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## **The Establishment of PT Bank Mandiri (Persero) Tbk.**

PT Bank Mandiri (Persero) Tbk. was established on 2 October 1998 under the Deed No. 10, dated 2 October 1998, which was convened by Notary Sutjipto, SH, and has obtained approval from the Minister of Justice of the Republic of Indonesia No. C2-16561.HT.01.01 TH 98, dated 2 October 1998 and was published in the State Gazette of the Republic of Indonesia No. 97, dated 4 December 1998, Supplement to the State Gazette of the Republic of Indonesia No. 6859;

## **The Chronology of Amendments of Articles of Association of PT Bank Mandiri (Persero) Tbk.**

1. The first amendment of the Articles of Association was set forth in the Deed No. 98, dated 24 July 1999, which was convened by Notary Sutjipto, SH, and has been accepted and recorded in Department of Justice of the Republic of Indonesia No. C-13.781/HT.01.04 TH 99 dated 29 July 1999, and was published in the State Gazette of the Republic of Indonesia No. 77, dated 24 September 1999, Supplement to the State Gazette of the Republic of Indonesia No. 252;
2. The second amendment of the Articles of Association was set forth in the Deed No. 48, dated 10 July 2001, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Laws and Regulations of the Republic of Indonesia No. C-03458.HT.01.04 TH 2001 dated 18 July 2001, and was published in the State Gazette of the Republic of Indonesia No. 101, dated 18 December 2001, Supplement to the State Gazette of the Republic of Indonesia No. 491;

3. The third amendment of the Articles of Association was set forth in the Deed No. 1, dated 1 June 2003, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-12266.HT.01.04.TH 2003 dated 3 June 2003, and was published in the State Gazette of the Republic of Indonesia No. 63, dated 8 August 2003, Supplement to the State Gazette of the Republic of Indonesia No. 517;
4. The fourth amendment of the Articles of Association was set forth in the Deed No. 2, dated 1 June 2003, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, and has obtained approval from the Minister of Justice of the Republic of Indonesia in a letter No. C-12783.HT.01.04. TH 2003, dated 6 June 2003 and No. C-13420.HT.01.04.TH 2003 dated 13 June 2003, was published in the State Gazette of the Republic of Indonesia No. 63, dated 8 August 2003, Supplement to the State Gazette of the Republic of Indonesia No. 6590;
5. The fifth amendment of the Articles of Association was set forth in the Deed No. 130, dated 29 September 2003, which was convened by Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-25309.HT.01.04 TH 2003, dated 23 October 2003, and was published in the State Gazette of the Republic of Indonesia No. 93, dated 21 October

2003, Supplement to the State Gazette of the Republic of Indonesia No. 910;

6. The sixth amendment of the Articles of Association was set forth in the Deed No. 43, dated 10 November 2004, which was convened by Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-29749.HT.01.04 TH 2004, dated 8 December 2004, and was published in the State Gazette of the Republic of Indonesia No. 3, dated 11 January 2005, Supplement to the State Gazette of the Republic of Indonesia No. 23;
7. The seventh amendment of the Articles of Association was set forth in the Deed No. 108, dated 26 January 2005, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-03680.HT.01.04 TH 2005, dated 14 Februari 2005, and was published in the State Gazette of the Republic of Indonesia No. 30, dated 15 April 2005, Supplement to the State Gazette of the Republic of Indonesia No. 308;
8. The eighth amendment of the Articles of Association was set forth in the Deed No. 5, dated 4 April 2005, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of

Justice of the Republic of Indonesia No. C-10564.HT.01.04 TH 2005, dated 18 April 2005, and was published in the State Gazette of the Republic of Indonesia No. 45, dated 7 June 2005, Supplement to the State Gazette of the Republic of Indonesia No. 522;

9. The ninth amendment of the Articles of Association was set forth in the Deed No. 8, dated 4 July 2005, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-20004.HT.01.04 TH 2005, dated 20 July 2005, and was published in the State Gazette of the Republic of Indonesia No. 70, dated 1 September 2005, Supplement to the State Gazette of the Republic of Indonesia No. 832;
10. The tenth amendment of the Articles of Association was set forth in the Deed No. 44, dated 6 October 2005, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Laws and Human Rights of the Republic of Indonesia No. C-28114.HT.01.04 TH 2005, dated 12 October 2005, and was published in the State Gazette of the Republic of Indonesia No. 103, dated 27 December 2005, Supplement to the State Gazette of the Republic of Indonesia No. 1217;
11. The eleventh amendment of the Articles of Association was set forth in the Deed No. 192, dated 21 December 2005 which was



convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Laws and Human Rights of the Republic of Indonesia No. C-01287 HT.01.04 TH 2006, dated 17 January 2006, and was published in the State Gazette of the Republic of Indonesia No. 19, dated 7 March 2006, Supplement to the State Gazette of the Republic of Indonesia No. 256;

12. The twelfth amendment of the Articles of Association was set forth in the Deed No. 11, dated 5 January 2005, which was convened by Notary Aulia Taufani, SH, substitute for Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Laws and Human Rights of the Republic of Indonesia No. C-02540 HT.01.04 TH 2006, dated 27 January 2006, and was published in the State Gazette of the Republic of Indonesia No. 31, dated 18 April 2006, Supplement to the State Gazette of the Republic of Indonesia No. 405;
13. The thirteenth amendment of the Articles of Association was set forth in the Deed No. 48, dated 12 April 2006, which was convened by Notary Sutjipto, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-11408 HT.01.04 TH 2006, dated 21 April 2006, and was published in the State Gazette of the Republic of Indonesia No. 46, dated 9 June 2006, Supplement to the State Gazette of the Republic of Indonesia No. 602;

14. The fourteenth amendment of the Articles of Association was set forth in the Deed No. 1, dated 5 December 2006, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-4704, dated 8 December 2006, and was published in the State Gazette of the Republic of Indonesia No. 4, dated 12 January 2007, Supplement to the State Gazette of the Republic of Indonesia No. 34;
15. The fifteenth amendment of the Articles of Association was set forth in the Deed No. 2, dated 5 December 2006, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-4963, dated 14 December 2006, and was published in the State Gazette of the Republic of Indonesia No. 4, dated 12 January 2007, Supplement to the State Gazette of the Republic of Indonesia No. 35;
16. The sixteenth amendment of the Articles of Association was set forth in the Deed No. 5, dated 6 December 2006, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-5098, dated 15 December 2006, and was published in

the State Gazette of the Republic of Indonesia No. 4, dated 12 January 2007, Supplement to the State Gazette of the Republic of Indonesia No. 36;

17. The seventeenth amendment of the Articles of Association was set forth in the Deed No. 65, dated 22 December 2006, which was convened by Notary Poerbaningsih Adi Warsito, SH, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-5741, dated 29 December 2006 and was published in the State Gazette of the Republic of Indonesia No. 16, dated 23 Februari 2010, Supplement to the State Gazette of the Republic of Indonesia No. 111;
18. The eighteenth amendment of the Articles of Association was set forth in the Deed No. 24, dated 31 January 2007, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-1741, dated 13 Februari 2007, and was published in the State Gazette of the Republic of Indonesia No. 35, dated 1 May 2007, Supplement to the State Gazette of the Republic of Indonesia No. 460;
19. The nineteenth amendment of the Articles of Association was set forth in the Deed No. 14, dated 11 May 2007, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM)

of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-7371, dated 23 May 2007, and was published in the State Gazette of the Republic of Indonesia No. 64, dated 10 August 2007, Supplement to the State Gazette of the Republic of Indonesia No. 894;

20. The twentieth amendment of the Articles of Association was set forth in the Deed No. 15, dated 11 May 2007, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-7919, dated 30 May 2007, and was published in the State Gazette of the Republic of Indonesia No. 64, dated 10 August 2007, Supplement to the State Gazette of the Republic of Indonesia No. 895;
21. The twenty first amendment of the Articles of Association was set forth in the Deed No. 29, dated 27 July 2007, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. W7-HT.01.04-11483, dated 1 August 2007, and was published in the State Gazette of the Republic of Indonesia No. 80, dated 5 October 2007, Supplement to the State Gazette of the Republic of Indonesia No. 1135;
22. The twenty second amendment of the Articles of Association was set forth in the Deed No. 32, dated 30 October 2007, which

was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-UM.HT.01.10-2820, dated 6 November 2007, and was published in the State Gazette of the Republic of Indonesia No. 12, dated 8 Februari 2007, Supplement to the State Gazette of the Republic of Indonesia No. 107;

23. The twenty third amendment of the Articles of Association was set forth in the Deed No. 33, dated 30 October 2007, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, the amendment of which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. C-UM.HT.01.10-4985, dated 30 November 2007, and was published in the State Gazette of the Republic of Indonesia No. 12, dated 8 Februari 2007, Supplement to the State Gazette of the Republic of Indonesia No. 108;
24. The twenty fourth amendment of the Articles of Association was set forth in the Deed No. 48, dated 25 June 2008, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-39432.AH.01.02 TH 2008, dated 8 July 2008 and was published in the State Gazette of the Republic of Indonesia No. 71, dated 2 September 2008, Supplement to the State Gazette of the Republic of Indonesia No. 16626;

25. The twenty fifth amendment of the Articles of Association was set forth in the Deed No. 21, dated 10 July 2008, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-AH.01.10-19368 dated 7 August 2008 and was published in the State Gazette of the Republic of Indonesia No. 18, dated 3 March 2009, Supplement to the State Gazette of the Republic of Indonesia No. 158;
26. The twenty sixth amendment of the Articles of Association was set forth in the Deed No. 2, dated 10 October 2008, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, which has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-AH.01.10-22998 dated 4 November 2008.
27. The twenty seventh amendment of the Articles of Association was set forth in the Deed No. 4, dated 9 January 2009, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-AH.01.10-00983 dated 26 Februari 2009 and was published in the State Gazette of the Republic of Indonesia No. 28, dated 7 April 2009, Supplement to the State Gazette of the Republic of Indonesia No. 254;

28. The twenty eighth amendment of the Articles of Association was set forth in the Deed No. 8, dated 2 July 2009, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-AH.01.10-10953 dated 22 July 2009;
29. The twenty ninth amendment of the Articles of Association was set forth in the Deed No. 4, dated 7 January 2010, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Department of Justice of the Republic of Indonesia No. AHU-AH.01.10-01385 dated 19 January 2010;
30. The thirtieth amendment of the Articles of Association was set forth in the Deed No. 29, dated 17 June 2010, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01.10-15813 and No. AHU-AH.01.10-15814, both dated 24 June 2010;
31. The thirty first amendment of the Articles of Association was set forth in the Deed No. 7, dated 11 January 2011, which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity

Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01.10-02369 dated 24 January 2011;

32. The thirty second amendment of the Articles of Association was set forth in the Deed No. 15, dated 25 Februari 2011 which was convened by Notary Dr. Amrul Partomuan Pohan, SH, LLM, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01.10-07466 dated 10 March 2011.
33. The thirty third amendment of the Articles of Association was set forth in the Deed No. 19, dated 28 August 2013 which was convened by Notary Ashoya Ratam, Master of Law, Master Notary, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01.10-26868 dated 05 September 2013.
34. The thirty fourth amendment of the Articles of Association was set forth in the Deed No. 29, dated 19 March 2014 which was convened by Notary Ashoya Ratam, Master of Law, Master Notary, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01.10-16389 dated 21 April 2014.



35. The thirty fifth amendment of the Articles of Association was set forth in the Deed No. 14, dated 14 April 2014 which was convened by Notary Ashoya Ratam, Master of Law, Master Notary, and has been accepted and recorded in the database of Legal Entity Administration System (SISMINBAKUM) of the Directorate General of General Law Administration of the Minister of Justice and Human Rights of the Republic of Indonesia No. AHU-AH.01. 03-0924779 dated 16 April 2015.



## **NAME AND DOMICILE**

### **Article 1**

1. This Limited Liability Company shall be called: “PERUSAHAAN PERSEROAN (PERSERO) PT BANK MANDIRI Tbk.” abbreviated into “PT BANK MANDIRI (PERSERO) Tbk” (hereinafter in this Articles of Association is referred to as the “Company”), having its domicile and head office in South Jakarta.
2. The Company may open branches or representatives in other places within or outside the territory of the Republic of Indonesia as determined by the Board of Directors upon approval of the Board of Commissioners as well as by taking into account of the prevailing laws and regulations.

## **INCORPORATION TERM OF THE COMPANY**

### **Article 2**

The Company shall be established for an indefinite period and commenced as of 2-10-1998 (the second day of October one thousand nine hundred ninety eight) as set forth in the deed of incorporation which has obtained ratification under the decree of the Minister of Justice of the Republic of Indonesia dated 2-10-1998 (the second day of October one thousand nine hundred ninety eight)  
No: C2-16561.HT.01.01.TH.98

## **PURPOSES, OBJECTIVES AND BUSINESS ACTIVITIES**

### **Article 3**

1. The purposes and objectives of the Company are to engage in the activity of banking in accordance with the prevailing laws and regulations.

2. In order to achieve the above-mentioned purposes and objectives, the Company may undertake the following business activities:
  - a. raising public's fund in the form of savings such as giro (current account), time deposit, deposit certificate, savings account and/ or other forms equivalent to the foregoing;
  - b. providing credits;
  - c. issuing promissory notes;
  - d. purchasing, selling or putting encumbrance over on its own risk or for the benefit of and under its customer's instruction, for the following;
    - 1) Bank drafts, including the same accepted by bank of which the validity period does not exceed the common practice of trading of such papers;
    - 2) promissory notes and other commercial papers of which the validity period shall not exceed the common practices of trading of such papers;
    - 3) state treasury papers and government securities;
    - 4) Certificates of Bank of Indonesia (SBI)
    - 5) bonds;
    - 6) commercial papers with a validity period in accordance with the prevailing laws and regulations;
    - 7) other commercial papers with a validity period in accordance with the prevailing laws and regulations.
  - e. transferring funds whether for its own benefit as well, or for customers' benefits.
  - f. placing funds, borrowing funds from or lending funds to other banks, whether by certificates, telecommunication facilities or sight draft, cheques, and other facilities;
  - g. receiving payments from receivables of commercial papers and undertaking settlements with or among third parties;
  - h. providing safe deposit for goods and commercial papers;

- i. engaging custodial activities for other parties' interests based on a contract;
  - j. conducting a placement of fund from one customer to another in the form of commercial papers which are not listed at the stock exchange;
  - k. factoring, credit card and trusteeship services;
  - l. providing financing and/or other activities based on the Syariah Principles, in accordance with applicable laws and regulations imposed by the authorities;
  - m. conducting activities normally performed by banks as long as not in contravention of applicable laws and regulations.
3. Other than conducting business activity as referred to in paragraph 2, the Company may also:
- a. Perform activities in foreign currencies pursuant to applicable laws and regulations imposed by the authorities;
  - b. Perform capital participation in banks or other companies in financial sectors such as leasing companies, venture capital, securities companies, insurance companies as well as clearance settlement and depository agencies, subject to laws and regulations imposed by the authorities;
  - c. Perform temporary capital participation to overcome credit failure or financing failure pursuant to Syariah Principles, provided that its participation shall eventually withdrawn, subject to applicable laws and regulations imposed by the authorities;
  - d. Act as a founder and a manager of pension funds in accordance with the prevailing laws and regulations;
  - e. Purchase collateral either in a whole or in part through an auction or in the event a debtor fails to meet its obligations to the Company, the purchased collateral shall consequently be liquidated immediately.

## **CAPITAL**

### **Article 4**

1. The authorized capital of the Company shall be Rp 16,000,000,000,000.00 (sixteen trillion Rupiah) divided into 1 (one) Series A Dwiwarna share having a nominal value of Rp.500.00 (five hundred Rupiah) and 31,999,999,999 (thirty one billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) Series B shares, each share has a nominal value of Rp. 500.00 (five hundred rupiah);
2. From such authorized capital have been subscribed in the amount of 1 (one) A Dwiwarna Series share with a nominal value of Rp 500.00 (Five hundred Rupiah) and 23,333,333,332 (twenty three billion three hundred thirty three million three hundred thirty three thousand three hundred thirty two) B Series shares per share having a nominal value of Rp 500.00 (Five hundred Rupiah) or the total nominal value of Rp 11,666,666,666,000. (Eleven trillion six hundred sixty six billion six hundred sixty six million six hundred sixty six thousand Rupiah).
  - 100% (one hundred percent) of the nominal value of each of the above mentioned subscribed shares, or the total sum of Rp 11,666,666,666,500.- (eleven trillion six hundred sixty six billion six hundred sixty six million six hundred sixty six thousand five hundred Rupiah) have been fully paid up to the Company by the respective shareholders of the relevant shares with the details as follows:
    - a. Rp.10.498.247.371.000.00 (ten trillion four hundred ninety eight billion two hundred forty seven million three hundred seventy one thousand Rupiah), as stated on the deed dated 11-1-2011 (the eleventh of January two thousand and

eleven) No: 7, which had been notified to the Minister of Law and Human Rights of the Republic of the Republic of Indonesia as stated in the Letter of Notification Receipt dated 24-1-2011 (the twenty fourth day of January two thousand and eleven) No: AHU-AH.01.10-02369;

- b. Rp.1.168.419.295.500 (one trillion one hundred sixty eight billion four hundred nineteen million two hundred ninety five thousand five hundred Rupiah); as stated in “Journal of the Increase of the Company’s Subscribed and Paid-up Capital through Rights Issue with Pre-Emptive Rights (HMETD)” which was issued by the Company’s Accounting Group on the 25-2-2011 (twenty fifth day of February two thousand and eleven), with sufficient stamp duty and affixed to the original hereof;
3. Each share which will be further issued including requirements and term of the issuance of shares shall only be executed by the Board of Directors with the approval of the General Meeting of Shareholders (hereinafter referred to as “GMS”), subject to the provisions set forth in this Articles of Association and the prevailing laws and regulations in Capital Market as well as Securities Exchange regulations in Indonesia, where the Company’s shares are listed, provided that the price of the issued shares shall not be less than the par value.
4.
  - a.
    - 1) In case the shares in portfolio are to be issued by a Rights Issue with the pre-emptive right of Securities (hereinafter referred to as “Rights Issue”) to the shareholders, all shareholders whose names are registered in the Shareholder Register of the Company on the date stipulated by the GMS approving the Rights Issue have a pre-emptive right to purchase the shares

which are going to be issued (hereinafter referred to as “Share Preemptive Right or abbreviated as “Rights”) in proportion to the shares respectively own by them by way of payment in cash.

- 2) Rights may be sold and transferred to other parties with due observance of the Articles of Association and prevailing laws and regulations in the Capital Market.
- 3) The Board of Directors shall announce the resolutions on the issuance of shares by Rights Issue to the public at least through:
  - a) 1 (one) Indonesian nationwide circulated daily newspapers;
  - b) Stock Exchange website in Indonesia (hereinafter referred to as the “Stock Exchange”; and
  - c) Company’s website, in Indonesian language and English language and if deemed necessary, may also be added in other foreign languages.
- 4) The Shareholders or the holders of the Rights shall be entitled to purchasing shares to be issued in accordance with the total Rights at the time and subject to requirements as stipulated in the resolution of the GMS as referred in paragraph 3.
- 5) In case of within the stipulated time as specified in the resolution of the GMS above, the Shareholders or the holders of Rights do not exercise the rights to purchase the shares offered to them in accordance with total Rights owned by them by making payment in cash of the shares price to the Company, the shares will be allocated to the Shareholders who intend to purchase the shares in a bigger amount than their Rights portion



equals to the total executed Rights, by taking into account of the provisions in the Articles of Association and prevailing laws and regulations in the Capital Market.

6) In case of there are still remaining unsubscribed shares after the allocations:

a) If the total maximum for the increase of the Company's capital through the Limited Public Offering has yet to be stipulated and executed without any guarantee from the standby buyer, the unsubscribed remaining shares shall not be issued and shall be retained in the Company;

b) If the total maximum for the increase of the Company's capital through the Rights Issue has been stipulated and executed with a guarantee from the standby buyer, the remaining unsubscribed shares shall be allocated to a certain party acting as a standby buyer in the Rights Issue, a party who has provided an undertaking to purchase the remaining shares provided that the said price and terms are not less than those determined in the resolution of the GMS;

with due observance of the provision in Articles of Association and laws and regulations in the Capital Market.

b. Provision as referred to in point a of this paragraph shall be, for similar case, applicable in terms of the Company's decision to issue convertible bonds and/or warrant and/or any other convertible securities similar to that.

5. Notwithstanding the provisions in paragraph 4, the Company may increase the capital without issuing the Rights to the

shareholders either for improving the financial conditions or otherwise. Capital increase without issuing the Rights as meant above, shall obtain prior approval of GMS and shall be performed in compliance with the applicable laws and regulations in the Capital Market.

6. The payment of shares capital may be made in the form of money and/ or others which can be valued by money, as long as not in contravention of the prevailing laws and regulations and/or with due observance of the provisions of Articles of Association.
7. In the event that the authorized capital is increased, each share subscription shall only be further executed by the Board of Directors at the time and under certain conditions as determined by the Board of Directors, and the Board of Directors shall determine the price of the shares to be issued as well as any other terms deemed necessary provided that the price shall not be below the nominal value. The said resolution of the Board of Directors shall also obtain approval from the GMS, without prejudice to licenses from the authorities.
8. The GMS referred to in this article shall be attended by the Shareholder of Series A Dwiwarna share and the resolutions of such meeting shall be approved by the holder of Series A Dwiwarna share.

## **SHARES AND SHARES CERTIFICATE**

### **Article 5**

1. The Company's shares are registered shares and are issued on behalf of the owner as registered in the Shareholders Register consisting of Series A Dwiwarna share that specifically can only

be owned by the STATE OF THE REPUBLIC OF INDONESIA and Series B shares which may be owned by the public.

2. The “shares” in this Articles of Association shall refer to Series A Dwiwarna share and Series B shares, while the “Shareholders” shall refer to Shareholders of Series A Dwiwarna share and Series B shares, unless otherwise expressly stipulated.
3. The Shareholder of Series A Dwiwarna share shall have the rights which are not owned by the Shareholders of Series B shares, i.e. the right to:
  - a. amend the Articles of Association;
  - b. amend the capital structure;
  - c. appoint and/or terminate members of the Board of Directors and/or members of the Board of Commissioners.
  - d. merge, consolidate, acquisition, spin-off or change the form of the legal entity.
  - e. dissolve and liquidate of the Company;
  - f. provided that the exercise of such rights shall be in accordance with the provisions in the Articles of Association and laws and regulations.
4. The Company only acknowledges one person (individual person or legal entity) as the holder of 1 (one) share or more.
5. In the event that a share due to any reason whatsoever becomes the property of several persons, those who have joint ownership shall appoint one person among them or another person as their joint representative, and only the appointed or authorized person shall be entitled to exercise the rights conferred by law upon such share.

6. To the extent that the provision as referred to in paragraph 5 has yet to be implemented, the shareholders shall not be entitled to cast any votes in a GMS, and the dividend payments for the share shall be deferred.
7. A shareholder shall be lawfully subject to the provisions of this Articles of Association, and by all resolutions lawfully adopted in the GMS and the prevailing laws and regulations.
8. Shares of the Company which are listed in the Stock Exchange in Indonesia are subject to the prevailing laws and regulations in Capital Market.
9. Shares Ownership evidence may be in the form of share certificate or collective share certificate of which the forms and substances thereof shall be determined by the Board of Directors and signed by or bear the printed signature thereupon by President Director and President Commissioner, or in case the President Director and/or President Commissioner is prevented, of which impediment no evidence to third parties shall be required, it shall be substituted by another member of the Board of Directors and/or other members of the Board of Commissioners
10. a. Series B share, which owned by the public shareholders, is obligated to be deposited in the Collective Custody at the Clearing and Guarantee Institution and recorded for trading at the stock exchange in Indonesia.  
b. The implementation of the Company's public shareholder's right who owned the Series B shares must be in accordance with the provisions of Article 8 of the Company's Articles of Association.

## **DUPLICATE OF SHARES CERTIFICATE**

### **Article 6**

1. In the event that a share certificate is damaged or unusable, such share certificate may be replaced as long as the Company receives sufficient evidence that:
  - a. The shares certificate is damaged or unusable;
  - b. The party submitting a written request for the duplicate of share certificate is the owner of the said shares certificate and the original shares certificate which is damaged or unusable shall be returned and may be exchanged with the new ones with the same numbers with the original shares certificate.
2. Shares certificate as referred to in paragraph 1 shall then be destroyed and Minutes shall be made by the Board of Directors to be reported in the subsequent GMS.
3.
  - a. In the event that a share certificate is lost or totally damaged, the owner of the shares certificate shall submit a written request to the Board of Directors, and the Board of Directors shall then issue a duplicate after the Board of Directors is of the opinion that the loss has been adequately proven to the satisfaction of the Board of Directors and upon a guarantee as may be deemed necessary by the Board of Directors in any particular case.
  - b. The issuance of the duplicate for a lost or totally damaged share certificate shall be announced in the Stock Exchange where such share is listed within the period of at least 14 (fourteen) days prior to the issuance of the duplicate thereof.
  - c. Implementation of points a and b of this paragraph shall be based on regulations of the Stock Exchange in Indonesia

where the Company's shares are listed and the laws and regulations applicable in the Capital Market.

4. After the duplicate of such share certificate being issued, the original thereof shall be declared null and void to the Company.
5. All expenses incurred for the issuance of a duplicate of the Share Certificate shall be borne by the shareholder concerned or the interested party.
6. The foregoing provisions on the issuance of duplicate share certificate shall be, for similar cases, applicable to the issuance of a duplicate for a collective share certificate.

## **SHAREHOLDER REGISTER AND SPECIAL REGISTER**

### **Article 7**

1. The Company shall manage, keep and maintain a Shareholder Register and a Special Register at the Company's domicile.
2. In the Shareholder Register the following particulars shall be recorded:
  - a. Names and addresses of shareholders;
  - b. Number, serial numbers, and acquisition date of share certificates or collective share certificate and classification owned by the shareholders;
  - c. Amount paid up per share;
  - d. Names and addresses of the person or legal entity having rights of pledge on a share or as share fiduciary recipient and acquisition date or date of such right of pledge or date of registration of the fiduciary securities;
  - e. Particulars on the share payment in any form whatsoever other than in cash;

- f. Amendment to shares ownership.
- 3. In a Special Register is written remark on the ownership of the shares by the members of the Board of Directors and the Board of Commissioners and their families in the Company and/or in other Companies and the date of acquisition of such shares.
- 4.
  - a. Shareholders shall notify in writing any change of address to the Company's Board of Directors. As long as the notification is not yet made, all notice to the shareholders shall be deemed to have been legally addressed if sent to the last recorded address in the Shareholder Register.
  - b. Any record and/or alteration to the Shareholder Register shall be signed by a member of Board of Directors and a member of the Board of Commissioners, unless the Board of Directors appoints and grants power to the Securities Administration Bureau.
- 5. Each shareholder shall be entitled to inspect the Shareholder Register and the Special Register at the place and during the Company's Office hours or at the office of the Securities Administration Bureau appointed by the Company.
- 6. With due observance of the prevailing laws and regulation in the Capital Market, only the shareholders whose names registered in accordance with each share classification in the Shareholder Register shall be the valid Shareholders of the Company and entitled to exercise any rights conferred upon a Shareholder pursuant to the prevailing laws and regulations as well as this Articles of Association.
- 7. The Company's Board of Directors may appoint and grant power of attorney to the Securities Administration Bureau to perform

the annotation of shares in the Shareholders Register and the Special Register.

8. In the event of any sale, transfer, encumbrance in the form of pledge, fiduciary security or anything related to the Company's shares or cessie related to the right or interest of shares, the interested party shall submit a written request to the Board of Directors or any parties appointed by the Board of Directors, to be annotated and registered in the Shareholder Register, pursuant to applicable laws and regulations in Capital Market and Stock Exchange in Indonesia where the Company's shares are listed

## **COLLECTIVE DEPOSITORY**

### **Article 8**

1. Shares in Collective Depository at Depository and Settlement Agency shall be recorded in the Shareholder Register in the name of the Depository and Settlement Agency for the interests of all account holders at the Depository and Settlement Agency.
2. The shares in the Collective Depository at a Custodian Bank or at a Securities Company recorded in the Securities account at the relevant Depository and Settlement Agency shall be recorded in the name of the Custodian Bank or the Securities Company for the interest of account holders at the said Custodian Bank or Securities Company.
3. If the shares in the Collective Depository at the Custodian Bank are part of portfolio of Mutual Fund Securities in the form of Collective Investment Contract and not included into the Collective Depository at Depository and Settlement Agency, the Company shall record the shares in the Shareholders Register of



the Company in the name of the Custodian Bank for the interest of the owner of an investment Unit of the Mutual Funds in the form of a Collective Investment Contract.

4. The Company shall issue a certificate or written confirmation to the Depository and Settlement Agency or the Custodian bank as a receipt of registration in the Shareholder Register of the Company.
5. The Company shall transfer the shares in Collective Depository which are registered in the name of the Collective Depository at Depository and Settlement Agency or the Custodian Bank for the Mutual Funds in the form of Collective Investment Contract in the Shareholder Register Book in the name of the party appointed by the relevant Depository and Settlement Agency. The request for transfer shall be submitted by the Board of Directors of the Depository and Settlement Agency or the Custodian Bank or the legal attorney of the said Board of Directors to the Company or the Securities Administration Bureau appointed by the Company.
6. The account holder recorded in the Depository and Settlement Agency's account, the Custodian Bank or the Securities Company shall be entitled to obtain written confirmation as a receipt of registration in the Securities' account at the said Collective Depository concerned.
7. In the Collective Depository, each share issued by the Company from the same classification shall be equal to and interchangeable with one another.
8. The Company shall refuse the transfer of shares from initially in the name of the Shareholders into the name of the Depository

and Settlement Agency, or the Custodian Bank of the Mutual Funds in the form of a Collective Investment Contract as the Collective Depository related to the shares previously reported lost or damaged, unless the shareholder requesting the transfer thereof render an adequate evidence and/or guarantee that the relevant shares are truly lost or damaged.

9. The Company shall refuse the registration of a transfer of shares to the Collective Depository in the event if such shares are encumbered, place under security attachment by virtue of an order of the court or being confiscated for criminal case proceedings.
10. a. Account Holder whose shares are included in the Collective Depository at the Depository and Settlement Agency, the Custodian Bank or the Securities Company shall be entitled to cast vote at the Company's GMS, in proportion to the number of shares owned as evidenced in the share registration note issued by the Depository and Settlement Agency, the Custodian Bank or the Securities Company, signed by the Board of Directors of the Depository and Settlement Agency, the Custodian Bank or the Securities Company provided that the shares registration note issued by the Custodian Bank or the Securities Company shall also be signed by the Board of Directors of the Depository and Settlement Agency as a proof of ratification and such signature of the Board of Directors may also be granted to the legal attorney of the Board of Directors.
- b. The Holder of Securities account who is entitled to cast a vote in the GMS shall be the party whose name is recorded as the holder of the Securities account at the Depository and Settlement Agency, the Custodian Bank, or the

Securities Company within 1 (one) working day prior to the GMS Notice.

- c. The Depository and Settlement Agency, or the Custodian Bank or the Securities Company shall submit a list of holders of Securities account to the Company for registration in the Shareholder Register especially made for that purpose prior to the GMS within a definite period as provided in the prevailing laws and regulations in Capital Market.
11. The Investment Manager shall be entitled to attending and cast a vote in the GMS for the Company's shares being included in Collective Depository at the Custodian Bank which are part of the Mutual Funds Securities portfolio in the form of a Collective Investment Contract and not included in the Collective Depository at the Depository and Settlement Agency provided that the Custodian Bank shall notify the name of the Investment Manager not later than 1 (one) working day prior to the GMS.
12. The Company shall deliver dividends, bonus shares or other shareholding-related entitlements to the Depository and Settlement Agency, and thereafter the Depository and Settlement Agency shall deliver dividends, bonus shares or other entitlements to the Custodian Bank and the Securities Company for the interest of the respective account holders at the said Custodian Bank and Securities Company. The Company shall deliver dividends, bonus shares or other shareholding related entitlements to the Custodian Bank for the shares in the Collective Depository at the Custodian Bank constituting a part of portfolio of Mutual Funds Securities in the form of Collective Investment Contract and not included in the Collective Depository at the Depository and Settlement Agency.

13. The time limit to determine the holder of the Securities account entitled to obtain dividends, bonus shares or other shareholding-related entitlements in the Collective Depository shall be determined by the GMS provided that the Custodian Bank and the Securities Company shall submit a list of Securities account holders together with the number of the Company's shares owned by the securities account holders thereof at the Depository and Settlement Agency which thereafter shall be submitted to the Company no later than 1 (one) working day after the date which becomes the basis of determination for the shareholder entitled to obtain dividends, bonus shares or other entitlements

## **TRANSFER OF SHARES**

### **Article 9**

1. In the event of a change of ownership of a share, the original owner registered in the Shareholder Register shall be deemed to remain as the owner of such share until the new owner is registered in the Shareholder Register of the Company, with due observance of the prevailing laws and regulations of the Stock Exchange in Indonesia where the Company's shares are listed.
2.
  - a. All transfers of shares shall be evidenced by a document signed by or on behalf of the transferor and by or on behalf of transferee of the shares concerned.
  - b. Document of share transfer shall comply with the prevailing laws and regulations at Capital Market and the regulations at the Stock Exchange in Indonesia where the Company's shares are listed.
3. The Board of Directors may refuse to register the transfer of shares in the Shareholder Register of the Company if the provisions stipulated in the Company's articles of association

are not complied with, or in case one of the requirements determined by the authorities are not fulfilled.

4.
  - a. If the Board of Directors refuses to register the transfer of shares the Board of Directors shall deliver a notice of refusal to the transferor within 30 (thirty) days after the date of such request for registration is accepted by the Company's Board of Directors.
  - b. With respect to the Company's shares listed in the Stock Exchange in Indonesia, any rejection to register the transfer of shares shall be in accordance with the regulations of the Stock Exchange in Indonesia where the Company's shares are listed.
5. Registration of transfer of right of shares shall be made by taking into account of the prevailing laws and regulations of the Stock Exchange in Indonesia where the Company's shares are listed and the laws and regulations in Capital Market.
6.
  - a. Any person entitled to a share due to death of a shareholder or in any case in which the ownership of a share is by law changed, may by producing evidences of transfer as may from time to time be required by the Board of Directors, submit a written request for registration as the holder of the share;
  - b. The registration shall only be performed in case of the Board of Directors are satisfied with the evidence of title, without prejudice to the provisions stipulated in this Articles of Association and with due observance of the regulations of the Stock Exchange in Indonesia, where the Company's shares are listed.

7. All limitation, restrictions and provisions in this Articles of Association regulating the right to transfer shares and registration of transfer of share shall also be applicable to any transfer of right pursuant to the provisions of paragraph 6.
8. In order to determine the names of Shareholders entitled to attend the GMS, the Shareholder Register shall be closed 1 (one) working day prior to the date of the GMS Notice.
9. The transfer of shares that included in the Collective Depository shall be performed by transfer of account from one Securities account to another at the Deposit and Settlement Agency, the Custodian Bank and the Securities Company.
10. For transfer of shares listed in the Stock Exchange, laws and regulations of the Stock Exchange in Indonesia, where the shares are listed, and laws and regulations including regulations in Capital Market, shall be applicable except for the transfer of Series A Dwiwarna share which are not transferable to other parties, whosoever.
11. The Shareholder who submits an application for convening a GMS and the said application for convening a GMS is fulfilled to be convened by the Board of Directors, Board of Commissioners or by virtue of a Court order, shall not transfer the shares his/her own within a period of at least 6 (six) months as of the performance of the GMS.

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 10**

1. The GMS shall consist of:
  - a. Annual GMS, and

- b. Other GMS, hereinafter referred to as the Extraordinary GMS.
- 2. Term of GMS in this Articles of Association shall mean both Annual GMS and Extraordinary GMS unless otherwise expressly defined.
- 3. In a GMS, the Shareholders shall be entitled to obtain any particulars related to the Company from the Board of Directors and/or the Board of Commissioners, as long as it relates to the agenda of the GMS and not in contravention of the Company's interests.
- 4. The GMS with the miscellaneous agenda shall not be entitled to adopt any resolutions, unless all Shareholders are present and/or represented in the GMS and approve the addition to the agenda thereof.
- 5. Resolution on the addition to the agenda of the GMS shall be unanimously approved.
- 6. a. Brief minutes of the GMS (hereinafter shall be referred to as "Brief Minutes of GMS") shall be announced to the public no later than 2 (two) working days after the GMS, at least in:
  - 1) 1 (one) nationwide circulated daily newspapers in Indonesian language;
  - 2) Stock Exchange website; and
  - 3) Company's website, in Indonesian language and English language and if deemed necessary, may also be added in other foreign languages.

- b. Contents of Brief Minutes of GMS shall contain information in accordance with the applicable laws and regulations of Capital Market.

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

### **Article 11**

1. The Annual GMS shall be annually held no later than 5 (five) months after the closing of the financial year of the Company.
2. At the Annual GMS:
  - a. The Board of Directors shall submit an Annual Report containing matters as referred to in Article 21 paragraph 5 to obtain approval, including approval of the financial report.
  - b. The appropriation of the Company's profits shall be resolved, in case the Company has a positive profit.
  - c. The appointment of a Public Accountant to audit the current financial accounts of the Company based on a proposal of the Board of Commissioners.
  - d. Other matters brought forward may be resolved for the interest of the Company pursuant to the provisions stipulated in this Articles of Association.
3. a. In the agenda of the Annual GMS, may be included a proposal proposed by the Board of Commissioners and/or a Shareholder or more representing at least 1/20 (one-twentieths) of the total shares issued by the Company with the valid voting rights, provided that the relevant proposal shall be received by the Board of Directors no later than 7 (seven) days prior to the notice of the Annual GMS.



- b. The aforementioned proposal of agenda shall be:
    - 1) made in good faith
    - 2) considering the Company's interests;
    - 3) accompanied with the reasons and materials of proposal for the meeting agenda; and
    - 4) not in contravention of with the laws and regulations.
  - c. A proposal from the a Shareholder and/or Board of Commissioners as referred to in letter a shall be included in the agenda of the Annual GMS, if according to the Board of Directors' opinion, such proposal is in compliance with the requirements in letter b and relating to the Company's interests.
4. Any proposals of the Board of Commissioners and/or Shareholders which are not in accordance with the provision as referred to in paragraph 3 shall only be discussed and resolved by the GMS provided that all Shareholders or its valid representatives are present and approve the addition to such agenda, and the resolution of the GMS on the proposed agenda shall be unanimously approved.

## **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

### **Article 12**

- 1. The Extraordinary GMS shall be held at any time according to the Company's requirements or interests to discuss and resolve the agenda of the GMS, except for the agenda of the GMS as referred to in Article 11 paragraph 2 letters a and b with due observance of the prevailing laws and regulations as well as the Articles of Association.
- 2. a. In the Extraordinary GMS, it may be included an agenda brought forward by 1 (one) shareholder or more

representing at least 1/20 (one-twentieth) of the total shares with valid voting rights and/or brought forward by the Board of Commissioners.

- b. The aforementioned proposal of agenda shall be:
  - 1) made in good faith
  - 2) considering the Company's interests;
  - 3) accompanied with the reasons and materials of proposal for the meeting agenda; and
  - 4) not in contravention of with the laws and regulations.
- c. Proposal of a Shareholder and/or the Board of Commissioners as referred to in letter a shall be included in the agenda of the Extraordinary GMS, if according to the Board of Directors' opinion, such proposal is in compliance with the requirement of letter b and relating to Company's interests.

## **PLACE, NOTICE, CHAIRPERSON AND MINUTES OF GENERAL MEETING OF SHAREHOLDERS**

### **Article 13**

- 1. A GMS shall be held within the territory of the Republic of Indonesia, namely at:
  - a. the Company's domicile;
  - b. a place where the Company conducts main business activities thereof;
  - c. The capital city of the Province covering the place of domicile or main business activities of the Company; or
  - d. Province covering the domicile of the Stock Exchange where the Company's shares are listed.

2. The Board of Directors shall convene the GMS by being preceded with
  - a. announcement, at least consists of information:
    - 1) regarding GMS Notice to be made;
    - 2) the shareholders being entitled to attending the GMS;
    - 3) the shareholders being entitled to propose the GMS' agenda;
    - 4) date of GMS Notice;
    - 5) date of the GMS; and
    - 6) information that the GMS shall be convened upon the request of shareholders and/or Board of Commissioners; if the GMS shall be held due to the request of shareholders and/or Board of Directors as referred to in paragraph 5 letter a below.

(The said announcement shall be hereinafter referred to as the "GMS Announcement")

- b. notice, shall, at least consist of:
      - 1) date, time and place of the GMS;
      - 2) the shareholders being entitled to attending the GMS;
      - 3) the meeting agenda including description of each agenda;
      - 4) information that the materials related to the agenda have been prepared for the shareholders as of the GMS Notice until the date of GMS; and
      - 5) information that the GMS shall be convened upon the request of shareholders and/or Board of Commissioners; if the GMS shall be held due to the request of shareholders and/or Board of Directors referred to in paragraph 5 letter a below.

(The said process of notice shall be hereinafter referred to as the "GMS Notice")

3. The Board of Directors shall make the Announcement of the GMS no later than 14 (fourteen) days prior to the GMS Notice, excluding the date of GMS Announcement and date of GMS Notice;
4.
  - a. The Board of Directors shall prepare the GMS Notice no later than 21 (twenty one) days prior to the date of GMS, excluding the date of Notice and date of GMS.
  - b. Notice of the second GMS shall be made under the conditions that:
    - 1) The notice shall be made no later than 7 (seven) days prior the second GMS being convened;
    - 2) Notice of the second GMS shall mention that the previous GMS has been convened and the quorum as determined in Article 14 below was not reached;
    - 3) The second GMS shall be convened at the earliest than 10 (ten) days and no later than 21 (twenty one) days after the previous GMS was convened.
5.
  - a. The GMS may be convened upon the request of 1 (one) or more shareholders jointly representing at least 1/10 (on tenths) or more of the total shares with voting rights and/or upon the request of the Board of Commissioners.
  - b. The request for GMS referred to in paragraph 5 letter a above shall be:
    - 1) submitted to the Board of Directors by the prepaid registered mail with the copy thereof delivered to the Board of Commissioners;
    - 2) made in good faith;
    - 3) considering the Company's interests;
    - 4) the request needs resolution of GMS;

- 5) accompanied with the reasons and related materials that shall be resolved in the GMS; and
  - 6) not in contravention of the laws and regulations and the Articles of Association.
- c. The Board of Directors will convene a GMS requested by the Shareholders and/or the Board of Commissioners as referred to in letter a above, if according to the Board of Directors' opinion, such request is in compliance with the requirements in letter b and relating to Company's interests.
6. a. The GMS Announcement made upon the request of GMS from the Shareholders and/or the Board of Commissioners as referred to in paragraph 5 letter a above shall be made by the Board of Directors no later than 15 (fifteen) days as of the date of request of GMS received by the Board of Directors.
- b. In the event that the Board of Directors fails to prepare the GMS Announcement, then:
- 1) The shareholders may resubmit the request for GMS to the Board of Commissioners;
  - 2) The Board of Commissioners prepares the GMS Announcement by his/her own, which was previously requested by the Board of Commissioners.
7. The Board of Commissioners shall announce the GMS Announcement to the shareholders no later than 15 (fifteen) days as of the date of request for GMS submitted by the shareholders as meant in paragraph 6 letter b.i above is received by the Board of Commissioners.
8. a. In the event that the Board of Directors or the Board of Commissioners fails to prepare the GMS Announcement

within the period referred to in paragraph 6 letter a and paragraph 7 above, the Board of Directors and the Board of Commissioners no later than 15 (fifteen) days since the Board of Directors and the Board of Commissioners receive a request of GMS; shall announce:

- 1) there is a request for a GMS from the shareholders as meant in paragraph 5 letter a above; and
  - 2) the reasons for not convening a GMS.
- b. The announcement as referred to in paragraph 8 letter a above shall be made at least in:
- 1) 1 (one) nationwide circulated daily newspaper in Indonesian;
  - 2) Stock Exchange website; and
  - 3) Company's website, in Indonesian language and English language and if deemed necessary, may also be added in other foreign languages.
9. In the event the Board of Commissioners fails to prepare GMS Announcement as referred to in paragraph 7 above, the shareholders may submit a request of GMS at the Company's expenses to the Chief of District Court the jurisdiction of which covers the Company's domicile.
10. The shareholders who have obtained an approval based on the determination of the District Court to convene the GMS as meant in paragraph 9 above, shall, at the Company's expenses, serve GMS Announcement, GMS Notice and Announcement of Brief Minutes of GMS, as well as to comply with other requirements for convening a GMS determined in this Articles of Association and laws and regulations.

11. The GMS Announcement and GMS Notice to the shareholders as referred to in this article, shall be made in:
  - a. 1 (one) nationwide circulated newspaper in Indonesian language;
  - b. Stock Exchange website; and
  - c. Company's website, in Indonesian language and English language and if deemed necessary, may be added in other foreign language.
12.
  - a. The Company shall make rectification of GMS Notice if there are changes of information in the GMS Notice which was made as referred to in paragraph 2 letter b above.
  - b. If the rectification of GMS Notice concerning the changes of date of GMS and/or addition of GMS' agenda, the Company shall serve a GMS Notice again with the procedures of Notice as meant in paragraph 2 letter b and paragraph 4 letter a above.
  - c. Obligation to serve a GMS Notice again referred to above shall not apply if the correction of GMS Notice regarding dated of GMS and/or addition of GMS' agenda is made based on errors which are not made by the Company.
  - d. Media of GMS Notice as referred to in paragraph 11 above, shall be, for similar case, applied for the correction of GMS Notice.
13. The GMS shall be presided over by a member of the Board of Commissioners appointed by the Board of Commissioners, in the event that all members of the Board of Commissioners are not available or unavailable; the GMS shall be presided over by a member of the Board of Directors appointed by the Board of Directors, in the event that all members of the Board of

Commissioners or members of the Board of Directors are not available or unavailable the GMS; the GMS shall be presided over by shareholder or representative/proxy of shareholder attending the GMS and appointed from and by the attendees of the GMS.

14. a. In the event that the member of the Board of Commissioners appointed by the Board of Commissioners to preside over the GMS has any conflict of interest upon the matters to be resolved at the GMS, the GMS shall be presided over by the other member of the Board of Commissioners who has no conflict of interest and appointed by the Board of Commissioners.
  - b. In the event that all members of the Board of Commissioners have conflict of interest, the GMS shall be presided over by a member of the Board of Directors appointed by the Board of Directors,
  - c. the event that the member of the Board of Directors appointed by the Board of Directors to preside over the GMS has conflict of interest upon the matters to be resolved at the GMS, the GMS shall be presided over by other member of the Board of Directors who has no conflict of interest,
  - d. In the event that all members of the Board of Directors have conflict of interest, the GMS shall be presided over by one of the shareholder who is not a controller shareholder appointed by the majority of other shareholders attending the GMS.
15. Based on all matters discussed and resolved in the GMS, the Minutes of GMS shall be made drawn up by a notary which t



shall be applicable as a conclusive evidence for all shareholders and third parties.

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

### **Article 14**

1. A GMS maybe convened if attended by more than 1/2 (a half) of the total shares with present or represented voting rights, except if the laws and regulations and/or this Articles of Association requires a higher quorum.
2. In the event that quorum as referred to in paragraph 1 is not reached, the notice of the second GMS may be served and the second GMS maybe convened if attended by at least 1/3 (one thirds) of the total shares with voting rights attend or represented, unless otherwise if the laws and regulations and/or this Articles of Association requires a higher quorum.
3. In the event that quorum as referred to in paragraph 2 is not reached, the third GMS maybe convened if attended by shareholders or representatives of shareholders of the shares having voting rights in compliance with the quorum stipulated by the Financial Service Authority at the request of the Company.

In the notice of the third GMS, shall be mentioned that the second GMS has been convened and the quorum was not reached.

4. All resolutions of the GMS shall adopted amicably to reach a mutual consensus. If the resolution based on the amicable consensus is not reached, the resolution shall be adopted by voting with the following conditions:

- a. For the GMS referred to in paragraph 1 and paragraph 2 above, the resolution shall be valid if it is approved by more than  $\frac{1}{2}$  (a half) of the total shares having valid voting rights in the GMS, unless if the laws and regulations and/or this Articles of Association stipulate that resolution of GMS shall be valid if it is approved by an higher affirmative votes.
  - b. For the GMS referred to in paragraph 3, the resolution shall be valid if it is approved by the valid voting rights in accordance with total of minimum affirmative votes stipulated by Financial Service Authority based on the Company's request.
5. Except the GMS determining otherwise, voting on a person shall be using the unsigned closed ballots; whereas voting concerning other matters shall be made verbally.
  6. Each share shall confer upon its holder the right to cast 1 (one) vote.
  7. A shareholder, either by himself/herself or represented by virtue of a power of attorney, is entitled to attend the GMS, provided that in a voting, members of the Board of Directors members of the Board of Commissioners and Company's employees shall not be allowed to act as a proxy in the GMS. Votes cast by them as a proxy shall be null and void.
  8. A shareholder with a valid voting right attending the GMS but cast an abstain vote shall be deemed to cast a vote similar with the majority votes of the shareholders who cast their votes.
  9. If there is any transaction agenda bearing conflict of interest as referred to in the laws and regulations, the GMS shall be convened under the following conditions:

- a. The GMS may be convened if the GMS is attended by the Independent Shareholders representing more than 1/2 (a half) of the total shares with the valid voting rights owned by the Independent Shareholders, and a resolution of the GMS is valid if it is approved by the Independent Shareholders representing more than 1/2 (a half) of the total shares with valid voting rights owned by Independent Shareholders.
- b. In the event of quorum in the meeting as referred to in letter a of this paragraph is not reached, the second GMS is valid and entitled to adopt any resolutions if the GMS is attended by Independent Shareholders representing more than 1/2 (a half) of the total shares with the valid voting rights owned by Independent Shareholders.

A resolution of the second GMS is valid if it is approved by more than 1/2 (a half) of the total shares with valid voting rights owned by Independent Shareholders attending the meeting.

- c. In the event that the quorum of the second GMS as referred to in letter b of this paragraph is not reached, the third GMS may be convened, provided that, the third GMS shall be valid and entitled to adopt any resolution if attended by Independent Shareholders of shares with the valid voting rights and based on the quorum determined by the Financial Service Authority upon the Company's request.
- d. Shareholders having conflict of interest shall be deemed to have given the same resolution with the resolution approved by the independent shareholders who have no conflict of interest.

## **BOARD OF DIRECTORS**

### **Article 15**

1. The Company shall be managed and directed by a Board of Directors comprising at least 3 (three) members of the Board of Directors, one of them shall be appointed as the President Director and if deemed necessary, one of them may be appointed as the Vice President Director.
2. A person qualifiable to be appointed as a member of the Board of Directors shall be an individual complies with the requirements at the time of appointment and during his/her term of office:
  - a. has a good character, morals and integrity;
  - b. Capable to perform legal actions;
  - c. Never been sentenced due to a crime charged with 5 years or more imprisonment; and/or
  - d. in the last 5 (five) years prior to the appointment and during his/her term of office:
    - 1) Never been declared bankrupt;
    - 2) Never become a member of board of directors and/or board of commissioners being declared guilty causing a company being bankrupt;
    - 3) Never been sentenced due to a crime charged causing losses to the state finance and/or relates to financial sectors; and
  - e. Never become a member of board of directors and/or board of commissioners who is during his/her term of office:
    - 1) ever refrained from convening an annual GMS;

- 2) his/her accountability as a member of Board of Directors and/or Board of Commissioners was once not accepted by the GMS or he/she once who did not provide accountability as a member of Board of Directors and/or Board of Commissioners to the GMS; and
  - 3) He/she once causing a company which had obtained license, approval, or registration from Financial Service Authority failed to be in compliance with the obligation for submission of annual reports and/or financial statement to the Financial Service Authority.
- f. has commitment to comply with the laws and regulations; and
- g. acquiring knowledge and/or skills in the fields needed by the Company.
3. The appointment of members of Board Directors shall also be performed by taking into account the integrity and dedication, as well as any other requirements as stipulated by the laws and regulations.
4. Fulfillment of the requirements as referred to in paragraphs 2 and 3 as well as its legal consequences of incompliance thereof shall be performed in accordance with the provision in the Articles of Association and/or the laws and regulations.
5. Members of the Board of Directors shall be appointed and dismissed by the GMS, which shall be attended by Shareholders of Series A Dwiwarna shares and the resolutions thereof shall be approved by the Shareholders of Series A Dwiwarna shares. Members of the Board of Directors shall be appointed by the GMS of the candidates nominated by the Shareholders of Series

A Dwiwarna shares, of which such nomination shall bind the GMS.

6. Resolutions of GMS regarding appointment and/or termination of members of the Board of Directors shall also determine the effective date of such appointment and/or termination. In case the GMS does not provide so, such appointment and/or termination of members of the Board of Directors shall be effective as of the date of the closing of the GMS.
7. Among the members of the Board of Directors and between the members of the Board of Directors and the Board of Commissioners shall not have any family relationship until third degree either vertical or horizontal including any relationship due to any marital relationships.
8.
  - a. Members of the Board of Directors shall be appointed for a period of 5 (five) years calculated from the closing of GMS of their appointment or otherwise stipulated by the GMS and ended at the closing of the annual GMS at the end of the first period of the said terms of offices, provided that it shall not exceed the said period of 5 (five) years. This provision shall not prejudice to the rights of the GMS to dismiss at any time the members of the Board of Directors prior to the expiry of their term of offices by stating the reasons for such dismissal. Such dismissal shall be effective as of the closing of the GMS, unless determined otherwise by the GMS.
  - b. Upon expiry of their terms of offices, members of the Board of Directors may be reappointed by the GMS for one additional term of office.

9.
  - a. The members of the Board of Directors shall be awarded with salary including facilities and/or allowances including *tantieme* (bonus) and retirement benefit of which the amount shall be determined by the GMS.
  - b. The authority of the GMS to determine the amount of the salary including facilities and/or other allowances as referred to in letter a hereof may be delegated to the Board of Commissioners.
  - c. In the event of such authority is delegated to the Board of Commissioners, the amount of salary including facilities and/or other allowances shall be stipulated based on meeting resolutions of the Board of Commissioners.
10.
  - a. In the event that due to any reason there is a vacancy in the Board of Directors, as a consequence of such circumstances, the number of members of the Board of Directors is less than the number as determined in Article 15 paragraph 1, at the latest 90 (ninety) days after the occurrence of such vacancy a GMS shall be convened to occupy such vacancy.
  - b. As long as the vacant position and no successor for such position has been appointed, one of the member of the Board of Directors based on meeting of the Board of Directors shall be appointed to undertake the vacant position's duties with the same power and authorities.
11. In the event that due to any reasons whatsoever, the Company does not have any members of Board of Directors, for the time being the Board of Commissioners shall be entitled to carrying out the Board of Directors' duties, provided that no later than 90 (ninety) days as of the occurrence of such vacancy, the GMS shall be convened to occupy such vacancy.

12. a. A member of the Board of Directors may voluntary resign from his/her office prior to expiry of his/her term of office and the relevant member of the Board of Directors shall submit the written notice regarding such intention to the Company.

The Company shall convene a GMS to resolve the application for resignation of the said member of the Board of Directors not later than 90 (ninety) days as of the date of the said application for such resignation received.

If the GMS referred to in this paragraph is convened less than 90 (ninety) days and resolves to accept such resignation of the said member of the Board of Directors, the GMS may resolve to accept such resignation effective earlier than 90 (ninety) days after such application for resignation.

- b. The resigned member of the Board of Directors shall be discharged from any duties after the GMS properly accepts such resignation and obtain release and discharge from the Annual GMS.

13. The term of office of a member of Board of Directors shall expire in the event of:

- a. Expiry of his/her term of office; or
- b. Being declared bankrupt or taken under custody based on a court order; or
- c. Passes Away; or
- d. Being dismissed by virtue of a resolution of the GMS by stating the reasons thereof, i.e.:



- 1) Failed to comply with the laws and regulations and/or provisions of the Articles of Association.
  - 2) Involved in any action harming the Company and/or the State;
  - 3) Being declared guilty under the final and enforceable court verdict; or
  - 4) Voluntary resignation ;
  - 5) Other reasons deemed properly by the GMS for the purposes and interests of the Company.
- e. The decision on dismissal as referred to in letter d of this paragraph with the reasons stated in points i, ii and v shall be made after the relevant person being rendered an opportunity to defend him/her self.
- f. Such defense as referred to in letter e of this paragraph shall be made in the relevant GMS in respect of the dismissal.
14. Members of the Board of Directors may be suspended at any time by the Board of Commissioners by specifying the reasons thereof.
15. Upon suspension as referred to in paragraph 14, the following provisions shall apply:
- a. Resolution of the Board of Commissioners shall be performed in accordance with the procedures of decision making of the Board of Commissioners.
  - b. the written notice shall be served to the relevant person by describing the reasons of such action with a copy of such notice delivered to the Board of Directors.

- c. Such notice shall submitted no later than 2 (two) working days as of the stipulation of suspension.
  - d. No later than 90 (ninety) days as of the date of the suspension, the Board of Commissioners shall convene the GMS to revoke or sustain such resolution on suspension.
  - e. The suspended member of the Board of Directors as referred to in paragraph 14 above, shall not be entitled:
    - 1) to carry out the Company's management on behalf of the Company in accordance with the purposes and objectives of the Company.
    - 2) to represent the Company within or outside the Court.
  - f. Upon the expiry of the time period for convening the GMS as referred to in letter d of this paragraph or the GMS fails to resolve resolutions, the suspension shall be annulled
  - g. In the GMS as referred to in letter d of this paragraph, such member of the Board of Directors shall be rendered an opportunity to defend him/her self;
  - h. The GMS as referred to in letter d of this paragraph shall be presided over by one of the Shareholders selected by and amongst the attending Shareholders.
16. In the event a member of the Board of Directors resigns or is dismissed prior to the expiry thereof, the term of office of his/her successor shall be the remaining period of the relevant member of Board of Directors, unless determined otherwise by the GMS.
17. In case of there is an addition to the members of the Board of Directors, the term of office of a member of Board of Directors

shall be as referred to in paragraph 8 letter a, unless determined otherwise by the GMS.

18. Members of the Board of Directors shall not concurrently serve other office which may cause conflict of interests and things which are prohibited by the prevailing laws and regulations.
19. For any members of the Board of Directors who resign prior to the expiry of their term of office, the relevant person shall remain responsible for his actions of which the responsibilities have not yet been accepted by the Annual GMS.

## **DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

### **Article 16**

1. The main duties of the Board of Directors are:
  - a. To operate and responsible for the management of the Company for the interests of and in accordance with the purposes and objectives of the Company stipulated in the Articles of Association, and lead the management of the Company.
  - b. To maintain and manage the Company's assets;
2. The Board of Directors shall be fully responsible for the performance of their duties for the interests of the Company in order to achieve the Company's purposes and objectives.
3. Each member of the Board of Directors shall be required to perform their duties in good faith and with full responsibility with due observance of the prevailing laws and regulations.

4. The Board of Directors shall convene the Annual GMS and other GMS as stipulated by the laws and regulations and the Articles of Association.
5. In order to support the effectiveness of performance of its duties and responsibilities as meant in the paragraph 1 above, the Board of Directors may establish a Committee.

If a Committee is established, the Board of Directors shall make evaluation on the Committee's performance at the end of financial year.

6. The Board of Directors shall be entitled to representing the Company before and outside the Court in all respects and events; both the management and the ownership, binding the Company with other parties and other parties with the Company.
7. The following actions of the Board of Directors shall obtain the written approval from the Board of Commissioners:
  - a. To dispose and sell immovable assets of the Company which exceed a certain amount determined by the Board of Commissioners.
  - b. To enter into a management contract which is effective for a period of more than 3 (three) years.
  - c. To determine the organizational structure of 1 (one) level below the level of the Board of Directors;
  - d. To take part either partly or entirely in other companies or entities or establish a new Company which is not within the purpose of redeeming the receivables with due observance of the prevailing laws and regulations;

- e. To dispose either part or all of the Company's participation in other companies or entities within the purpose of other than redeeming the receivables.
  - f. Any Action to assign, including to sell, to waive the rights to collect and/or not to collect of:
    - 1) The principle of the bad receivables which have been written off for the purpose of credit settlement, either in whole or in part;
    - 2) The difference between the bad principle receivables amount to the assignment value including sale or with the value of the waiver of rights;

shall be executed based on the policy of the Board of Directors which has been approved by the Board of Commissioners and within the ceiling (limit) of the written-off receivables that has been determined by the General Meetings of Shareholders which shall remain applicable until the determination of the new ceiling (limit) by the General Meetings of Shareholder.
  - g. Any other action in the form of optimization of the assets including the Company's receivables accounts by taking into account of the provision in Article 19 paragraph 6.
8. Any legal actions to transfer and dispose the rights over the Company's assets more than 50% (fifty percent) of the Company's net worth, within 1 (one) financial year for 1 (one) or more transaction, either independent or related transactions, and any legal actions to collateralize the Company's assets more than 50% (fifty percent) of the Company's net worth, in 1 (one) or more transactions, either independent or related transactions, shall obtain approval from the GMS under the following conditions:

- a. The meeting shall be attended by the Shareholders and/or their legitimate proxies/representatives representing at least  $\frac{3}{4}$  (three-fourths) of the total shares having valid voting rights issued by the Company and such resolution of the GMS shall be valid if approved by more than  $\frac{3}{4}$  (three-fourths) of the total shares having voting rights cast in the GMS.
  - b. In case of the quorum as referred to in letter a of this paragraph is not reached, the second GMS may be convened, provided that the second GMS shall be valid and entitled to adopting any resolutions if attended by Shareholders and/or their legitimate proxies/representatives representing at least  $\frac{2}{3}$  (two thirds) of the total shares having valid voting rights issued by the Company and such resolution of the second GMS shall be valid if approved by more than  $\frac{3}{4}$  (three-fourths) of the total shares having voting rights cast in the GMS; and
  - c. In case of the quorum as referred to in letter b of this paragraph is not reached, the third GMS may be convened if attended by shareholders and/or legitimate proxies / representatives of shareholders of shares having valid voting rights in accordance with the quorum stipulated by the Financial Service Authority upon the Company's request and such resolutions of the third GMS shall be valid if approved by shareholders having valid voting rights in accordance with total of minimum affirmative votes stipulated by Financial Service Authority based on the Company's request.
9. In connection with the main duties of the Board of Directors as referred to in paragraph 1:
- a. The Board of Directors shall be obligated to:

- 1) manage and undertake the business implementation and Company's activities in accordance with the purposes and objectives as well as its line of the business;
- 2) prepare the Business Plan and annual budget of the Company and submit them to the Board of Commissioners no later than 30 (thirty) days prior to the subsequent financial year to obtain approval from the Board of Commissioners;
- 3) Prepare long-term plan of the Company for Board of Commissioners' approval;
- 4) Organize and maintain bookkeeping and administration of the Company in accordance with the common practice for a company.
- 5) Create internal controlling principle-based accounting system particularly division of management, records, filing and supervision;
- 6) Provide accountabilities and furnish any particular concerning the Company's condition and operation of the Company's activities report including financial statement both in terms of annual report and in the form of any other periodical report according to the method and time as provided in the Articles of Association, at any time requested by the Board of Commissioners.
- 7) Prepare Company's organizational structure together with the job description.
- 8) Submit the Balance Sheet and Income Statement approved by the GMS to the Minister of Law and Human

Rights of the Republic of Indonesia in compliance with the laws and regulations.

- 9) Announce the balance sheet and income statement approved by the GMS in 2 (two) daily newspapers in Indonesian language and have national circulation.
  - 10) Perform any other obligation pursuant to the provisions set out in this Articles of Association and resolutions of the GMS as well as the prevailing laws and regulations.
- b. The Board of Directors shall be entitled and authorized among others, the following:
- 1) To determine the policy both in directing and managing the Company;
  - 2) To stipulate the provisions on Company's Personnel affairs including determination of salary, pension or old age allowance and any other income for the Company's employees.
  - 3) To appoint and dismiss the Company's employee based on the Company's employment regulations;
  - 4) To manage the delegation of authority of the Board of Directors to represent the Company within and outside the Court to a member or several members of the Board of Directors specifically appointed for that purpose or to one employee or several employees of the Company both severally and jointly or to any other entities;
  - 5) To write off bad debt principle which thereafter shall be reported to the Board of Commissioners.
  - 6) To perform any other actions both in terms of management and ownership pursuant to the provisions further set out by the meeting of the Board of



Commissioners with due observance of the prevailing laws and regulations.

- 7) To no longer collect any receivables account in the form of interest, penalty and/or expenses for restructuring and/or credit settlement which thereafter shall be reported to the Board of Commissioners.
10. In order to perform any legal action in the form of transaction causing conflict of interests between personal economical interest of the Board of Directors, Board of Commissioners and Shareholders for the interest of Company's economical conditions, the Board of Directors shall obtain approval from the GMS as stipulated in the Articles of Association and with due observance of the prevailing laws and regulations of Capital Market.
11. The management policy shall be stipulated in the Board of Directors Meeting.
12. a. In order to execute policy as referred to in paragraph 11, the President Director shall be entitled and authorized for and on behalf of the Board of Directors to represent the Company.  
b. In the event that the President Director is not available or unavailable to attend due to any reason whatsoever, which impediment no evidence to third parties is required, the Vice President Director shall be entitled and authorized for and on behalf of the Board of Directors. In the event that the Vice President is not available or unavailable to attend due to any reasons whatsoever, then 1 (one) member of the Board of Directors determined by the resolutions of the

Board of Directors shall be authorized for and on behalf of the Board of Directors to represent the Company.

- c. In case of there is no resolution of the Board of Directors as referred to in point b letter b of this paragraph, 2 (two) other members of the Board of Directors shall be entitled and authorized for and on behalf of the Board of Directors to represent the Company.
13. The Board of Directors shall for certain action also be entitled to appoint a person or more as their representative(s) or proxy(ies) by conferring upon him/her/them the authority set forth in a power of attorney.
14. Distribution of duties and authorities of each member of the Board of Directors shall be determined by the GMS. In the event that the GMS does not stipulate so, the distribution of duties and authorities amongst the members of the Board of Directors shall be determined under the meeting resolution of the Board of Directors.
15. A member of the Board of Directors shall not be authorized to represent the Company if:
- a. There is a case before the Court between the Company and relevant member of the Board of Directors; or
  - b. The relevant member of Board of Directors has a conflict of interest with the Company;
16. In the event of condition as referred to in paragraph 15, those entitled to represent the Company shall be:
- a. Other members of the Board of Directors who do not have any conflict of interest with the Company;

- b. Board of Commissioners if all members of the Board of Directors have conflict of interest with the Company;
  - c. Other parties appointed by the GMS in the event if all members of the Board of Directors or the Board of Commissioners have conflict of interest with the Company;
17. A member of Board of Directors who is resigned prior to the expiry of his/her term of office shall remain responsible for his/her actions until the relevant accountability is properly accepted by the Annual GMS.

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

### **Article 17**

- 1. The Board of Directors shall convene a meeting of the Board of Directors periodically at least 1 (once) a month, and at any time if deemed necessary upon the written request by one or more members of the Board of Directors or upon the written request of the Board of Commissioners.
- 2. The Board of Directors shall convene a meeting of the Board of Directors together with the Board of Commissioners periodically at least 1 (once) in every 4 (four) months.
- 3. A notice for a Meeting of the Board of Directors shall be served by a member of Board of Directors who is authorized to represent the Board of Directors in accordance with the provisions of Article 16 of this Articles of Association.
- 4. a. Notice for a Meeting of the Board of Directors shall be served in writing and delivered to each member of the Board of Directors with a sufficient receipt or by a Note,

prepaid registered mail or courier service, facsimile, email or otherwise at the latest 3 (three) days prior to the Meeting.

- b. The notice described above is not required if the meeting has been scheduled by the previous meeting of the Board of Directors or in case of an urgent state.
5. The notice for the Board of Directors' meeting shall contain the agenda, date, time, and venue of the Meeting. the Board of Directors meeting shall be held at the domicile of the Company or the place where the Company's business activities.
6. If all members of the Board of Directors are present or represented, no prior notice is required, and the Meeting may be held at any place, provided that within the territory of the Republic of Indonesia and entitled to adopting valid and binding resolutions.
7. The Meeting of the Board of Directors shall be presided over by the President Director in the event that the President Director is not available or unavailable and such matter requires no proof to third parties; the Meeting of Board of Directors shall be presided over by Vice President Director. In the event that Vice President Director is not available or unavailable and such matter requires no proof to third parties, the Meeting of Board of Directors shall be presided over by a member of the Board of Directors elected by and among the members of the Board of Directors present at the meeting.
8. A member of the Board of Directors may only be represented in a Meeting of the Board of Directors by another member of the Board of Directors by virtue of a power of attorney. A member

of Board of Directors may only represent one member of Board of Directors.

9. The Meeting of Board of Directors shall be valid and entitled to adopt binding resolutions if more than 1/2 (half) of the total members of Board of Directors are present or represented in the Meeting.
10. A resolution of the Meeting of the Board of Directors shall be adopted by deliberations to reach consensus. In the event of no consensus reached by deliberations, voting by virtue of affirmative votes of at least 1/2 (a half) of the total votes cast in the Meeting shall decide the resolutions.
11. In the event of tie votes, the chair person of a meeting of the Board of Directors shall cast the deciding vote.
12.
  - a. Each attending member of the Board of Directors shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Directors he/she represents.
  - b. Each member of Board of Directors who is present in the meeting or represented shall cast a vote (it is not allowed to cast an abstain vote).
  - c. A member of Board of Directors who is absent to attend the Meeting of Board of Directors can express his/her opinion in writing and by signing it, then submitted to the President Director or to any other members of the Board of Directors who will chair the meeting of the Board of Directors, concerning whether he supports or not support on any matters to be discussed and this opinion shall be considered as a valid vote cast in the Board of Directors' meeting.

- d. Voting in respect of a person shall be made by unsigned closed ballots, whereas voting concerning other matters shall be verbally, unless the Chairperson of Meeting determines otherwise without any objection being raised by those present.
13. a. Minutes shall be drawn up based on anything discussed and resolved in the Board of Directors' Meeting. Minutes of the Board of Directors' Meeting shall be drawn up by a person who attend the meeting and appointed by Chairperson of Meeting and then signed by all members of the Board of Directors who attend the meeting and delivered to all members of the Board of Directors.
- b. Minutes of the Board of Directors' Meeting shall serve as valid evidence for the members of the Board of Directors and to any third parties in respect of resolution adopted in the relevant meeting.
- c. In case the Minutes of the Board of Directors' Meeting is drawn up by notary public, no signing shall be required.
14. a. The Board of Directors may also adopt valid circular resolution, provided that all members of the Board of Directors have been informed in writing and all members of the Board of Directors approve the proposal submitted in writing as well as sign such resolution.
- b. The resolutions adopted in such manner shall have equal force of law to those validly adopted in a Meeting of the Board of Directors.
15. Other than the meeting of Board of Directors as referred to in paragraphs 1 and 14, it can also be served by teleconference, video conference, or any other electronic media which make all

participants of the Board of Directors' meeting possible to directly see and/or listen as well as participate in the meeting.

16. Any member of Board of Directors who is personally, in any manner whatsoever, both directly and indirectly, having interest in a transaction, contract or proposed contract which is proposed by the Company as one of the parties thereof shall be specified in the meeting of the Board of Directors and shall not be entitled to participate to vote with respect to any matter relating to such transaction or contract.

## **BOARD OF COMMISSIONERS**

### **Article 18**

1. The Board of Commissioners shall comprise at least 3 (three) members, one of them may be appointed as the President Commissioner and if deemed necessary, another one of them may be appointed as the Vice President Commissioner.
2. A person qualifiable to be appointed as a member of the Board of Commissioners shall be an individual complies with the requirements at the time of appointment and during his/her term of office:
  - a. has a good character, morals and integrity;
  - b. Capable to perform legal actions;
  - c. Never been sentenced due to a crime charged with 5 years or more imprisonment; and/or
  - d. in the last 5 (five) years prior to the appointment and during his/her term of office:
    - 1) Never been declared bankrupt;

- 2) Never become a member of board of directors and/or board of commissioners being declared guilty causing a company being bankrupt;
  - 3) Never been sentenced due to a crime causing losses to the state finance and/or related to financial sectors; and
  - e. Never become a member of board of directors and/or board of commissioners who is during his/her term of office:
    - 1) once refrained from convening an annual GMS;
    - 2) his/her accountability as a member of Board of Directors and/or Board of Commissioners was once not accepted by the GMS or he/she once did not provide accountability as a member of Board of Directors and/or Board of Commissioners to the GMS; and
    - 3) He/she once causing a company that had obtained license, approval, or registration from Financial Service Authority failed to be in compliance with the obligation for submission of annual reports and/or financial statement to the Financial Service Authority.
  - f. has commitment to comply with the laws and regulations; and
  - g. acquiring knowledge and/or skills in the fields needed by the Company.
3. The appointment of members of Board Commissioners shall also be performed by taking into account the integrity and dedication, as well as any other requirements as stipulated by the laws and regulations.
  4. Fulfillment of the requirements as referred to in paragraphs 2 and 3 as well as its legal consequences of incompilance thereof shall be performed in accordance with the provision in the Articles of Association and/or the laws and regulations.



5. Members of the Board of Commissioners shall be appointed and dismissed by the GMS, which shall be attended by Shareholders of Series A Dwiwarna shares and the resolutions thereof shall be approved by the Shareholders of Series A Dwiwarna shares. Members of the Board of Commissioners shall be appointed by the GMS of the candidates nominated by the Shareholders of Series A Dwiwarna shares, of which such nomination shall bind the GMS.
6. Amongst the members of the Board of Commissioners and members of Board of Commissioners and members of the Board of Directors shall not have any family relationship until third degree either vertical or horizontal including any relationship due to any marital relationships.
7.
  - a. Members of the Board of Directors shall be appointed for a period of 5 (five) years calculated from the closing of GMS of their appointment or otherwise stipulated by the GMS and ended at the closing of the annual GMS at the end of the first period of the said term of office, provided that it shall not exceed the said period of 5 (five) years. This provision shall not prejudice the rights of the GMS to dismiss at any time the members of the Board of Commissioners prior to the expiry of their terms of offices by stating the reasons for such dismissal. Such dismissal shall be effective as of the closing of the GMS, unless determined otherwise by the GMS.
  - b. Appointment of members of Board of Commissioners shall not be concurrently with the appointment of members of Board of Directors

- c. Upon expiry of their term of offices, members of the Board of Commissioners may be reappointed by the GMS for one additional term of office.
- 8. The members of the Board of Commissioners shall be given salaries and/or allowances also facilities and/or other fees, including bonus (tantieme) and retirement benefit of which the amount shall be determined by the GMS.
- 9.
  - a. In the event that due to any reasons there is a vacancy in the Board of Commissioners, as a consequence of such circumstances, the number of members of the Board of Commissioners is less than the number as determined in the paragraph 1, at the latest 90 (ninety) days after the occurrence of such vacancy a GMS shall be convened to occupy such vacancy.
  - b. As long as the vacant position and no successor for such position has been appointed, one of the member of the Board of Commissioners based on meeting of the Board of Commissioners shall be appointed to undertake the vacant position's duties with the same power and authorities.
- 10. In the event that due to any reasons whatsoever, the Company does not have any members of Board of Commissioners, the majority shareholders shall be entitled to carrying out all duties of the Board of Commissioners temporarily, provided that no later than 90 (ninety) days after the occurrence of such vacancy, the GMS shall be convened.
- 11.
  - a. A member of the Board of Commissioners may voluntarily resign from his/her office prior to the expiry of his/her term of office and the said member of the Board of

Commissioners shall submit the written notice regarding such intention to the Company.

The Company shall convene a GMS to resolve upon the application of resignation of the said member of the Board of Commissioners not later than 90 (ninety) days upon receipt of the said application for resignation.

If the GMS referred to in this paragraph is convened less than 90 (ninety) days and resolves to accept such resignation of the said member of the Board of Commissioners, the GMS may resolve to accept such resignation effective earlier than 90 (ninety) days after such application for resignation.

- b. The resigned member of the Board of Commissioners shall be discharged from any duties after the GMS properly accepts such resignation and obtain release and discharge from the Annual GMS.
12. The term of office of a member of Board of Commissioners shall expire in the event of:
- a. Expiry of his/her term of office; or
  - b. Being declared bankrupt or taken under custody based on court order; or
  - c. No longer comply with the laws and regulations; or
  - d. Passes Away; or
  - e. being dismissed by virtue of a resolution of the GMS by stating the reasons thereof, i.e.:
    - 1) Failed to comply with the laws and regulations and/or provisions of the Articles of Association.
    - 2) No longer comply with the laws and regulations;

- 3) Involved in any action harming the Company and/or the State; and/or
  - 4) Being declared guilty under the final and enforceable court verdict; and or
  - 5) Voluntary resignation;
  - 6) Other reasons deemed properly by the GMS for the purposes and interests of the Company.
- f. The decision on the dismissal as referred to in letter e of this paragraph with the reasons stated in point i to point iv and point vi shall be made after the relevant person being rendered an opportunity to defend him/her self.
- g. Such defense as referred to in letter e of this paragraph shall be made in the relevant GMS in respect of the dismissal.
13. In the event of a member of the Board of Commissioners resigns or is dismissed prior to the expiry thereof, the term of office of his/her successor shall be the remaining period of the relevant member of Board of Commissioners, unless determined otherwise by the GMS.
14. In case there is an addition to the members of the Board of Commissioners, the term of office of a member of Board of Directors shall be as referred to in paragraph 7 letter a, unless determined otherwise by the GMS.
15. Members of the Board of Commissioners shall not concurrently serve other office which may cause conflict of interests and things which are prohibited by the prevailing laws and regulations.

16. Distribution of duties among members of the Board of Commissioners shall be determined among themselves, and for the efficiency of the duties, the Board of Commissioners may be assisted by a Secretary of Board of Commissioners appointed by the Board of Commissioners on the cost of the Company.
17. For any member of the Board of Commissioners who resign prior to the expiry of their term of office, the relevant person shall remain responsible for his actions of which the responsibilities have not yet been accepted by the Annual GMS.

## **DUTIES, OBLIGATIONS AND POWER OF THE BOARD OF COMMISSIONERS**

### **Article 19**

1. The duties of the Board of Commissioners are as follows:
  - a. To conduct supervision and responsible for supervision over the management policies, management in general, either upon the Company or the Company's business and to provide advice to the Board of Directors for the interest of the Company and in accordance with the purposes and objectives of the Company.
  - b. To perform duties specifically mandated based on the Articles of Association, prevailing laws and regulations and/or under the resolutions of the GMS;
  - c. To perform duties and responsibilities in accordance with the provisions set forth in the Articles of Association of the Company and resolutions of the GMS in good faith, with full responsibility and due care;

- d. In performing their duties, the Board of Commissioners shall act for the interests of the Company and shall be responsible to the GMS;
  - e. To examine and review the annual report prepared by the Board of Directors and sign such annual report.
2. In relation to the duties of Board of Commissioners as mentioned in this article, the Board of Commissioners shall be obliged:
- a. To supervise the implementation of the Business Plan and the Company's budget;
  - b. To follow the development of the Company's activities and in the event that the Company indicates a decline, the Board of Commissioners shall immediately report to the GMS as soon as possible and shall render advice on the improvements steps that shall be taken;
  - c. To propose to the GMS on the appointment of a Public Accountant that will audit the Company's books;
  - d. To perform other supervisions determined by the GMS;
  - e. To render response to a periodical report of the Board of Directors and at any time required to give response to the Company's development and report the results thereof to the Shareholders of Series A Dwiwarna share in a timely manner.
  - f. To respond and approve the Business Plan and annual budget as well as long-term Business Plan of the Company prepared and submitted to the Board of Directors;
  - g. To approve the Business Plan and annual budget of the Company at the latest on the thirtieth (30th) day of the first

month after the commencement date of the new financial year;

- h. In case of until the deadline as referred to in point g of this paragraph, the Board of Commissioners have not yet approved the Business Plan and annual budget of the Company, the Company's Business Plan and annual budget of last financial year shall apply.
- 3. The Board of Commissioner shall be required to establish an Audit committee and may establish other committees as required by the laws and regulations and if it is deemed necessary, they may ask for an expert team for a limited period of time in assisting them in performing its duties on the costs of the Company.
- 4. The Board of Commissioners shall both jointly and severally, at any time during the office hours of the Company, be entitled to enter any building, yard or other premises used or controlled by the Company and to examine the entire accounts, documents, and other evidence, to examine and review the cash flow and other matters, and shall be authorized to have all information on every action carried out by the Board of Directors.
- 5. The Board of Commissioners shall be entitled to request any explanation regarding the Company to the Board of Directors and each member of the Board of Directors shall provide such required information.
- 6. The Board of Commissioners is entitled and authorized to approve the Board of Directors' policy in respect of the stipulation on mechanism, criteria and delegation of authority in

line with the asset optimization including Company's receivables account.

7. a. In line with Article 15 paragraph 14, the meeting of the Board of Commissioners shall at any time be entitled to temporarily dismiss one or more members of the Board of Directors if such Director has acted in contravention to the Articles of Association, has caused a loss to the Company, has neglected his/her obligations and/or has breached the prevailing laws and regulations.
  - b. Such dismissal shall be notified in writing to the relevant Director along with the reasons thereof. Within a period of 90 (ninety) days of the suspension, the Board of Commissioners shall hold the GMS to resolve whether the relevant members of the Board of Directors will be permanently dismissed or reinstated to the former position, while the members of the Board of Directors being temporarily dismissed shall be rendered an opportunity to defend him/her self.
8. In case the GMS is not convened within the period of 90 (ninety) days after the suspension, such suspension shall be automatically null and void and the relevant members of the Board of Directors shall be reinstated.

## **MEETING OF BOARD OF COMMISSIONERS**

### **Article 20**

1. Any resolutions of the Board of Commissioners shall be adopted in the meeting of the Board of Commissioners.



2. a. The Board of Commissioners shall convene a meeting at least 1 (once) in every 2 (two) months, or at any time if deemed necessary by one or more members of the Board of Commissioners, or upon the written request of the Board of Directors.
  - b. The Board of Commissioners shall convene a meeting with the Board of Directors periodically at least 1 (once) in every 4 (four) months.
3. A notice for the Meeting of Board of Commissioners shall be served by the President Commissioner, and in case of the President Commissioner is prevented from doing so, which impediment no evidence to third parties is required, the Meeting of the Board of Commissioners shall be notified by the Vice President Commissioner. In the event that the Vice President Commissioner is prevented from doing so which impediment no evidence to third parties is required, the notice to the meeting shall be served by one of the members of the Board of Commissioners.
4. a. The notice to the meeting of Board of Commissioners shall be served in writing and delivered to each member of the Board of Commissioners against a sufficient receipt, or by the prepaid registered mail or courier service, by note, facsimile or email or any other means at the latest 3 (three) days prior to the meeting along with the materials of the meeting.
- b. The notice as referred above shall not be required for the meeting of the Board of Commissioners that has already been scheduled based on resolutions in the previous meeting of the Board of Commissioners or in case of any urgency thereof.

5. A notice to the Meeting of the Board of Commissioners shall contain the agenda, date, time, and the venue of Meeting. the meeting of the Board of Commissioners shall be held in the Company's domiciled or the place of the Company's business activities.
6. If all members of the Board of Commissioners are present or represented, no prior notice shall be required, and the Meeting may be held at any place, provided that within the territory of the Republic of Indonesia and entitled to adopt valid and binding resolutions.
7. The Meeting of the Board of Commissioner shall be presided over by the President Commissioner, in the event that the President Commissioner is not available or unavailable and such matter requires no proof to third parties; the Meeting of the Board of Commissioner shall be presided over by the Vice President Commissioner. In the event that the Vice President Commissioner is not available or unavailable from attending which impediment no evidence of third parties is required, the Meeting of Board of Commissioners shall be presided over by a member of the Board of Commissioners elected by and among the members of the Board of Commissioners present in the Meeting.
8. A member of the Board of Commissioners can only be represented in a Meeting of the Board of Commissioners by another member of the Board of Commissioners by virtue of a power of attorney. A member of Board of Commissioners may only represent one member of Board of Commissioners.

9. The Meeting of Board of Commissioners shall be valid and entitled to adopt binding resolutions if more than 1/2 (half) of the total members of Board of Commissioners are present or represented in the Meeting.
10. A resolution of the Meeting of the Board of Commissioners shall be adopted by deliberations to reach consensus. In the event of no consensus is reached by deliberations, voting by virtue of affirmative votes of at least 1/2 (a half) of the total votes cast in the Meeting shall decide the resolutions.
11. In the event of tie votes, the chairperson of the Meeting shall cast the deciding vote.
12.
  - a. Each attending member of the Board of Commissioners shall be entitled to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Commissioners he/she represents.
  - b. Each member of Board of Commissioners who is present in the meeting or represented shall cast a vote (it is not allowed to cast an abstain vote).
  - c. A member of Board of Commissioners who is absent to attend the Meeting of Board of Commissioners can express his/her opinion in writing and by signing it, then submitted to the President Commissioner or to any other members of the Board of Commissioners who will chair the meeting of the Board of Commissioners, concerning whether he supports or not support on any matters to be discussed and this opinion shall be considered as valid vote cast in the Board of Commissioners' meeting.
  - d. Voting in respect of a person shall be made by unsigned closed ballots, whereas voting concerning other matters shall be verbally, unless the Chairperson of Meeting

determines otherwise without any objection being raised by those present.

- e. Minutes shall be drawn up based on anything discussed and resolved in the Board of Commissioners' Meeting. Minutes of the Board of Commissioners' Meeting shall be drawn up by a person who attend in the meeting and appointed by Chairperson of Meeting and signed by the Chairman of the Meeting and another member of Board of Commissioners appointed by the meeting.
  - f. Minutes of the Board of Commissioners' Meeting shall serve as a valid evidence for the members of the Board of Commissioners and to any third parties in respect of resolution adopted in the relevant meeting.
  - g. In case the Minutes of the Board of Commissioners' Meeting is drawn up by notary public, no signing shall be required.
13. a. The Board of Commissioners may also adopt valid circular resolution, provided that all members of the Board of Commissioners have been informed in writing and all members of the Board of Commissioners approve the proposal submitted in writing as well as sign such resolution.
- b. The resolutions adopted in such manner shall have equal force of law to those validly adopted in a Meeting of the Board of Commissioners.
14. Other than the meeting of Board of Commissioners as referred to in paragraphs 1 and 13, it can also be served by teleconference, video conference, or any other electronics media which make all participants of the Board of Commissioners' meeting possible to directly see and/or listen as well as participate in the meeting.

15. Any member of Board of Commissioners who is personally, in any manner whatsoever, both directly and indirectly, having interest in a transaction, a contract or proposed contract which is proposed by the Company as one of the parties thereof shall be specified in the meeting of the Board of Directors and shall not be entitled to participate to vote with respect to any matter relating to such transaction or contract.

## **BUSINESS PLAN, FINANCIAL YEAR AND ANNUAL REPORT**

### **Article 21**

1. a. The Board of Directors shall prepare a Business Plan and the Company's Budget for each of the financial year, containing at least:
  - 1) The Mission, business target, business strategy, Company's policy and work programs/activities;
  - 2) The Company's Budget which is detailed on each budget of work programs/activities;
  - 3) The Company and its subsidiaries' financial projection and
  - 4) Other matters require approval from the Board of Commissioners related to the Company's Work Program and Budget.
- b. Board of Commissioners shall prepare and stipulate the Business Plan for each of financial year which will be a part of the Company's Business Plan and Budget as referred to in letter a of this paragraph.

2. The Board of Directors shall submit the Company's Business Plan and Budget to the Board of Commissioners no later than 30 (thirty) days prior to the subsequent financial year.
3. An approval of the Board of Commissioners upon the Company's Business Plan and Budget as referred to in paragraph 2 shall be given at the latest on the thirtieth day of the first month after the commencement date of the new financial year.
4. The Company's financial year shall commence from the 1st (first) day of January and end on the thirty first day of December. At the end of December in every year, the books of the Company shall be closed.
5. The Board of Directors shall prepare an Annual Report for the Annual GMS after being reviewed by the Board of Commissioners in which contains of at least:
  - a. The financial report audited by Public Accountant registered at Bank of Indonesia as well as the Financial Service Authority, consisting of at least the balance sheet of the last financial year in comparison with the previous financial year, profit and loss account of the relevant financial year, cash flow report, and report on change of equity, as well as notes on the said financial report;
  - b. The report on the Company's activities;
  - c. The report on Social and Environmental Accountabilities;
  - d. The details on issues arising during the financial year to which affects the Company's business activities;
  - e. The report on supervising duties already performed by the Board of Commissioners during the last financial year;

- f. The name of members of the Board of Directors and Board of Commissioners;
  - g. The salary and allowances/facilities both for the members of the Board of Directors and the Board of Commissioners of the Company of the last financial year.
- 6. The Annual Report as referred to in paragraph 5 shall be signed by all members of the Board of Directors and all members of the Board of Commissioners by taking into account of the prevailing laws and regulations.
- 7. In the event that there is member of the Board of Directors and/or the Board of Commissioners who does not sign the relevant Annual Report, the relevant member of the Board of Directors and/or the Board of Commissioners shall mentioned the reasons thereof in writing or such reasons are stated in a separate letter by the Board of Directors attached in the Annual Report.
- 8. In the event that there is member of the Board of Directors and/or the Board of Commissioners who does not sign the relevant Annual Report as referred to in paragraph 7 and does not provide written reasons thereof, the relevant member shall be deemed approving the contents of the Annual Report.
- 9. Approval on the Annual Report including the authorization of the financial report as well as report on supervising duties of the Board of Commissioners as referred to in paragraph 6 shall be made by the Annual GMS.
- 10. a. Approval on the Annual Report including report on supervising duties of the Board of Commissioners and authorization of the financial report by the GMS shall mean

fully release and discharge to the members of the Board of Directors and the Board of Commissioners upon managerial and supervising actions which have been undertaken during the last financial year, provided that the said actions are reflected in the Annual Report including the financial statement and report on supervising duties by the Board of Commissioners and with due observance of the prevailing laws and regulations.

- b. In the event that the financial report provided for is false and/or misleading, the members of the Board of Directors and the Board of Commissioners shall jointly be responsible to any losing parties.

11. The Annual Report including financial report as referred to in paragraph 5 shall be made available at the Company's office as of the date of the notice until the date of GMS for the interest of the Shareholders.

12. The Company shall announce the balance sheet and Profit and Loss Account in 2 (two) daily newspapers in Indonesian language which circulated in the Company's domicile and the other is having national circulation, within a period stipulated in the prevailing laws and regulations.

## **THE USE OF PROFITS AND DISTRIBUTION OF INTERIM DIVIDENDS**

### **Article 22**

- 1. The Company's net profit in a financial year as stated in the balance sheet and profit and loss account approved by the Annual GMS and constituting a positive profit balance, shall be distributed in the manner as determined by the GMS.



2. a. Dividends shall only be distributed if the Company has a positive profit balance based on resolutions adopted by the Annual GMS which also determine the term, methods of payment and type of dividends by with due observance of the prevailing laws and regulations in Capital Market, as well as Stock Exchange regulations in Indonesia where the Company's shares are listed.
  - b. Dividend on shares shall be paid to a person where the share is registered on behalf of his/her name in the Shareholder Register on the date determined by the Annual GMS resolving the distribution of dividends in accordance with the prevailing provisions.
3. If the Annual GMS does not determine other appropriation, the net profit after being reduced by the reserved fund obliged by the Law, the Articles of Association and/or other laws and regulations shall be distributed as dividend.
4. The Company may distribute interim dividends prior to the end of the Company's financial year based on the resolutions of the meeting of Board of Directors and after gaining the approval from the Board of Commissioners.
5. Distribution of such interim dividend may be performed if the Company's net asset is not less than the total subscribed and paid up capital plus obligatory reserves.
6. Distribution of such interim dividend shall not interfere or cause the Company in fulfilling its obligations to the creditor or disrupt the Company's activities.

7. If the Company suffers from a loss at the end of the financial year, the appropriated interim dividend shall be returned by the Shareholders to the Company.
8. The Board of Directors and the Board of Commissioners shall be jointly responsible for the Company's loss if the Shareholders are unable to return the interim dividend as referred to in paragraph 7.
9. If the net income calculation of a financial year indicates a loss which cannot be covered by the reserve fund, the loss shall remain recorded and posted to the profit and loss account, and in the subsequent financial year the Company shall be considered of not gaining any profit until the loss recorded in and posted to the profit and loss account has been fully covered.
10. a. Profit distributed as dividends that remains unclaimed for 10 (ten) years after being made available to be disbursed, shall be included in the reserve fund especially intended for that purpose.
  - b. The GMS shall set forth the procedures of withdrawal of dividends deposited in the special reserve as referred to in point a.
  - c. Dividends in a special reserve fund may be claimed by a qualifiable Shareholders entitled thereto before the 10 (ten) years period elapsed, by submitting documents evidencing the right over such dividend which is acceptable by the Company's Board of Directors.
  - d. Any dividend left unclaimed after the lapse of 10 (ten) years shall be forfeited to the Company.

## **THE UTILIZATION OF RESERVE FUND**

### **Article 23**

1. The portion of the net profit to be set aside for reserve fund shall be resolved by a GMS by taking into account the prevailing laws and regulations.
2. The Company shall provide a part of net profit of each financial year for reserve until the reserve exceeds 20% (twenty percent) of the total subscribed and paid up capital, and the said reserve shall only be used to cover the loss which cannot be covered by other reserve.
3. In the event that the amount of the reserve fund has exceeded 20% (twenty percent) of the subscribed and paid up capital, a GMS can resolve that the amount of reserve fund which has exceeded the amount shall be used for the Company's needs.
4.
  - a. The reserve as referred to in paragraph 1 which is not yet utilized to cover losses and excess of the reserves as referred to in paragraph 2 of which the utilization thereof has yet to be determined by the GMS shall be managed by the Board of Directors in the manner deemed proper, after obtaining approval from the Board of Commissioners with due observance of the prevailing laws and regulations.
  - b. The profit obtained from the reserve fund as referred to in point (a) of this paragraph shall be included in the profit and loss account.

## **AMENDMENT TO ARTICLES OF ASSOCIATION**

### **Article 24**

1. a. Amendment to the Articles of Association including change of name, domicile, purposes and objectives of the Company, duration of the Company, increase or reduction of the Company's authorized capital and/or subscribed capital shall be resolved by the GMS attended by Shareholders having/representing at least  $\frac{2}{3}$  (two thirds) of the total shares with valid voting rights and such resolution of the GMS shall be valid if approved by more than  $\frac{2}{3}$  (two thirds) of the total shares with valid voting rights attending the GMS.
- b. Amendment to the Articles of Association regarding extension of duration of the Company shall be resolved by the GMS attended by Shareholders having/representing at least  $\frac{3}{4}$  (three fourths) of the total shares with the valid voting rights and such resolution of the GMS shall be valid if approved by more than  $\frac{3}{4}$  (three fourths) of the total shares with valid voting rights attending the GMS.
2. a. In the event that the quorum as referred to in paragraph 1 letter a is not reached, the second GMS shall be valid and entitled to adopt resolutions if attended by Shareholders having/representing at least  $\frac{3}{5}$  (three fifths) of the total shares with the valid voting rights attending the GMS and such resolution of the second GMS shall be valid if approved by at least  $\frac{2}{3}$  (two thirds) of the total shares with valid voting rights attending the GMS.
- b. In the event that the quorum as referred to in paragraph 1 letter b is not reached, the second GMS shall be valid and entitled to adopt resolutions if attended by Shareholders

having/representing at least 2/3 (two thirds) of the total shares with the valid voting rights present or represented in the GMS and such resolution of the second GMS shall be valid if approved by more than 3/4 (three-fourth) of the total shares with valid voting rights attending the GMS.

3. Provisions on stipulation of quorum by Financial Service Authority for the third GMS, requirements and mechanism of the notice as well as deadline of the Second GMS as referred to in Article 13 and Article 14 shall be mutatis mutandis applied for the GMS to amend the Articles of Association.
4. The GMS to amend the Articles of Association shall be attended by the Shareholders of Series A Dwiwarna share and the resolution of the second GMS shall be approved by the Shareholders of Series A Dwiwarna share.

## **MERGER, CONSOLIDATION, ACQUISITION, SPIN-OFF AND THE CHANGE OF LEGAL ENTITY**

### **Article 25**

1. With due observance of the applicable laws and regulations in the event of:
  - a. Company merged or merge with another Company; or
  - b. Company consolidate with other companies; or
  - c. Company is being acquired by other companies or the Company acquires other companies; or
  - d. spin-off of the Company; or
  - e. Company changes its legal entity;

may only be performed by virtue of a resolution of the GMS attended by Shareholders representing at least 3/4 (three fourths) of the total shares with valid voting rights and the

resolution of the GMS shall be approved by more than 3/4 (three fourths) of the total shares with voting rights attending the GMS.

2. In the event that the quorum as referred to in paragraph 1 is not reached, the second GMS shall be valid and entitled to adopt resolutions if attended by Shareholders having/representing at least 2/3 (two thirds) of the total shares with the valid voting rights and such resolution of the second GMS shall be valid if approved by more than 3/4 (three fourths) of the total shares with voting rights attending the GMS.
3. Provisions on stipulation of quorum by Financial Service Authority for the third GMS, requirements and mechanism of the notice as well as deadline of the second GMS as referred to in Article 13 and Article 14 shall be, for similar cases, applied for the GMS for merger, consolidation, acquisition, spin-off and change of the Company's legal entity.
4. The Board of Directors shall announce to the public, at least through:
  - a. 1 (one) nationwide circulated daily newspaper in Indonesian language;
  - b. Stock Exchange website; and
  - c. Company's website, in Indonesian language and English language and if deemed necessary, may be added in other foreign languages;
  - d. regarding plans of merger, consolidation, acquisition, spin-off and change of the Company's legal entity no later than 14 (fourteen) working days prior to the GMS Notice.
5. The GMS for merger, consolidation, acquisition, spin-off and change of the Company's legal entity shall be attended by the

Shareholders of Series A Dwiwarna share and the resolutions of GMS shall be approved by the Shareholders of Series A Dwiwarna share.

## **DISSOLUTION AND LIQUIDATION**

### **Article 26**

1. With due observance of the prevailing laws and regulations, the Company's dissolution and liquidation may only be performed by virtue of a resolution of a GMS attended by Shareholders representing at least  $\frac{3}{4}$  (three fourths) of the total shares with valid voting rights and the resolution of the GMS shall be approved by more than  $\frac{3}{4}$  (three fourths) of the total shares with voting rights attending the GMS.
2. In the event that the quorum as referred to in paragraph 1 is not reached, the second GMS shall be valid and entitled to adopt resolutions if attended by Shareholders having/representing at least  $\frac{2}{3}$  (two thirds) of the total shares with the valid voting rights present or represented at the GMS, and such resolution of the second GMS shall be valid if approved by more than  $\frac{3}{4}$  (three fourths) of the total shares with voting rights attending the GMS.
3. Provisions on stipulation of quorum by Financial Service Authority for the third GMS, requirements and mechanism of the notice as well as deadline of the third GMS as referred to in Article 13 and Article 14 shall be, for similar case, applied for the GMS for dissolution and liquidation.
4. In the event that the Company is dissolved by virtue of resolution of the GMS or being declared dissolved by virtue of the Court's decision, liquidation shall be made by liquidators.

5. a. The Board of Directors shall act as the liquidators if the resolution of the GMS or such decision as referred to in paragraph 4 does not appoint any liquidators.
  - a. The credit balance of liquidation account, after all Company's debts and obligations have been settled shall be used to pay all shares of the as far as possible to the amount of the nominal value written in the shares certificate. In case of there is remaining balance of the liquidation, the remaining thereof shall be distributed by virtue of a resolution of the GMS.
6. The fee for Liquidator shall be determined by the GMS or based on the decision of the Court.
7. The Liquidator shall notify the Minister of Law and Human Rights of the Republic of Indonesia as well as to announce the final results of the liquidation process, at least through:
  - a. 1 (one) nationwide circulated daily newspaper in Indonesian language;
  - b. Stock Exchange website; and
  - c. Company's website, in Indonesian language and English language and if deemed necessary, may be added in other foreign languages;after the GMS provides release and discharge to the Liquidator or after the Court receives the Liquidator's accountabilities.
8. The Articles of Association as set forth in the Deed of Establishment and its amendments thereto shall remain in force until the date of liquidation account is ratified by the GMS full release and discharge is rendered to liquidators.



9. In case the Company is dissolved, the Company is prohibited to perform any legal act unless it is required in discharging its assets;
10. Discharging action as referred to in article 9 shall include:
  - a. Records and collection of Company's assets;
  - b. Determination of procedures for assets' distribution;
  - c. Payment to creditors;
  - d. Payment of the remaining balance of liquidations to the GMS; and
  - e. Other actions deemed necessary for settling the assets.
11. The GMS for dissolution and liquidation shall be attended by Shareholders of Series A Dwiwarna share and resolution of GMS shall be approved by the Shareholders of Series A Dwiwarna share.
12. As of the dissolution, right behind the Company's name shall be added with the word "under liquidation"

## **DOMICILE OF SHAREHOLDERS**

### **Article 27**

In respect of Shareholders which are related to the Company, the Shareholders are deemed to have domicile at the address in the Shareholder Register as stated in Article 7 of this Articles of Association.

## **CLOSING PROVISION**

### **Article 28**

1. The Law of the Limited Liability Company and other prevailing laws and regulations shall also remain in force to this Articles of Association.
2. Matters not provided for or not otherwise fully covered in this Articles of Association shall be resolved by the GMS with due observance of the prevailing laws and regulations.