collection is not made at once and by paying an administration fee set out by the Board of Directors.
10. Dividend that has been included into special reserve in

paragraph (8) of this Article and is not taken within 10 (ten) years shall be the right of the Company.

11. Company may distribute interim dividend prior to the end of fiscal year of the Company if requested by Shareholders who represent at least 1/10 (one tenth) of the shares issued, by taking into account the projection of profit and financial capacity of the Company.
12. Distribution of interim dividend shall be set out based on resolution of Meeting of the Board of Directors after obtaining approval from the Board of Commissioners, with due observance of paragraph (10) of this Article.
13. In the event that after the fiscal year expired evidently that Company has suffered a loss, the interim dividends that have been distributed shall be returned by Shareholders to Company. Board of Directors and Board of Commissioners shall be jointly and severally responsible for the losses of the Company, in the event that Shareholders are unable to return the interim dividend in paragraph (11) of this Article.

## **USE OF RESERVE FUND**

### **Article 27**

1. Company shall allocate a mandatory reserve and other reserves.
2. Allowance of net profit for reserve as in paragraph (1) of this Article shall apply if Company has positive profit balance.
3. A part of profit provided for reserve fund shall be determined by GMS pursuant to laws and regulations. Allowance for net

income for mandatory reserves as in paragraph (1) of this Article until the reserve reaches at least 20% (twenty percent) of the total issued and paid-up capital.

4. Mandatory reserve as in paragraph (1) of this Article that has not reached the amount as referred to in paragraph (3) of this Article may only be used to cover the loss of the Company that is unable to be covered by other reserves.
5. If mandatory reserve fund in paragraph (1) of this Article has exceeded the amount of 20% (twenty percent), then GMS may decide that the excess of such reserve fund to be used for the needs of the Company.
6. Board of Directors shall manage reserve fund in order that such reserve fund to gain profit, in any manner Board of Directors considers good and with due observance of the laws and regulations.
7. The profit obtained from such reserve fund shall be included in profit loss calculation.

## **AMENDMENT TO ARTICLES OF ASSOCIATION**

### **Article 28**

1. Amendment to Articles of Association shall be made with due observance of the Company Act and/or the applicable Capital Market laws and regulations.
2. Amendment to Articles of Association shall be set out by GMS under the provisions as set forth in Article 25 paragraph (5).
3. Agenda pertaining to amendment to Articles of Association

- shall be clearly set forth in the Summons for GMS.
4. The provisions of Articles of Association that are related to name, domicile of the Company, purposes and objectives, business activities, term of establishment of the Company, the amount of authorized capital, reduction in issued and paid-up capital and status of closed Company to open Company or vice versa, shall obtain approval from Minister as referred to in Company Act.
  5. Amendment to Articles of Association in addition to with respect to the matters mentioned in paragraph (4) of this Article shall be notified to Minister with due observance of the provisions in Company Act.
  6. Any resolution regarding capital reduction shall be notified in writing to all creditors of the Company and announced by the Board of Directors in a daily newspaper in Indonesian language that is published and or widely circulated at the domicile of the Company within no later than 7 (seven) days from the date of the GMS resolution regarding the capital reduction.

## **MERGER, CONSOLIDATION, ACQUISITION**

### **AND SPIN-OFF**

#### **Article 29**

1. Merger, Consolidation, Acquisition and Spin-off shall be set out by GMS under the provisions as set forth in Article 25 paragraph (6).
2. Further provisions regarding Merger, Consolidation, Acquisition and Spin-off shall be as referred to in laws and regulations as well as regulations in the field of Capital Market.

## **LIQUIDATION, LIQUIDATION AND EXPIRATION OF LEGAL ENTITY STATUS**

### **Article 30**

1. Liquidation of the Company may be performed based on resolution of GMS under the provisions as set forth in Article 25 paragraph (6).
2. If Company is dissolved based on a resolution of GMS or is declared to dissolve based on stipulation of Court, liquidation by liquidator shall be performed.
3. Liquidator shall be responsible to GMS or the Court appointing it on liquidation of the Company performed.
4. Liquidator shall notify Minister and announce the final result of liquidation process in a newspaper after GMS confer full acquittal and discharge to the liquidator or after Court appointing the liquidator receives accountability.
5. Provisions regarding liquidation, liquidation and expiration of legal entity status of the Company shall be with due observance to laws and regulations, as well as regulations in the field of Capital Market.

## **DOMICILE OF SHAREHOLDERS**

### **Article 31**

For the matters concerning Shareholders related to Company, Shareholders shall be deemed to be residing at the address as recorded in the Shareholder Register as referred to in Article 9.

## **CLOSING PROVISION**

### **Article 32**

All things that are not stipulated yet or insufficiently regulated yet in the Articles of Association which shall comply with Laws and Regulations in Capital Market and other laws and regulations and/or is resolved in GMS with respect to laws and regulations.