

**ARTICLES OF ASSOCIATION OF  
PT BFI FINANCE INDONESIA TBK**

**NAME AND DOMICILE  
ARTICLE 1**

1. Limited Liability Company named PT BFI FINANCE INDONESIA TBK, (hereinafter quite abbreviated as the "Company") is domiciled and headquartered in South Tangerang.
2. The Company may open branches, representative offices or business units elsewhere, both within and outside the territory of the Republic of Indonesia as defined by the Board of Directors.

**PERIOD OF THE COMPANY ESTABLISHMENT  
ARTICLE 2**

The Company is established for an unlimited period and the starting date of 28 (twenty-eight) in October 1982 (one thousand nine hundred and eighty-two).

**PURPOSE, OBJECTIVES AND BUSINESS ACTIVITIES  
ARTICLE 3**

1. The Company's purpose and objective is to conduct a financing business (Financial Activity)
2. To achieve the above-mentioned purpose and objective, the Company may conduct main business activities as follows:
  - I. Financing Business
    - a. Investment Financing;
    - b. Working Capital Financing,
    - c. Multipurpose Financing; and/or
    - d. Other financing business activities based on Financial Services Authority's approval.
  - II. Sharia Financing Business
    - a. Sell-Buy Financing;
    - b. Investment Financing; and/or
    - c. Service Financing.
3. To achieve the above-mentioned purpose and objective, and to support its main business activities, the Company may conduct supporting business activities as follows:
  - a. To undertake planning and development, among others, to increase business network, build infrastructure, and other activities that support the business and performance of the Company.
  - b. To conduct activities to seek and/or obtain funding sources.
  - c. To carry out all ownership and lease activities with other parties.
  - d. To carry out other activities needed to support and/or related to the main business activities.

- e. To provide operating lease and/or fee-based service as long as it is not against the stipulations and laws in financial services sector.

## **CAPITAL** **ARTICLE 4**

1. The authorized capital of the Company amounted to Rp500,000,000,000 (five hundred billion rupiah) divided into 20,000,000,000 (twenty billion) shares, each share having a nominal value of Rp25 (twenty-five rupiah).
2. Of the authorized capital 75.20% (seventy-five point two zero percent) or a total of 15,039,383,620 (fifteen billion thirty-nine million three hundred eighty-three thousand six hundred and twenty) shares have been issued and fully paid, with a total nominal value of IDR 375,984,590,500.00 (three hundred seventy-five billion nine hundred eighty-four million five hundred ninety thousand five hundred rupiah).
3. The shares are still in the deposit will be issued under the Company's capital requirements, at the time and in a way, the price and terms set by the Board of Directors with the approval of the General Meeting of Shareholders ("GMS"), by way of public offering to shareholders, with regard to the rules contained in these Articles of Association, the Law on Limited Liability Companies, the regulations and the laws in force in the capital market, among other regulations governing capital increase without rights issue as well as the Stock Exchange rules in the place where the Company's shares are listed, provided that the issuance of shares is not done at a price below par value.

Any shares issued in further savings to be fully paid.

The payment for shares in a form other than money in the form of tangible or intangible objects shall meet the following requirements:

- a. objects that will be used as payment of capital shall be announced to the public at the time of the GMS regarding the deposit;
- b. objects that serve as deposit capital shall be assessed by the Valuer registered with the Financial Services Authority and are not secured by any means;
- c. obtain GMS approval quorum, as stipulated in Article 11 paragraph 1 and paragraph 8 of the Articles of Association;
- d. in the case of objects that serve as the capital injection is a company whose shares are listed on the Stock Exchange, the price must be determined based on the fair market value; and
- e. in the case of deposits come from retained earnings, share premium, net income, and / or elements of their own capital, then retained earnings, share premium, net income, and / or elements of capital other self is already contained in the Annual Financial Report last audited by an accountant registered with the Financial Services Authority with an unqualified opinion.

4. The General Meeting of Shareholders approves the issuance of shares in deposit by way of public offering or a capital increase without Preemptive Rights must decide:
  - a. The maximum number of shares in deposit to be issued; and
  - b. delegation of authority to the Board of Commissioners to declare the actual number of shares that have been issued in the context of limited public offering. Quorum and decision of the General Meeting of Shareholders to approve the issuance of shares in deposits must meet the requirements in Article 11 of the Articles of Association.
5. If (i) shares; (ii) securities convertible into shares; or (iii) the effect of containing the right to

acquire shares of the Company as the issuer ("Equity") will be issued by the Company, then:

- a. Each additional capital by issuing equity securities are carried out with reservations, then it must be done by giving the rights issue ("Rights") to the shareholders whose names are listed in the register of shareholders of the Company on the date specified GMS approve the expenditure of Securities Equity in an amount proportional to the number of shares registered in the register of shareholders of the Company on behalf of each shareholder on that date.
- b. Equity expenditure without pre-emptive rights to the shareholders to do in accordance with the regulations in the capital market that allows a capital increase without pre-emptive rights.
- c. The shareholders have pre-emptive rights can obtain the Equity Securities by paying the cash price of equity securities to be issued in a set period of time determined by the Board of Directors.

6. The Rights issue is transferable and traded, with the provisions of the Articles of Association and the laws in force in the capital market.
  - a. If within the stipulated time, the shareholders or the holders of Rights does not carry out pre-emptive rights in accordance with the number of shares they own, by the way paid the price for Equity Securities are offered to the Company, the Board of Directors is entitled to issue Equity Securities are to shareholders who intend to purchase Equity Securities in an amount larger than its pre-emptive rights, with due regard for the provisions of the Statutes and regulations prevailing in the capital market as well as the Stock Exchange rules in the place where the Company's shares are listed;
  - b. If after the offer to other shareholders there are remaining shares not taken part of the Board of Directors the right to issue the remaining shares not subscribed it to the anyone, including the party acting as a standby buyer in a limited public offering which has expressed willingness to purchase the remaining these shares, at a price and terms at least equal to the price and terms stipulated in the decision of the GMS mentioned above, with due regard to the provisions of the Articles of Association and regulations applicable in the field of Capital Markets and Stock Exchange rules in place in which the Company's shares are listed.
7. If within the stipulated time, the shareholders or the holders of Rights does not implement pre-emptive rights in accordance with the number of shares owned, paid the price by way of equity securities offered to the Company, the Board of Directors is entitled to issue such equity securities to the shareholders who intend to purchase Equity Securities in an amount larger than its pre-emptive rights, with due regard for the provisions of the Statutes and regulations prevailing in the capital market as well as the Stock Exchange rules in the place where the Company's shares are listed;  
If after the offer to other shareholders there are remaining shares not taken part of the Board of Directors the right to issue the remaining shares not subscribed it to the anyone, including the party acting as a standby buyer in a limited public offering which has expressed willingness to purchase the remaining the stock, with prices and terms at least equal to the price and terms stipulated in the aforesaid decision of the GMS, with due regard to the provisions of the Articles of Association and laws and regulations applicable in the field of Capital Markets and Stock Exchange rules in place in which the Company's shares are listed.
8. Implementation of the issuance of shares in the portfolio to holders of securities convertible into shares or securities that contain rights to acquire stock, can be performed

by the Company's Board of Directors by the previous GMS has approved the expenditure of such Securities.

9. The addition of paid-up capital becomes effective after the deposit, and the shares issued have the same rights to shares that have the same classification issued by the Company, without prejudice to the obligations of the Company to take care of the notification to the Minister of Justice and Human Rights of the Republic of Indonesia, Company's authorized capital increase can only be done based on the decision of the GMS. Basic capital increase which resulted in issued and paid up capital be less than 25% (twenty-five percent) of the authorized capital, to do all along:
  - a. has obtained the approval of the GMS to increase the authorized capital;
  - b. has obtained the approval of the Minister of Justice and Human Rights;
  - c. addition of issued and paid-up so that it becomes at least 25% (twenty-five percent) of the authorized capital shall be done within a maximum period of 6 (six) months after the approval of the Minister of Justice and Human Rights referred to in paragraph 10 letter b of this article;
  - d. In terms of additional capital as referred to in paragraph 10 letter c of this article are not met fully, then the Company must change its articles of association, so the total issued and paid up capital to at least 25% (twenty-five percent) of the authorized capital to be proved by evidence of deposit legitimate, within a period of 2 (two) months after the period in paragraph 10 letter c of this article are not met;
  - e. GMS approval referred to in paragraph 10 letter a of this article also includes an agreement to change the statutes referred to in paragraph 10 letter d of this Article.
10. The amendment to Articles of Association in order to increase the authorized capital becomes effective after the capital injection which resulted in the amount of paid-up capital to at least 25% (twenty-five percent) of the authorized capital and has the same rights with other shares issued by the Company, without prejudice to the obligations of the Company to take care of the basic budget amendment approval from the Minister of Law and Human Rights on the implementation of the paid-up capital increase.

## **SHARES** **ARTICLE 5**

1. All shares issued by the Company are registered shares.
2. The Company may issue shares with a par value or no par value.
3. Expenditure of shares without nominal value shall be conducted in accordance with the laws and regulations in the capital market.
4. The Company only recognizes a person or legal entity as the owner of the shares.
5. If the shares for any reason whatsoever be owned by several people, then those who have joint ownership are obliged to appoint in writing one of them or appoint someone else as their joint proxy and appointed or authorized it alone is entitled to utilize the rights granted by law for these shares.
6. During the provision in paragraph 5 above have not been implemented, the shareholders are not entitled to cast votes in the General Meeting of Shareholders, while the dividend payment for the shares was suspended.
7. If there are fractional nominal value of shares, holders of fractional shares nominal value is not given individual voting rights, unless the holders of fractional nominal value of shares, either alone or together with holders of fractional shares nominal value of other shares the

same classification, has a nominal value of 1 (one) nominal holder of shares of the said classification. The holders of fractional nominal value of such shares shall appoint one of them or any other person as their power together and appointed or authorized it alone is entitled to utilize the rights granted by law for these shares.

8. Each shareholder is obliged to submit to the Articles of Association and to all lawful decisions taken by the General Meeting of Shareholders as well as applicable laws and regulations.
9. To the Company's shares are listed on the Indonesia Stock Exchange at prevailing regulations in Indonesia Stock Exchange where the Company's shares are listed.
10. If a share certificate is issued, then for each share certificate was given a share certificate.
11. In the event that the Company's shares are not included in Collective Custody Settlement and Storage Institute, the Company is required to provide proof of ownership of shares in the form of share certificate or collective share certificate to the shareholder.
12. In the case of Shares included in the Collective Custody Settlement and Storage Institute, then the Company shall issue a certificate or written confirmation to the Settlement Organization and Storage as proof of registration in the register of shareholders of the Company.
13. Collective share certificate may be issued as evidence of ownership of 2 (two) or more of the shares owned by a shareholder.
14. In the share certificates must be included at least:
  - a. the name and address of shareholders;
  - b. number of share certificates;
  - c. nominal value of shares;
  - d. the date of the issuance of shares.
15. At least collective share certificates must be included:
  - a. the name and address of shareholders;
  - b. collective share certificate number;
  - c. share certificate number and the number of shares;
  - d. nominal value of shares;
  - e. the date of the issuance of shares collectively.
16. Share certificate and collective share certificate, and certificate/confirmation of shares in collective custody as stipulated in Article 5, paragraph 12 above, must be signed by the President Director and President Commissioner.
17. All shares issued by the Company may be pledged to the provisions of the legislation on the granting of the guarantee shares, the legislation in force in the field of capital markets and other applicable regulations.

## **REPLACEMENT OF SHARES CERTIFICATE**

### **ARTICLE 6**

1. If a share certificate is damaged or rendered unusable, damaged share certificate shall be returned and at the request of the shareholder, the Board of Directors will issue a replacement share certificate, after the share certificate is damaged or cannot be used are handed back to the Company.
2. Shares certificate referred to in paragraph 1 shall be destroyed after the Board of Directors

provide a replacement share certificate and an official report by the Board of Directors to be reported in the next General Meeting of Shareholders.

3. If a share certificate is lost, at the request of the shareholder, the Board of Directors issued a replacement shares after the Company has obtained documents from the police reporting the Republic of Indonesia for the loss of share certificate, in the opinion of those who apply for the replacement of shares, guarantees are deemed sufficient by the Board of Directors and a spending plan for the replacement share certificate is missing has been published in the Stock Exchange where shares were listed in at least 14 (fourteen) days before a replacement share certificate issuance and in accordance with the regulations prevailing in the Capital Market.
4. After the replacement share certificates issued, share certificates were declared missing no longer apply to the Company.
5. All costs for the share certificate Replacement expenses borne by the shareholders concerned.
6. The provisions of Article (1), paragraph 2, paragraph 3, paragraphs 4 and paragraph 5, also apply *mutatis mutandis* to the issuance of shares of collective replacement or equity securities.

## **TRANSFER OF RIGHTS OVER SHARES** **ARTICLE 7**

1. In the event of a change in ownership of a share, the original owner registered in the Register of Shareholders must continue to be considered the shareholder until the name of the new owner has been recorded in the Register of Shareholders of the Company, without prejudice to the permits of the authorized parties and the laws and regulations as well as the provisions of the Stock Exchange in Indonesia where the Company's shares are listed.
2. All transfers of rights to shares must be evidenced by documents signed by or on behalf of the party transferring the rights and by or on behalf of the party receiving the transfer of rights to the shares concerned.  
Documents for the transfer of rights to shares must be in the form as determined or approved by the Board of Directors and comply with the Capital Market regulations in force in Indonesia where the Company's shares are listed without prejudice to the provisions of applicable laws and regulations.
3. Registration of the transfer of rights to shares must be carried out by the Board of Directors by recording the transfer of rights in the relevant Shareholders Register based on a deed of transfer of rights signed by both parties in the transaction or based on other letters that are sufficient to prove the transfer of rights in the opinion of the Board of Directors, without prejudice to the provisions in these Articles of Association.  
The transfer of rights to shares must be recorded both in the shareholders register and on the relevant share certificate.  
The records must be signed by 2 (two) members of the Board of Directors, or if the President Director is absent by one of the Directors together with one of the members of the Board of Commissioners or by the Securities Administration Bureau appointed by them.
4. The transfer of rights to new shares is effective after the registration of the transfer is recorded in the relevant shareholder register.

5. The Board of Directors may refuse to register the transfer of rights to shares in the Company's Shareholders Register if the methods required in the Company's Articles of Association are not fulfilled or if one of the conditions in the permit granted to the Company by the authorized party or other matters required by the authorized party are not fulfilled.
6. If the Directors refuse to register the transfer of shares, within 30 (thirty) days after the date of application for registration was received by the Board of Directors, the Board of Directors shall send a rejection notice to the parties will move right.  
Regarding the Company's shares are listed on the stock exchanges in Indonesia, any refusal to record the transfer of rights should be in accordance with Stock Exchange regulations in Indonesia that apply to where the Company's shares are listed.
7. Registration of transfer of shares shall be made within the period from the date of publication of the call for the General Meeting of Shareholders Annual General Meeting of Shareholders or extraordinary until the closing date of the meetings.
8. People who got the rights to shares due to the death of a shareholder or for any other reason that causes the ownership of the shares changed according to the law, the right to present evidence at any time as required by the Board of Directors, may submit a written application to be registered as a shareholder. Registration can only be done if the Directors may receive good evidence that right notwithstanding the provisions of these Articles of Association as well as with regard to regulations on the stock exchanges in Indonesia, where the Company's shares are listed.
9. Transfers of shares in collective custody is done by transfer from one securities account to another securities account in the Central Securities Depository, Custodian Bank and Securities Company.
10. The form and procedure for transfer of shares traded on the capital market must fulfill the regulations in the capital market.
11. All restrictions, prohibitions, and the provisions in these Articles which regulate the right to transfer the shares and the registration of transfer of shares shall also apply to any transfer of rights pursuant to paragraph 8 of this Article 7.

## **COLLECTIVE CUSTODY**

### **ARTICLE 8**

1. Shares in collective custody at the Central Securities Depository must be recorded in the Shareholders Register on behalf of the Central Securities Depository for the benefit of all holders of accounts at the Central Securities Depository.
2. Shares in collective custody at the Custodian Bank or Securities Company recorded in securities account in the Central Securities Depository note on behalf of the Custodian Bank or the Securities Company for the benefit of the account holder at the Custodian Bank or the Securities Company.
3. If the shares in Collective Custody at the Custodian Bank is part of the Mutual Fund portfolio is formed of a collective investment contract and not in collective custody at the Central Securities Depository, the Company will record the shares in the Shareholder Register on behalf of the Custodian Bank for the benefit the owners of the Mutual Fund Units formed collective investment contract.
4. The Company shall issue a certificate or written confirmation to the Depository and Settlement Institution or the Custodian Bank as proof of registration in the List of Shareholders.

5. The Company shall mutations shares in collective custody are registered in the name of the Central Securities Depository and Settlement Institution or the Custodian Bank for the Investment Fund in the form of collective investment contracts in the Company's Shareholder Register books into the name of a party designated by the Central Securities Depository or the custodian bank in question. Request transfer shall be submitted by the Depository and Settlement Institution or Bank Custodian to the Company or the Registrar appointed by the Company.
6. Depository and Settlement Institution, the Custodian Bank or the Securities Company must issue a written confirmation to the account holder as proof of registration of their ownership of a number of shares of the relevant account holder, as recorded in his account in collective custody with the provisions of the written confirmation must be signed by the Board of Directors of the Depository and Settlement Institution, the Custodian Bank or the Securities Company which organizes the Collective Deposit or signed by the legitimate authority of the Board of Directors as proof of validation.
7. In the Collective Custody, each share issued by the Company of the same classification are fungible and can be swapped between one and the other.
8. The Company shall record in the Register of Shareholders of the original mutation shares registered in the name of the Central Securities Depository or the custodian bank for the Fund in the form of investment contracts as the organizer of the Collective Custody be on behalf of the shareholders appointed by the Central Securities Depository or by the Custodian Bank question. Request submitted Directors mutation Depository and Settlement Institution, the Custodian Bank, or lawful authority of the Board of Directors to the Board of Directors or the Registrar appointed by the Company.
9. The Company shall refuse noted mutations of the original shares on behalf of shareholders being transferred to the Central Securities Depository or the custodian bank for the Fund in the form of collective investment contracts, as the organizer of the Collective Custody, in respect of shares which was originally reported lost or destroyed, except for shareholders requesting the mutation in question can provide evidence and/or a sufficient guarantee that the shares in question is really lost or destroyed.
10. The Company shall refuse noted Collective Custody transfer shares to the stock if warranted, placed in foreclosure by a court warrant or seized for examination of criminal cases.
11. Account holders whose shares are included in collective custody at the Central Securities Depository, Custodian Bank or the Securities Company is entitled to cast votes in the General Meeting of Shareholders of the Company in accordance with the number of their shares in the securities accounts.
12. The account holder is entitled to cast sound effects in the GMS is a person whose name is listed as the account holder effects on the Central Securities Depository, Custodian Bank or the Securities Company 1 (one) working day prior to the GMS. Depository and Settlement, or the Custodian Bank or the Securities Company within the period specified in the rules applicable in the Capital Market shall submit a list of names of account holders securities to the Company to be registered in the Register of Shareholders specifically provided by GMS within the prescribed period in the prevailing laws in force in the field of capital markets.
13. Investment Managers are entitled to attend and vote in the General Meeting issued on the shares of the Company are included in collective custody at the Custodian Bank, which is part of the portfolio of the Investment Fund a collective investment contract and is not included in the Collective Custody at the Depository and Settlement provided that the Custodian Bank is obliged to submit the name of the Investment Manager not later than 1

(one) working day prior to the GMS.

14. The Company shall deliver dividends, bonus shares, or other rights with respect to ownership of shares in collective custody to the Depository and Settlement for shares in collective custody at the Central Securities Depository and Central Securities Depository subsequently ceded dividends, bonus shares or rights Additional to the Custodian Bank and the Securities Company for the benefit of each holder's account at the Custodian Bank and Securities Company.
15. The Company shall deliver dividends, bonus shares or other rights with respect to ownership to the Custodian Bank for shares in collective custody at the Custodian Bank, which is part of the portfolio of the Investment Fund a collective investment contract and not in collective custody at the Central Securities Depository.
16. The time limit for determination of Securities account holders who are entitled to receive dividends, bonus shares or other rights with respect to the ownership of shares in collective custody is determined by the GMS provided that the Custodian Bank and Securities Company must submit a list of names of account holders of Securities and the amount of the Company's shares owned by each holder of such Securities Account to the Central Securities Depository for then submitted to the Company no later than 1 (one) working day after the date on which the determination of shareholders entitled to receive dividends bonus shares or other rights such.

## **GENERAL MEETING OF SHAREHOLDERS** **ARTICLE 9**

1. General Meeting of Shareholders, hereinafter referred to as "GMS" consists of:
  - a. Annual GMS;
  - b. Another GMS, which in the Articles of Association is also called an Extraordinary GMS.
2. The term GMS in these Articles of Association means both, namely: Annual GMS and Extraordinary GMS, unless expressly determined otherwise.
3.
  - a. Annual GMS must be held at the latest 6 (six) months after the close of the fiscal year.
  - b. Under certain conditions, the Financial Services Authority may set a deadline other than that of as referred to in point a in this paragraph.
4. In the Annual GMS:
  - a. The Board of Directors submits:
    - annual report that has been reviewed by the Board of Commissioners to obtain approval from the GMS;
    - financial statements to be approved by the GMS.
  - b. To submit the Board of Commissioners' supervisory duty report.
  - c. To determine the use of profit, if the Company has positive retained earnings.
  - d. If necessary, to appoint members of the Board of Directors and Board of Commissioners of the Company.
  - e. To decide the determination of salaries, allowances, tantiem and/or bonuses for members of the Board of Directors and determination of honorarium, allowances, tantiem and/or bonuses for members of the Board of Commissioners.
  - f. To decide the appointment of public accountant and/or public accounting firm that would provide audit services for annual historical financial information by considering the Board of Commissioners' recommendations. In the event that the GMS cannot decide the appointment of public accountant and/or public accounting firm, the GMS may

delegate this authority to the Board of Commissioners, along with an explanation regarding:

1. reasons for delegation of authority; and
2. criteria or qualification of public accountants and/or public accounting firms that can be appointed.

- g. To decide other GMS agenda that have been submitted accordingly with due observance of the provisions of the Articles of Association.

5. Approval of the annual report and ratification of the financial statements by the annual GMS mean that the members of the Board of Directors and the Board of Commissioners are fully responsible for the management and supervision that have been carried out during the previous fiscal year, as long as these actions are reflected on the Annual Report and Financial Statements.
6. Extraordinary GMS may be held at any time based on needs for the interests of the Company with due observance of laws and regulations and the Articles of Association.
7.
  - a. 1 (one) or more shareholders who together represent 1/10 (one tenth) or more of total shares with voting rights or Board of Commissioners may request that a GMS be held.
  - b. A request for a GMS is submitted to the Board of Directors with a registered letter accompanied with the reasons thereof.
  - c. A request for the implementation of GMS shall:
    - be made in good faith;
    - consider the interests of the Company;
    - constitute a request that requires GMS' approval;
    - be accompanied by reasons and materials related to matters that must be decided at the GMS; and
    - not be in contravention with laws and regulations and the Company's Articles of Association.
  - d. The Board of Directors is obliged to announce the GMS to shareholders no later than 15 (fifteen) days from the date the request for convening GMS is received by the Board of Directors.
  - e. The Board of Directors is obliged to submit a notification of the meeting agenda and registered letter as referred to in point b of this paragraph from the shareholders or the Board of Commissioners to the Financial Services Authority no later than 5 (five) business days prior to the announcement as referred to in point d of this paragraph.
  - f. In the event that the Board of Directors does not announce the GMS to shareholders, the Board of Directors must announce:
    - there is a request for a GMS from the shareholders as referred to in paragraph 7 point a of this Article; and
    - the reason for not holding the GMS.
  - g. In the event that the Board of Directors has made the announcement as referred to in point f above or the period of 15 (fifteen) days has passed, the shareholders may once again submit a request to hold a GMS to the Board of Commissioners.
  - h. The Board of Commissioners shall announce the GMS to shareholders no later than 15 (fifteen) days from the date the request for holding GMS is received by the Board of Commissioners.
  - i. The Board of Commissioners must notify the meeting agenda to the Financial Services Authority no later than 5 (five) business days prior to the announcement as referred to in point h of this paragraph.

- j. In the event that the Board of Commissioners does not announce the GMS to shareholders, the Board of Commissioners must announce:
  - there is a request for a GMS from the shareholders as referred to in paragraph 7 point a of this Article; and
  - the reason for not holding the GMS.
- k. In the event that the Board of Commissioners has made the announcement as referred to in point j of this paragraph or the period of 15 (fifteen) days has passed, the shareholders may submit a request of GMS implementation to the chairman of the District Court whose jurisdiction covers the domicile of the Company to determine the granting of permit to hold the GMS as referred to in point a of this paragraph.
- l.
  1. In the event that the Board of Directors does not make the announcement as referred to in point d of this paragraph upon the recommendation from the Board of Commissioners, then in no later than 15 (fifteen) days from the date the request for convening a GMS is received, the Board of Directors must announce:
    - there is a request for a GMS from the Board of Commissioners that is not held; and
    - the reason for not holding the GMS.
  2. In the event that the Board of Directors has made the announcement as referred to in point l sub-point 1 of this paragraph or the period of 15 (fifteen) days has passed, the Board of Commissioners shall hold the GMS themselves.
  3. The Board of Commissioners is obliged to announce the GMS to the shareholders no later than 15 (fifteen) days from the date of the announcement as referred to in point l sub-point 1 of this paragraph or the period of 15 (fifteen) days as referred to in point l sub-point 2 of paragraph has passed.
  4. The Board of Commissioners must submit notification of meeting agenda to the Financial Services Authority no later than 5 (five) business days prior to the announcement as referred to in point l sub-point 3 of this paragraph.
  5. The notification of agenda of GMS held at the request of the Board of Commissioners must also include information that the Board of Directors did not hold the GMS at the request of the Board of Commissioners, should the Board of Commissioners conduct the proposed GMS themselves.
- 8. The Company may convene an electronic GMS with due observance of the provisions of the Financial Services Authority Regulation concerning the Implementation of an Electronic GMS of Public Companies.

**PLACE, NOTIFICATION, ANNOUNCEMENT, INVITATION  
AND CHAIRMAN OF GMS  
ARTICLE 10**

- 1. Without prejudice to other provisions in the Company's Articles of Association, the GMS must be held in the territory of the Republic of Indonesia and can be held in:
  - a. the domicile of the Company; or
  - b. the place where the Company carries out its main business activities; or
  - c. the provincial capital where the domicile or place of main business activities of the Company is located; or
  - d. the province of domicile of the Stock Exchange where the Company's shares are listed.
- 2. The Company is required to submit notification of meeting agenda to the Financial Services

Authority no later than 5 (five) business days prior to the announcement of GMS, excluding the date of GMS announcement. Meeting agenda as referred to above must be disclosed in clear and detailed manner.

3. In the event that the GMS is held at the request of the shareholders, the notification of the GMS agenda must also contain information:
  - a. an explanation that the GMS is held at the request of the shareholders and the names of shareholders proposing the GMS along with the number of their share ownership in the Company, should the Board of Directors or the Board of Commissioners conduct GMS at the request of the shareholders;
  - b. submit the names of shareholders as well as the number of their share ownership in the Company and the judgment of the chairman of the district court regarding the granting of permit to hold a GMS, should the GMS be held by shareholders in accordance with the judgment of the chairman of the district court to hold the GMS;
4. In the event that there is a change in the meeting agenda, the Company is obliged to submit the change of the agenda to the Financial Services Authority no later than the date of invitation to the GMS.
5.
  - a. The company is required to announce the GMS to shareholders no later than 14 (fourteen) days prior to the invitation to the GMS, excluding date of announcement and date of the invitation.
  - b. The announcement of the GMS as referred to in point a of this paragraph contains at least:
    - criteria of shareholders entitled to attend the GMS;
    - criteria of shareholders entitled to propose meeting agenda;
    - the date of GMS implementation; and
    - date of invitation to GMS.
  - c. In the event that the GMS is held at the request of the shareholders or the Board of Commissioners, in addition to informing the matters referred to in point b of this paragraph, the announcement of GMS must contain information that the Company convenes GMS due to a request from the shareholders or the Board of Commissioners.
  - d. In the event that the GMS is a GMS that is only attended by Independent Shareholders (as defined in the Financial Services Authority regulation), in addition to the information as referred to in points b and c of this paragraph, the announcement of GMS must also contain the following information:
    1. The next GMS which is planned to be held if the required attendance quorum of the Independent Shareholders as required is not met at the first GMS; and
    2. a statement regarding the quorum decisions required in each meeting.
6.
  - a. Shareholders can propose a written meeting agenda to the organizer of the GMS, no later than 7 (seven) days before the invitation to GMS.
  - b. Shareholders who can propose meeting agenda as referred to in point a of this paragraph are 1 (one) or more shareholders who represent 1/20 (one twentieth) or more of total shares with voting rights.
  - c. The proposed meeting agenda as referred to in point a of this paragraph must:
    1. be done in good faith;
    2. consider the interests of the Company;
    3. constitute an agenda that requires GMS approval;
    4. include the reasons and materials for the proposed meeting agenda; and
    5. not be in contravention with laws and regulations and articles of association.

- d. The Company is obliged to include the proposed meeting agenda from the shareholders in the meeting agenda stated in the invitation, as long as the proposed meeting agenda meets the requirements as referred to in point a to point c of this paragraph.

7. a. The Company is obliged to make invitation to the shareholders no later than 21 (twenty one) days prior to the GMS, excluding the date of invitation and date of the GMS.

b. Invitation to the GMS shall contain at least the following information:

- the date of GMS implementation;
- the time of GMS implementation;
- the venue for GMS;
- criteria of shareholders entitled to attend the GMS;
- meeting agenda, including an explanation of each agenda; and
- information stating that the materials related to the meeting agenda is available to shareholders from the date of the invitation to the GMS until the GMS is held.
- information that shareholders can provide power of attorney through e-GMS (as defined in the Financial Services Authority regulation).

c. The provisions of invitation to GMS in paragraph 7 of this Article applies mutatis mutandis to invitation to GMS held by shareholders who have obtained a court judgment to organize a GMS as referred to in Article 9 paragraph 7 point k.

8. The Company is obliged to provide meeting agenda materials for shareholders from the date of the invitation to GMS until the convening of the GMS. Meeting agenda materials can be in the form of:

- a. copies of physical documents which are given free of charge at the Company's office if requested in writing by the shareholders; or
- b. copies of electronic documents that can be accessed or downloaded through the Company's website and/or e-GMS.

9. In the event the meeting agenda is about the appointment of members of the Board of Directors and/or members of the Board of Commissioners, a curriculum vitae of the candidates for members of the Board of Directors and/or the Board of Commissioners to be appointed must be available:

- a. on the Company's website at least from the time of the invitation until the GMS is held;
- b. or at any other time other than the time referred to in point a of this paragraph, but no later than the time the GMS is held, as long as it is regulated the laws and regulations.

10. In the event that the GMS is a GMS attended only by Independent Shareholders, the Public Company is required to provide a duly stamped statement form to be signed by the Independent Shareholders prior to the implementation of the GMS, at least stating that:

- a. the person concerned is truly an Independent Shareholder; and
- b. If later it is proven that the statement is untrue, the person concerned may be subject to sanctions in accordance with the provisions of laws and regulations.

11. a. The company is required to make corrections to the invitation to GMS if there is a change in information in the invitation to GMS that has been made. In the event such correction in the invitation to GMS contains information on the change in the date of the GMS and/or the addition of the GMS agenda, the Company is obliged to make GMS invitation again according to the procedure set out in paragraph 7 of this Article.

b. If the change in information regarding the date of the GMS and/or the addition of GMS agenda is made not due to the fault of the Company or by order of the Financial Services Authority, the provisions on the obligation to conduct re-invitation to GMS as referred to in point a of this paragraph do not apply, as long as the Financial Services Authority does not order the same.

12.
  - a. GMS is chaired by a member of the Board of Commissioners who is appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners are absent or unable to attend, the GMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
  - b. In the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend, the GMS shall be chaired by shareholders attending the GMS appointed from and by the GMS participants.
  - c. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners to chair the GMS has a conflict of interest with the agenda to be decided in the GMS, the GMS shall be chaired by another member of the Board of Commissioners who has no conflict of interest appointed by the Board of Commissioners.
  - d. In the event that all members of the Board of Commissioners have a conflict of interest, the GMS shall be chaired by a member of the Board of Directors who is appointed by the Board of Directors.
  - e. In the event that one of the members of the Board of Directors appointed by the Board of Directors to chair the GMS has a conflict of interest over the agenda to be decided in the GMS, the GMS shall be chaired by a member of the Board of Directors who has no conflict of interest.
  - f. In the event that all members of the Board of Directors have a conflict of interest, the GMS shall be chaired by a non-controlling shareholder who is elected by the majority of the other shareholders present at the GMS.
13. At the opening of the GMS, the chairman of GMS is required to give an explanation to the shareholders regarding at least:
  - a. the general condition of the Company in brief;
  - b. meeting agenda;
  - c. decision making mechanism related to meeting agenda; and
  - d. procedures for exercising the rights of shareholders to ask questions and/or opinions.
14. At the time of the GMS, shareholders are entitled to obtain information on meeting agenda and materials related to the meeting agenda on conditions that it does not conflict with the interests of the Company.
15. At the time of the GMS, the Company may invite other parties related to the GMS agenda.
16.
  - a. All matters discussed and decided at the GMS must be recorded in the minutes of meetings made and signed by the Chairman of the GMS and at least 1 (one) shareholder appointed by the GMS participants;
  - b. Signatures as referred to in point a of this paragraph are not required if the minutes of GMS are made in the form of deed of GMS minutes prepared by a Notary registered with the Financial Services Authority.
  - c. In the event that the GMS is a GMS that is attended only by Independent Shareholders, the minutes of GMS must be made in the form of a deed of GMS minutes prepared by a notary registered with the Financial Services Authority.
17. The obligation to make announcement of invitation, corrections of invitation, re-invitation, and announcement of summary of GMS minutes as referred to in this Article for Public Companies whose shares are listed on the Stock Exchange shall be done at least through:
  - a. e-GMS Provider website;
  - b. Stock Exchange website; and
  - c. the Company's website, in Indonesian and foreign languages, provided that the foreign language used is at least English.

18. Announcement that uses foreign language as referred to in paragraph 17 point c of this Article must contain the same information as the information in an announcement in Indonesian language.
19. In the event that there is a difference between the interpretation of information announced in a foreign language and that of published in Indonesian language as referred to in paragraph 18 of this Article, the information in Indonesian language shall prevail.
20. In the event that the Company uses the system provided by the Company, the provisions regarding media announcement, invitation, correction of invitation, re-invitation, and announcement of the summary of GMS minutes as referred to in this Article, for Public Companies whose shares are listed on the stock exchange shall be conducted through at least:
  - a. stock exchange website; and
  - b. the website of the Public Company, in Indonesian and foreign languages, provided that the foreign language used is at least English.

## **RULES, QUORUM, VOTING RIGHTS, AND GMS DECISIONS** **ARTICLE 11**

1. At the time of the GMS, GMS rules must be given to the shareholders who are present. The main points of GMS rules must be read out before the GMS begins.
2. a. GMS, may be held if attended by shareholders representing more than 1/2 (half) of total shares with voting rights present or represented, unless these Articles of Association determine a larger quorum.
  - b. In the event that the quorum as referred to in point a of this paragraph is not achieved, an invitation to a second GMS shall be held with the following terms:
    - within 7 (seven) days at the latest before the second GMS is held;
    - by stating that the first GMS was held and did not reach the attendance quorum;
    - the second GMS is held at the earliest 10 (ten) days and no later than 21 (twenty one) days after the first GMS is held.
  - c. The second GMS is valid and entitled to adopt decisions if at the GMS at least 1/3 (one third) of the total shares with voting rights are present or represented, unless these Articles of Association determine a larger quorum.
  - d. GMS resolutions as referred to in point a and point c of this paragraph are valid if approved by more than 1/2 (half) of all shares with voting rights who are present at the GMS, unless these Articles of Association determine that the decision is valid if approved by a larger number of affirmative votes.
  - e. In the event that the attendance quorum at the second GMS is not achieved, a third GMS may be held provided that the third GMS is valid and entitled to adopt decisions if attended by shareholders of shares with valid voting rights in the attendance quorum and decision quorum determined by the Financial Services Authority at the request of the Company.
3. The provisions of attendance quorum and quorum of GMS resolutions as referred to in paragraph 2 of this Article shall also apply to attendance quorum and quorum of GMS resolutions for agenda of material transaction and/or changes in business activities, except for agenda on material transaction that is in the form of transfer of assets of a Public Company of more than 50 % (fifty percent) of total net assets.
4. Shareholders, either individually or represented by virtue of a power of attorney, are entitled

to attend the GMS.

5. Shareholders who are entitled to attend the GMS are shareholders whose names are registered in the list of shareholders of the Company, 1 (one) business day prior to the invitation to the GMS.
6. In the event that a second and third GMS are held, the shareholders entitled to attend the meeting shall meet the following provisions:
  - a. for the second GMS, the shareholders entitled to attend the meeting are registered shareholders in the list of shareholders of the Company, 1 (one) business day prior to the invitation to the second GMS; and
  - b. for the third GMS, the shareholders entitled to attend the meeting are registered shareholders in the list of shareholders of the Company, 1 (one) business day prior to the invitation to the third GMS.
7. In the event of a re-invitation as referred to in paragraph 11 Article 10, the shareholders entitled to attend the GMS are shareholders whose names are registered in the list of shareholders of the Company, 1 (one) business day prior to the re-invitation of the GMS.
8. In the event that the correction of invitation does not cause the obligation of re-invitation as referred to in paragraph 11 Article 10, the shareholders entitled to attend the meeting shall meet the criteria of shareholders as referred to in paragraph 6 of this Article.
9. Shareholders can be represented by other shareholders or other people with a power of attorney. However, shareholders are not entitled to grant power of attorney to more than one proxy for a portion of the total shares they own with different votes, except for:
  - a. Custodian Bank or Securities Company as a Custodian representing its clients who are shareholders of the Public Company.
  - b. Investment Managers who represent the interests of the Mutual Funds they manage.
10. The Company is required to provide the alternative of providing power of attorney electronically to shareholders to attend and vote at the GMS.
11. a. Parties entitled to become Proxy electronically include:
  1. Participants who administer sub securities accounts/securities owned by shareholders;
  2. Parties provided by the Company; or
  3. Parties appointed by the shareholders.**b.** The Company is obliged to provide a Proxy electronically as referred to in point a sub-point 2 of this paragraph.
12. In the meeting, each share gives the right to its owner to cast 1 (one) vote.
13. Members of the Board of Directors, members of the Board of Commissioners and employees of the Company may act as proxies in the meeting, but the votes they cast as proxies in the meeting are not counted in voting. Provision of power of attorney to members of the Board of Directors, members of the Board of Commissioners, and employees of the Company cannot be made electronically.
14. Voting on a person shall be conducted by unsigned secret ballot and regarding other matters shall be conducted verbally, unless the Chairman of the Meeting determines otherwise without objection from the shareholders present at the GMS.
15. GMS resolution shall be made based on deliberation to reach consensus. In the event that a decision based on deliberation to reach a consensus is not reached, the decision is made by voting. Decision making through voting must be made with due observance of GMS attendance quorum and resolution quorum provisions.
16. Attendance quorum and GMS resolution quorum that are only attended by Independent Shareholders are subject to the following provisions:

- a. GMS can be held if attended by Independent Shareholders who represent more than 1/2 (half) of total shares with valid voting rights owned by Independent Shareholders.
- b. GMS resolution as referred to in point a of this paragraph is valid if approved by Independent Shareholders who represent more than 1/2 (half) of total shares with valid voting rights owned by the Independent Shareholders.
- c. In the event that the quorum as referred to in point a of this paragraph is not achieved, a second GMS may be held provided that the second GMS is valid and entitled to make decisions if the GMS is attended by Independent Shareholders who represent more than 1/2 (half) of total shares with valid voting rights owned by Independent Shareholders.
- d. Resolution of the second GMS is valid if approved by more than 1/2 (half) of total shares with valid voting rights owned by Independent Shareholders who attend the GMS.
- e. In the event that the attendance quorum of the second GMS as referred to in point c of this paragraph is not achieved, the third GMS can be held provided that the third GMS is valid and entitled to make decision if attended by Independent Shareholders of shares with valid voting rights, with the attendance quorum determined by Financial Services Authority at the request of the Company.
- f. Resolution of the third GMS is valid if approved by Independent Shareholders who represent more than 50% (fifty percent) of shares owned by Independent Shareholders who attend the GMS.

17. Shareholders of shares with valid voting rights who attend the GMS but abstain are deemed to have cast the same vote as the majority vote of shareholders who cast votes.

## **AMENDMENT TO ARTICLES OF ASSOCIATION**

### **ARTICLE 12**

1. Amendment to the Articles of Association is set by the GMS, which was attended by shareholders and / or their representatives authorized that together represent at least 2/3 (two-thirds) of the total shares of the Company with valid voting rights have been issued the Company and the General Meeting's decision must be approved by shareholders and/or their representatives authorized that together represent more than 2/3 (two-thirds) of the total shares with voting rights were present at the GMS.
2. Changes in the Articles of Association regarding the change of name and/or domicile of the Company, as well as the purposes and objectives of the Company's business activities, the founding period of the Company, the amount of authorized capital, reduction of capital subscribed and paid, and changes to the Company's status open or closed to the Company on the contrary, to be approved by the Minister of Law and Human Rights of the Republic of Indonesia.
3. Changes in the Articles of Association concerning things other than mentioned in paragraph 2 of this Article pretty notified to the Minister of Justice and Human Rights of the Republic of Indonesia no later than 30 (thirty) days from the date of the notarial deed containing the change.
4. As far as the reduction of the authorized capital or the issued capital, the Directors must notify all creditors of the Company by announcing it in at least 1 (one) or more newspapers/Indonesian language daily which has a wide circulation/national within a period of at least 7 (seven) days from the date of decision of the GMS on the reduction of capital.
5. If the quorum is determined not achieved in the meeting referred to in paragraph 1, the

second GMS may be held for the same purpose and use the terms as specified Article 11 paragraph 2 letter b of the Articles of Association. Decisions in the second Extraordinary General Meeting valid if attended by shareholders who together represent at least 3/5 (three-fifths) of the total shares with valid voting rights that have been issued by the Company and approved by shareholders together represent the voice of more than 1/2 (one half) of the total shares with the voting rights are present in the GMS.

6. In case a quorum the second meeting referred to in paragraph 5 of this Article is not reached, then at the request of the Company, the third GMS quorum and number of votes to take the decision, calling and holding the GMS time set by the Financial Services Authority.
7. The things mentioned above are subject to approval from regulatory authorities, if required.

## **MERGER, DISSOLUTION, TAKEOVER AND SEPARATION** **ARTICLE 13**

1. a. With the provisions of the legislation in force, the extension of the founding period of the Company, merger, consolidation, takeover or separation can only be done based on the decision of the GMS, which is attended by shareholders or authorized proxy who together represent at least 3/4 (three-quarter) of the total shares with valid voting rights and decisions approved by shareholders who together represent more than 3/4 (three-quarter) of the total shares with voting rights are present at the GMS. Takeover as referred to in paragraph 1a of Article 13 of Articles of Association is as defined in Law No. 40 Year 2007 regarding Limited Liability Company, with all the amendments and its implementing regulations as well as the value of the takeover is the value of the material referred to in the provisions of the regulations in force in the capital market.  
b. In case the quorum referred to in paragraph 1.a above is not reached, then the Second GMS can be held. Second GMS is valid and may adopt binding resolutions if attended by shareholders or authorized proxy who together represent at least 2/3 (two- thirds) of the total shares with valid voting rights and decisions approved by more than 3/4 (three-quarter) of the total shares with rights who attended the GMS.  
c. In case the quorum referred to in paragraph 1.b above is not reached, then at the request of the Company, the quorum, the number of votes to make decisions, the calling and the operational time of the GMS stipulated by the Financial Services Authority.
2. The Board of Directors shall announce within 1 (one) or more newspapers/Indonesian language daily which has a wide circulation/national as determined by the Board of Directors, on the plan merger, consolidation, takeover or separation of the Company not later than 30 (thirty) days prior to the call to the GMS, unless otherwise stipulated by the regulation in force in the capital market.

## **BOARD OF DIRECTORS** **ARTICLE 14**

1. The Company shall be managed and led by a Board of Directors consisting of at least 3 (three) members of the Board of Directors.
2. If more than one Director appointed then one of them can be appointed as the President

Director. Those who may be appointed as members of the Board of Directors are Indonesian citizens and/or foreign nationals who are qualified to be appointed as Directors of the Company under the provisions of the legislation in force in the capital market.

3. Members of the Board of Directors appointed by the GMS, each for a period of 5 (five) years, without prejudice to the right of the GMS to terminate them before his/her term expires if the members of the Board of Directors is judged to be able to carry out their duties as stipulated in the Articles of Association and/or GMS decision. Such termination is applicable since the close of the meeting, unless otherwise determined by the GMS. After the term of office ends Board of Directors members can be reappointed by the GMS.
4. In addition to the provisions of paragraph 3 above, the tenure of the Board of Directors automatically ended when member of the Board of Directors:
  - a. resigns;
  - b. no longer meets the requirements of Regulation of the Financial Services Authority and other regulations; or
  - c. terminated by the GMS; or
  - d. dies.
5. In the case of members of the Board of Directors resigns, a written notification must be submitted by the Director who resigns to the Company for the attention of the Board of Commissioners and Board of Directors. The Company is obliged to keep the GMS to decide on the resignation of members of the Board of Directors within a maximum period of 90 (ninety) days after receipt of the resignation letter.
6. In the event that the Company does not convene the GMS in the period referred to in paragraph 5 of this Article, then with the lapse of the period, resignation of members of the Board of Directors to be valid without requiring the approval of the GMS.
7. To the members of the Board of Directors is given salaries and allowances of the amount determined by the GMS and the authority may be delegated by the General Meeting to the Board of Commissioners in performing the function of the nomination and remuneration.
8. In the case of members of the Board of Directors resigns, resulting in the number of members of the Board of Directors are less than 2 (two) people, the resignation is legitimate if it has been determined by the GMS and has appointed a new Board of Directors that meets the minimum requirements of the number of members of the Board of Directors.
9.
  - a. If due to any reason whatsoever the post of member of the Board of Directors is vacant, in addition to the resignation of members of the Board of Directors, so that the number of Board members to be less than the minimum number of Directors required, must be held GMS to fill such vacancy within 90 (ninety) days after the date of the vacancy.
    - b. As long as the post is vacant and no successor has not yet fill the position, then one of the other Directors appointed by the Board of Commissioners, the Board of Directors shall run the Board of Directors' jobs with the same power and authority.
    - c. A person appointed by the GMS to replace members of the Board of Directors terminated pursuant to paragraph 3 of this Article, or to fill the vacancy pursuant to paragraph 9 of this article shall be appointed for a term representing the remaining term of office of members of the Board of Directors is being replaced.
10. If at any time by any cause whatsoever the Company does not have a member of the Board of Directors, then for a while BOC is obliged to run the job in progress, with the obligation at the latest 90 (ninety) days after the vacancy occurs, for organizing the GMS to fill vacancies.
11. If all members of the Board of Directors laid off temporarily or for any reason no member

of the Board of Directors, Board of Commissioners to temporarily run the management of the Company but only with the right to perform maintenance actions concerned with things and activities that are being run, and with the obligation to hold the GMS within 45 (forty-five) days after the occurrence in order to appoint the new Board of Directors.

## **DUTIES AND AUTHORITIES OF BOARD OF DIRECTORS**

### **ARTICLE 15**

1. The Board of Directors has full responsibility for the maintenance and ownership of duties designated to the interests of the Company in achieving its purposes and objectives.
2. The President Director or a member of the Board of Directors appointed by the Board of Directors meeting is entitled and authorized to represent and act for and on behalf of the Board of Directors and the Company.
3. The Board of Directors of the Company represents and binds both inside and outside the court and has the right to do for and on behalf of the Company deeds relating and supporting the Company's business activities which include, among others, borrowing from other parties, including seeking funding from third parties, to negotiate agreements/contract with other parties, opening branch offices, implementing all lease agreements and deeds of ownership. For actions listed as follows, they require written consent from members of the Board of Commissioners altogether in a document containing the relevant transaction, namely:
  - a. To invest in a new company or to release equity participation in a company;
  - b. To provide debt guarantee or security for the benefit of any person, legal entity or company, except when debt guarantee or security for the benefit of any person, legal entity or the company is provided for, including but not limited to, issuance of bonds, medium term notes, or other debt securities, loans to government institution, bank, non-bank financial industry, institution, and/or other business entities or other third parties, domestic and foreign, in one or more transactions, whether in relation to one another or not in one fiscal year or more, with due regard to the provisions of the Articles of Association and the prevailing regulations during the term of the loan either provided by government institution, bank, non-bank financial industry, institution, and/or other business entities or other third parties, domestic and foreign, term of bonds, term of medium term notes or seeking funding from third parties, or for as long as the Company's debt arising from loans from government institution, bank, non-bank financial industry, institution, and/or other business entities or other third parties, domestic and foreign, and/or bonds and/or medium term notes mentioned above has not been paid;
  - c. To negotiate agreements/contracts with other parties unrelated to the Company's business activities and does not support the Company's business activities.
  - d. lending money to anyone who is not related to the Company's business activities when exceeding the amount and period set by the Board of Commissioners.
  - e. participate in the activities of another company that is separate from the Company.
4. a. Legal actions to transfer, or encumber assets constituting more than 50% (fifty percent) of the Company's net assets, whether related or unrelated, within one financial years, must obtain approval from the GMS, that is must be attended or represented by shareholders holding at least 3/4 (three-quarters) of the total shares with valid voting rights and the decision must be approved by more than 3/4 (three-quarters) of the total

voting shares present at the GMS.

- b. If the quorum for the meeting under paragraph 4a above is not meet, a second meeting may be convened no earlier than 10 (ten) days and no later than 21 (twenty-one) days following the first meeting, with the same requirements and agenda as the first meeting, except that the notice for the second meeting must be given no later than 7 (seven) days prior to the date of the meeting, excluding the date of the notice and the meeting date. No prior notification is required for such notice. The second meeting shall be deemed valid if attended by shareholders or their lawful proxies representing at least 2/3 (two-thirds) of the total shares with valid voting rights, and resolutions shall be approved by more than 1/2 (one-half) of the valid votes cast at the meeting.
- c. If the quorum referred to in paragraph 4b above is not meet, then at the request of the Company, the quorum, the number of votes to take the decision, calling and holding a third meeting set by the Financial Services Authority.

5. Director for certain acts are also entitled to appoint one or more as deputy attorney by giving him/her power set in the power of attorney.
6. The division of tasks and responsibilities of each member of the Board of Directors determined by the GMS and authorized by the GMS can be delegated to the Board of Commissioners.
7. In the event that the company has an interest conflicting with the interests of all members of the Board of Directors, then in this case Board of Commissioners represents the Company.

## **BOARD OF DIRECTORS MEETINGS** **ARTICLE 16**

1. Meetings of the Board of Directors can be done on a regular basis and any time deemed necessary:
  - a. 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; or
  - c. upon the written request of 1 (one) or more shareholders together representing 1/10 (one-tenth) or more of the total shares with voting rights; with applicable regulations in the capital market. Notification of meetings conducted by members of the Board of Directors is entitled to act for and on behalf of the Board of Directors in accordance with the provisions of Article 15 of this Articles of Association.
2. Notification of meetings of the Board of Directors submitted by registered mail or by other means that is delivered directly to each member of the Board of Directors no later than 5 (five) days before the meeting is held.
3. The calling of the meeting must include the agenda, date, time and place of the meeting. The calling of the said meeting along with the material to be discussed in the meeting.
4. The Board of Directors Meeting held at the Company's domicile or place of business of the company. If all members of the Board of Directors are present or represented, calling in advance is not required and the meeting can be held wherever the Board of Directors and may adopt lawful and binding decisions. Without prejudice to the provisions set forth above, the Board of Directors meeting can also be done by means of a conference telephone or other communications system similar in which the members of the Board participating in the meeting can communicate with each other and such participation is considered a direct presence in the meeting. Discussion and decisions of the Board

meeting by means of conference telephone or other similar communication systems must be recorded in the minutes / minutes of the meeting and then circulated to the members of the Board of Directors participating in the meeting to be studied and ratified.

5. Directors' Meeting chaired by the President, in which case the President Director is absent or unavailable unnecessary to prove to a third party, meeting of the Board of Directors chaired by a member of the Board of Directors elected by and from among the members of the Board of Directors in attendance.
6. A member of the Board of Directors can be represented at the Meeting of the Board of Directors only by members of the Board of Directors based on a power of attorney.
7. Board of Directors' Meeting is valid and may adopt binding resolutions if more than 1/2 (one half) of the number of Board members present or represented at the meeting.
8. Decision of the Board of Directors must be taken based on consultation and consensus. If not reached, the decision taken by polling the affirmative vote of at least more than 1/2 (one half) of the total votes cast at the meeting.
9. If a voice that agrees and disagrees balanced, chairman of the Board of Directors meeting that will decide.
10.
  - a. Each member of the Board of Directors in attendance is entitled to cast 1 (one) vote and an additional 1 (one) vote for each other member of the Board of Directors represents.
  - b. A vote on individual made with closed ballots without signatures while voting on other things done orally, unless the chairperson of the meeting decides otherwise without objection from those being present.
  - c. Blank vote and invalid votes are considered not issued legally and did not exist and is not counted in determining the number of votes cast.
11. The Board of Directors may also take a legitimate decision without convening a meeting of the Board of Directors provided that all members have been notified in writing and all members of the Board of Directors approve the proposal submitted in writing by signing the agreement. Decisions taken in this way have the same force as a legitimate decision taken by the Board of Directors Meeting.

## **BOARD OF COMMISSIONERS** **ARTICLE 17**

1. The Board of Commissioners consists of at least 3 (three) members of the Board of Commissioners. If appointed more than 2 (two) members of the Board of Commissioners, then one of them may be appointed as Chairman.
2. Who may be appointed as a member of the Board of Directors are individuals who meet the specified requirements of legislation in force in the capital market.
3. The members of the Board of Commissioners shall be appointed by the GMS for a period of 5 (five) years, without prejudice to the right of the GMS to terminate at any time before their tenure expires, if the members of the Board of Commissioners is judged to be able to carry out their duties as stipulated in the Articles of Association and/or the decision of the GMS. Stays are applicable since the close of the meeting, unless otherwise determined by the GMS. After the term of office ends, the Board of Commissioners may be reappointed by the GMS.
4. In addition to the provisions of paragraph 3 above, the term of office of the Commissioner by itself ends when the Commissioner member:

- a. resigns;
- b. no longer meets the requirements of Regulation of the Financial Services Authority and other legislation; or
- c. terminated by the GMS; or
- d. dies.

5. In the case of members of the Board of Commissioners to resign, a written notification must be submitted by members of the Board of Commissioners who resigned to the Company. The Company is obliged to keep the AGM to decide on the resignation of members of the Board of Commissioners at the latest within a period of 90 (ninety) days after receipt of the resignation letter.
6. In the event that the Company does not GMS in the period referred to in paragraph 5 of this Article, then with the lapse of the period, the resignation of members of the Board of Commissioners to be valid without requiring the approval of the GMS.
7. In the case of members of the Board of Commissioners to resign so that the resulting total number of Commissioners to less than that required pursuant to paragraph 1 of this Article, the resignation to be valid if it has been determined by the GMS and has appointed a new Commissioner so that it meets the minimum requirements the number of members of the Board Commissioner.
8. If due to any reason whatsoever the position of the Board of Commissioners are vacant, as well as the resignation of the commissioners, so that the number of Commissioners to less than the minimum amount required Commissioner, the GMS must be held to fill the vacancy in a period of 90 (ninety) days after the date of the vacancy to the provisions of paragraph 2 of this article.
9. The division of duties among the members of the Board of Commissioners is governed by their own.
10. To the members of the Board of Commissioners granted a salary or honorarium and allowances the amount determined by the GMS.

## **DUTIES AND AUTHORITIES OF BOARD OF COMMISSIONERS** **ARTICLE 18**

1. The Board of Commissioners:
  - a. Supervision over the maintenance policy, the management process in general, both regarding the Company or the Company's business, and to advise the Board of Directors.
  - b. In carrying out the supervision of the Board of Commissioners represents the interests of the Company.
2. The Board of Commissioners at any time during business hours office of the Company is entitled to enter the building and yard or other place used or controlled by the Company and are entitled to all the books, letters and other documents, check and match the cash and other as well as eligible to find out all the actions taken by the Board of Directors.
3. The Board of Directors and each member of the Board of Directors is obliged to provide an explanation of all things asked by the Board of Commissioners.
4. In order to support the effectiveness of the implementation of the tasks and responsibilities of the Board of Commissioners as referred to in paragraph 1 above, the Board of Commissioners shall be established an Audit Committee, Nomination and Remuneration

Committee, and other committees in accordance with the requirements set out in the legislation in the field of Capital Markets.

In the absence of the nomination and remuneration committee was formed, the function of the nomination and remuneration which is stipulated in the Financial Services Authority shall be executed by the Board of Commissioners.

5. The Board of Commissioners with the most votes can at any time entitled to temporarily lay off one or more members of the Board of Directors, if he (they) act contrary to these Statutes or dereliction of duty (them) or there is a compelling reason for the Company. Suspension is to be notified to the person concerned with the reasons of such action. Within 90 (ninety) days after the layoffs, the Board is required to hold the GMS that will decide whether the Director concerned will be dismissed so or be returned to his position, while the members of the Board of Directors who has been suspended given the opportunity to present and defend themselves. This meeting led by President Commissioner and if the Chairman is not present at the meeting or disability which does not need to prove to a third party, the meeting was chaired by a member of the Board of Commissioners present in the meeting.
6. If the GMS is not held or are unable to take a decision within 90 (ninety) days after the layoffs, the layoffs were automatically canceled according to law.
7. If the Board of Directors suspended and the Company does not have one member of the Board of Directors then for a while BOC is required to manage the Company. In such case, the Board of Commissioners reserves the right to provide temporary power to one or more of the members of the Board of Commissioners at the expense of the Board of Commissioners.
8. In the event that there is only one member of the Board of Commissioners, all duties and authority granted to the Chairman or members of the Board of Commissioners in the statutes apply to him.
9. In connection with the Board of Commissioners as referred to in Article 18 of the Articles of Association, the Board of Commissioners is obliged:
  - a. Give opinions and suggestions to the GMS regarding the annual financial statements in other important matters.
  - b. Endorsed the Work Plan and Annual Budget of the Company before the commencement of the financial year coming budget year running the Company. In terms of the Annual Budget and Work Plan of the Company, was not passed in time mentioned above, it will apply the Annual Budget and Work Plan of the Company the previous year.
  - c. Provide opinions and advice to the GMS regarding any other issues deemed important for the management of the Company.
  - d. Proposes the appointment of an accountant to audit the financial situation of the Company for approval by the GMS.
  - e. Committees formed to assist the Board of Commissioners duties with remuneration determined by the Board of Commissioners.

## **BOARD OF COMMISSIONERS MEETINGS** **ARTICLE 19**

1. Implementation Board Meeting can be done on a regular basis and any time deemed necessary:

- a. by one or more members of the Board of Commissioners;
- b. at the written request of the Board of Directors; or
- c. at the written request of 1 (one) or more shareholders who collectively represent 1/10 (one-tenth) or more of the total shares with voting rights;  
with due observance to the applicable regulations in the capital market.

2. Notification of meetings of the Board of Commissioners of the President Commissioner.
3. Notification of meetings of the Board of Commissioners delivered by registered mail or by other means that is delivered directly to each member of the Board of Commissioners before the meeting is held.
4. The calling of the meeting must include the agenda, date, time and place of the meeting.  
The calling of the said meeting along with the material to be discussed in the meeting.
5. The Board Meeting held at the Company's domicile or place of business of the Company. If all members of the Board of Commissioners are present or represented, calling in advance is not required and the meeting of the Commissioners may be held nowhere and entitled to make a decision valid and binding.  
Without prejudice to the foregoing, board meetings can also be done by means of teleconferencing, video conferencing or through electronic media or other communication systems similar where the members of the Board of Commissioners participating in the meeting can communicate with each other and such participation is considered attendance directly in meeting.  
Discussion and decisions of the meeting of the Board of Commissioners who use means of teleconferencing, video conferencing or through electronic media or other communication systems similar shall be recorded in the minutes/minutes of the meeting and then circulated to the members of the Board of Commissioners who participated in the meeting to be studied and ratified by the chairman of the meeting and by a member of the Board of Commissioners appointed from among those who participated in the meeting.
6. Board of Commissioners Meeting chaired by the President, in case of the President Commissioner is absent or unavailable which is unnecessary to prove to a third party, the Board of Commissioners chaired by a member of the Board of Commissioners elected by and from among the members of the Board of Commissioners being present.
7. A member of the Board of Commissioners may be represented in the Board Meeting only by members of the Board of Commissioners based on a power of attorney.
8. The Board Meeting is valid and may adopt binding resolutions if more than 1/2 (one half) of the members of the Board of Commissioners are present or represented at the meeting.
9. Resolutions of the Board of Commissioners shall be taken based on consultation and consensus. If not reached, the decision taken by polling the affirmative vote of at least more than 1/2 (one half) of the total votes cast at the meeting.
10. If the voices agree and who disagree are balanced, chairman of the board meetings who will decide.
11.
  - a. Each member of the Board of Commissioners present entitled to cast 1 (one) vote and an additional 1 (one) vote for each member of the Board of Commissioners represents.
  - b. A vote on individual made with closed ballots without signatures while voting on other things done orally, unless the chairman of the meeting decides otherwise no objection from those being present.
  - c. Blank vote and invalid votes deemed not validly issued and are considered nonexistent and not counted in determining the number of votes cast.
12. Of all matters discussed and decided in a meeting of the Board of Commissioners should

be made a minute and as an endorsement signed by all members of the Board of Commissioners present and then the minutes of the meeting submitted to all members of the Board of Commissioners.

13. The Board of Commissioners may also take legitimate decisions without convening a meeting of the Board of Commissioners, provided that all members of the Board of Commissioners has been notified in writing and all members of the Board of Commissioners approve the proposal submitted in writing by signing the agreement. Decisions taken in this way have the same force as a legitimate decision taken by the Board of Commissioners.

## **SHARIA SUPERVISORY BOARD**

### **ARTICLE 20**

1. In the framework of conducting business activities based on Sharia Principles, upon approval of the National Sharia Council, Sharia Supervisory Board is assigned in the Company's Sharia Business Unit, with due regard to the Financial Services Authority's regulations, the National Sharia Council's stipulations and other laws and regulations governing such rights.  
The Company's Sharia Business Unit is a work unit at the Company's Head Office serving as the holding office of the Company's Sharia Branch Office.
2. Sharia Supervisory Board has main duties and functions as follows:
  - a. as a representative of the National Sharia Council assigned in the Company;
  - b. to serve as a supervisor of the Company's Sharia Branch Office business activities in accordance with Sharia Principles;
  - c. to serve as an advisor and facilitator to the Board of Directors, Head of Sharia Business Unit and Head of Sharia Branch Offices of the Company on matters related to Sharia Principles;
  - d. to serve as a mediator between the Company and the National Sharia Council in communicating proposals and suggestions on the Company's products and services development that requires the National Sharia Council's study and *fatwas*.
3. In performing its functions, the Sharia Supervisory Board shall:
  - a. adhere to the National Sharia Council's *fatwas*;
  - b. report business activities and development the Company's Sharia Business Unit to the National Sharia Council in accordance with the National Sharia Council's stipulations.
4. Requirements to become Sharia Supervisory Board members are regulated and determined by the National Sharia Council.  
The Sharia Supervisory Board shall be elected by the General Meeting of Shareholders upon the Council of Indonesian Ulama's recommendations.
5. Subject to prevailing capital market regulations, members of the Sharia Supervisory Board may be given honoraria and/or allowances, in the amount determined by the General Meeting of Shareholders. Such authority may be delegated to the Board of Commissioners.

## **WORK PLAN, THE ANNUAL BOOK AND ANNUAL REPORT**

## **ARTICLE 21**

1. The Board of Directors submits a work plan which includes also the annual budget of the Company to The Board of Commissioners for approval, before the fiscal year begins.
2. The work plan referred to in paragraph 1 shall be submitted no later than 30 (thirty) days prior to the commencement of the financial year to come.
3. The Company's fiscal year runs from the 1<sup>st</sup> (first) of January until 31 (thirty-one) December. At the end of December of each year, the Company closes the book.
4. The Board of Directors shall submit to the Board of Commissioners annual report comprising the balance sheet and profit and loss financial year concerned that have been checked by a Public Accountant to be explored.
5. The GMS gives its decision on the acceptance of the balance sheet and the profit and loss statement and other reports audited by an accountant appointed by the GMS.
6. The Board of Directors draws up an annual report and start to do the calling of Annual General Meeting until the closing day of the Meeting, the balance sheet and profit and loss statement following the annual report is concerned, must be provided at the Company's office for inspection by the shareholders.
7. Approval of the balance sheet and profit and loss statements by the Annual General Meeting fully discharges (*acquit et de charge*) to the Board of Commissioners and Board of Directors from liability for their actions in their respective fields in the fiscal year concerned, as long as such actions turned out in the Company's book.
8. A Company that listed in the Stock Exchange is required to publish periodic Financial Reports to the Stock Exchange in accordance with the regulation in force in the capital market.

## **PROFIT APPROPRIATION AND DIVIDEND DISTRIBUTION**

## **ARTICLE 22**

1. Net profit of the Company in a fiscal year as stated in the balance sheet and profit and loss statement which has been approved by the annual GMS and is a positive retained earnings, is divided according to profit appropriation as determined by the GMS.
2. In the event that the GMS does not determine the appropriation thereof, net profit (net of reserves) as required by Law and the Articles of Association of the Company shall be distributed as dividends.  
Dividends can only be paid based on and in accordance with the resolutions made at the GMS which also include decisions on determination of the time and method of dividend payment with due observance of the prevailing laws and regulations in the capital market.  
In the event that the GMS determines the distribution of the Company's net profit to be distributed as cash dividends, the Company is obliged to pay cash dividends to the entitled shareholders no later than 30 (thirty) days after the summary of GMS minutes containing decision on the distribution of cash dividends is announced. The day of payment must be announced by the Board of Directors to all shareholders.
3. By taking account of the Company's revenue in the relevant fiscal year, from profit and loss statements that have been approved by the Annual General Meeting of Shareholders, the Company shall give tantiem or bonus from the Company's profit before tax to members of the Board of Directors and Board of Commissioners of the Company, at the discretion of the Board of Directors, to the Company's employees as well or some of them.

4. The Company may distribute interim dividends before the close of the Company's fiscal year based on decision of the Board of Directors after obtaining approval from the Board of Commissioners, provided that the total net assets of the Company is not lesser than total issued and paid-up capital plus mandatory reserves, and does not disrupt or cause the Company to be unable to fulfill its obligations to creditors or interfere with the Company's activities.
5. The interim dividend must be calculated against the dividend distributed based on resolution of the next Annual General Meeting of Shareholders which is taken in accordance with the provisions of these Articles of Association and with due observance of the applicable regulations of the stock exchange in Indonesia where the Company's shares are listed.
6. In case that after the Fiscal Year ends it turns out that the interim dividend that has been distributed must be returned by the shareholders to the company, the Board of Directors and the Board of Commissioners are jointly and severally responsible for the loss of the company in the event that the shareholders are unable to return the interim dividend.

## **USE OF RESERVES** **ARTICLE 23**

1. Provision for net income for the backup is done until it reaches 20% (twenty percent) of the total issued and paid-up, and can only be used to cover losses that are not met by the other reserves.
2. If the reserves are in excess of 20% (twenty percent), the GMS decides that the amount of the excess can be used for company purposes.
3. Reserves referred to in paragraph 1 which has not been used to cover losses and excess reserves referred to in paragraph 2 of which use has not been determined by the GMS should be managed by the Board of Directors in a proper way according to considerations of Directors, after obtaining the approval of the Board of Commissioners and with due observance to laws in order to make a profit.

## **CLOSING PROVISIONS** **ARTICLE 24**

Everything that is not or not sufficiently governed in this Articles of Association will be decided in the GMS.