

## **Articles of Association**

### **PT Bundamedik Tbk**

#### **NAME AND DOMICILE**

##### **Article 1**

1. This Limited Liability Company shall bear the name: "PT. BUNDAMEDIK Tbk" (hereinafter in this Articles of Association is sufficiently abbreviated into "Company"), having its domicile in Central Jakarta City.
2. The Company may open any branches or representatives in other places both inside and outside the territory of the Republic of Indonesia as stipulated by Board of Directors, under approval of the Board of Commissioners, by taking into account of the prevailing laws and regulations, including capital market regulations.

#### **INCORPORATION TERM OF THE COMPANY**

##### **Article 2**

The Company was incorporated for an indefinite period and commenced as of the 13<sup>th</sup> (thirteenth) day of April 1978 (one thousand nine hundred and seventy-eight) and obtained ratification from the Minister of Justice dated the 28<sup>th</sup> (twenty-eighth) day of September 1978 (one thousand nine hundred and seventy-eight) Number Y.A.5/160/18.

#### **AIM, OBJECTIVE AND BUSINESS ACTIVITY**

##### **Article 3**

1. The purpose and objective of the Company is to do business in the Hospital sector.
2. In order to achieve the aforementioned aims and objectives, the Company may carry out its main business activities, namely Private Hospital Activities. Based on the provisions of Article 3 of the Company's Articles of Association as stated in Deed Number 98/2021, the main business activity of the Company is to engage in private hospital activities.

3. To support the Company's main business activities mentioned above, the Company can carry out supporting business activities as follows:
  - a. Assisting the government in fostering, fostering and maintaining people's health and improving the social welfare of society in general;
  - b. Establishing and operating fully equipped and modern hospitals and other related businesses; And
  - c. Running a business related to sub-a and sub-b above, either directly or indirectly as long as it does not conflict with applicable laws and/or regulations.

## **CAPITAL**

### **Article 4**

1. The Authorized Capital of the Company is Rp. 400,000,000,000.00 (four hundred billion Rupiah) divided into 20,000,000,000 (twenty billion) shares, each share has a nominal value of Rp. 20.00 (twenty Rupiah).
2. Of the said authorized capital, there have been fully subscribed and paid up as much as 37.5% (thirty seven point five percent) or totaling 7,500,000,000 (seven billion five hundred million) shares or with the total nominal value amounting to Rp. 150,000,000,000.00 (one hundred fifty billion Rupiah) by the shareholders who have taken portion of shares and details of shares value shall be mentioned at the end of this deed.
3. Deposits of capital can be made in other forms other than money, either in the form of tangible or intangible objects, which shall meet the following provisions:
  - a. the goods that are used as capital payments shall be announced to the public at the time of the announcement of the General Meeting of Shareholders of the Company (hereinafter in this Articles of Association simply referred to as "General Meeting of Shareholders" or "GMS"), regarding the payment;
  - b. objects that are used as paid-in capital shall be assessed by an appraiser registered with the Financial Services Authority or the competent and/or implementing agency (hereinafter referred to as "OJK"), and not guaranteed in any manner whatsoever;
  - c. obtain prior approval from the GMS, by taking into account the quorum provisions as stipulated in Article
  - d. 13 of this Articles of Association, and the prevailing laws and regulations in the Capital Market sector;

- e. in the event that the object as paid-up capital is made in the form of company shares listed on the Stock Exchange, the price shall be determined under the fair market value;
  - f. in the event that the deposit originates from retained earnings, share premium, net profit of the Company and/or elements of own capital, then the retained earnings, share premium, net profit of the Company and/or other elements of own capital have been included in the Company's latest annual financial report which has been audited by an accountant registered with the OJK, with an unqualified opinion; and
  - g. Deposits for shares of compensation/conversion of bills shall be carried out in accordance with the prevailing laws and regulations in the capital market sector.
4. The shares, which are still in portfolio, shall be issued by the Company according to the capital requirements, at the time and in the manner, price and conditions stipulated by the Board of Directors upon approvals of the Board of Commissioners and the General Meeting of Shareholders through the issuance of pre-emptive rights or without issuance of pre-emptive rights (private placement) by complying with the regulations as set forth in this Articles of Association, the prevailing laws and regulations in the Capital Market sector, including regulations governing capital increase by granting pre-emptive rights as well as the regulations on the Stock Exchange at the place where the Company's shares are listed, provided that the issuance of the Company's shares is not carried out at a price below the par value per share. Any shares in deposits that are further issued shall be fully paid up.
5. a. Any additional capital through the issuance of Equity Securities (Equity Securities are Shares or Securities that can be exchanged for shares or Securities containing the right to acquire shares including Convertible Bonds or Warrants) made by subscription, then this shall be performed by granting Pre-emptive Rights to shareholders whose names are registered in the register of shareholders of the Company on the date determined by the GMS which approves the issuance of Equity Securities in an amount proportional to the number of shares registered in the register of shareholders of the Company on behalf of the respective shareholders on that date;
- b. Pre-emptive Rights shall be transferable and traded within the period as stipulated in the prevailing laws and regulations in the Capital Market sector;
- c. The Equity Securities to be issued by the Company mentioned above shall obtain prior approval from the GMS, with the terms and period in accordance with the provisions in this Articles of Association, the prevailing laws and regulations in the Capital Market sector as well as the regulations of the Stock Exchange at the place where the Company's shares are listed;

- d. Equity Securities that will be issued by the Company and not taken by the holders of Pre-emptive Rights shall be allocated to all shareholders who order additional Equity Securities, provided that if the number of Equity Securities ordered exceeds the number of Equity Securities to be issued, the unclaimed Equity Securities shall be allocated in proportion to the number of Pre-emptive Rights exercised by each shareholder who subscribes to additional Equity Securities, by taking into account the prevailing laws and regulations in the Capital Market sector;
  - e. In the event that there are still remaining Equity Securities which are not subscribed by the shareholders as referred to in letter (d) above, in the event that there is a standby buyer, the Equity Securities shall then be allocated to a certain party who acts as a standby buyer under the same price and terms and conditions, unless otherwise stipulated by the prevailing laws and regulations in the Capital Market sector;
  - f. The addition of paid-in capital becomes effective after the deposit occurs, and the shares issued have the same rights as shares having the same classification issued by the Company, without prejudice to the Company's obligation to administer notification to the Minister of Law and Human Rights of the Republic of Indonesia;
  - g. The Company can increase capital without giving Pre-emptive Rights to shareholders as stipulated in the regulations in the Capital Market sector set out the Pre-emptive Rights, both to improve the Company's financial position and other than to improve the Company's financial position, which shall obtain prior approval of GMS by taking into account the prevailing laws and regulations in Capital Markets sector which regulate capital increase without pre-emptive rights;
  - h. Any increase in capital through the issuance of Equity Securities may deviate from the provisions as referred to in Article 4 paragraph 5 letter (a) to letter (g) above if the provisions of the prevailing laws and regulations of Capital Markets sector as well as the regulations of the Stock Exchange in the place where the Company's shares are listed permits it.
6. The issuance of shares in portfolios for holders of Securities which can be exchanged for shares or Securities containing the right to acquire shares, shall be carried out by the Board of Directors under the decision of the previous GMS which has approved the issuance of such Securities, with due observance of the provisions in this Articles of Association, the prevailing laws and regulations in the Capital Market sector as well as the regulations of the Stock Exchange at the place where the Company's shares are listed.
7. The addition of the authorized capital of the Company shall only be made under the resolution of the GMS. Amendments to the articles of association in the context of amendments to authorized

capital shall be approved by the Minister of Law and Human Rights.

8. The addition of authorized capital resulting in the subscribed and paid-up capital being less than 25% (twenty five percent) of the authorized capital, might be made to the extent:
  - a. has obtained the approval of the GMS to increase the authorized capital;
  - b. has obtained the approval of the Minister of Law and Human Rights;
  - c. the addition of issued and paid-up capital so that it becomes at least 25% (twenty five percent) of the authorized capital shall be made within not later than 6 (six) months after the approval of the Minister of Law and Human Rights of the Republic of Indonesia as referred to in paragraph 8 point b herein;
  - d. In the event that the additional paid-in capital as referred to in paragraph 8 point c of this Article is not fully fulfilled, the Company shall revise its articles of association, so that the paid-up capital becomes at least 25% (twenty five percent) of the authorized capital, within a period of 2 (two) months after the period as referred in paragraph 8 letter c of this Article is not fulfilled;
  - e. The approval of the GMS as referred to in paragraph 8 letter a of this Article includes approval to amend the articles of association as referred to in paragraph 8 letter d of this Article.
9. Amendments to the articles of association in order to increase the authorized capital become effective after the capital deposit occurs which results in the amount of paid-up capital being at least 25% (twenty five percent) of the authorized capital and having the same rights as other shares issued by the Company, without prejudice to the Company's obligation to administer the approval of amendments to the articles of association from the Minister of Law and Human Rights of the Republic of Indonesia for the implementation of the additional paid-in capital.
10. The Company may repurchase the shares which have been paid in full up to 10% (ten percent) of the number of shares that have been issued or in another amount if the laws and regulations provide otherwise. The repurchase of shares is carried out in accordance with the prevailing laws and regulations in the Capital Market sector.

## **SHARES**

### **Article 5**

1. All shares issued by the Company shall be the registered shares and issued in the name of the owner, registered in the Company's Registry of Shareholders of the Company.

2. The Company may issue shares with or without a nominal value.
3. The issuance of shares without a nominal value shall be carried out in accordance with the laws and regulations in the Capital Market sector.
4. The Company shall only recognize one person or 1 (one) corporate body as the proprietor of one share.
5. In the event that a share due to any reason whatsoever becomes the property of several persons, the joint holders shall appoint one of them or another person as their joint proxy, and it is only the appointed or the joint proxy that shall be entitled to exercise the rights conferred by law upon the share.
6. In the event that the joint owners fail to notify the Company in writing of the appointment of the joint representative, the Company shall treat the shareholder whose name is registered in the Register of Shareholders of the Company as the only legal shareholder upon the share(s).
7. As long as the provision as referred to in paragraph 5 is not yet implemented, the shareholders shall not be entitled to cast any votes in a General Meeting of Shareholders, whereas the dividend payment for the share shall be suspended.
8. A shareholder shall be lawfully subject to the Articles of Association, and all resolutions validly adopted in a General Meeting of Shareholders as well as the prevailing legislation in Capital Market.
9. If there is a fraction of the nominal value of shares, the holder of the fraction of the share nominal value is not given individual voting rights, except the holder of the fraction of the shares nominal value, either alone or with other holders of the fraction of the shares nominal value whose shares classification are the same, has a nominal value of 1 (one) nominal share of that classification. The holders of the fractional the share nominal value shall appoint one of them or another person as their joint proxy and only those appointed or authorized are entitled to exercise the rights granted by law to the shares.
10. All shares issued by the Company can be guaranteed by following the provisions of the prevailing laws and regulations.
11. Proof of Share Ownership as follows:
  - a. In the event that the Company's Shares are not included in Collective Custody at the Settlement and Depository Institution, the Company shall be required to provide proof of share ownership in the form of share certificate or collective share certificate to its shareholders; and
  - b. In the event that the Company's Shares are included in the Collective Custody of the Settlement and Depository Agency, the Company shall be required to issue a certificate or written confirmation to the Settlement and Depository Institution as proof of recording in the Company's shareholder register.
12. The share certificate shall include at least:

- a. names and addresses of shareholders;
  - b. share certificate number;
  - c. nominal value of shares;
  - d. date of issuance of share certificates; and
  - e. identification as will be determined by the Board of Directors.
13. The collective share certificate shall include at least:
- a. names and addresses of shareholders;
  - b. share collective certificate number;
  - c. share certificate number and number of shares;
  - d. nominal value of shares;
  - e. the date of issuance of the collective share certificate; and
  - f. identification as will be determined by the Board of Directors.
14. Regarding the Company's shares which are listed in the Stock Exchange in Indonesia, the regulations of the Stock Exchange in Indonesia where the Company's shares are listed shall apply.

## **SHARE CERTIFICATES**

### **Article 6.**

1. Evidence of share ownership shall be as follows:
  - a. In the event that the Company's shares are not included in the Collective Custody of the Institution, Settlement and Depository, the Company shall be obliged to provide evidence of share ownership in the form of share certificates or collective share certificates to its shareholders.
  - b. In the event that the Company's shares are included in the Collective Custody at the Settlement and Depository Agency, the Company shall be required to issue a certificate or written confirmation to the Settlement and Depository Institution as proof of recording in the Company's shareholder register.
2. The Company issues share certificates in the name of the owner who is registered in the books Register of Shareholders of the Company, in accordance with the laws and regulations in the Capital Market sector and the prevailing provisions on the Stock Exchange at the place where the Company's shares are listed.
3. The Company may issue a collective share certificate which provides proof of ownership of 2 (two) shares or more shares owned by a shareholder.

4. The share certificate shall include at least:
  - a. names and addresses of shareholders;
  - b. share certificate number;
  - c. nominal value of shares;
  - d. date of issue of share certificates.
5. The collective share certificate shall at least include:
  - a. names and addresses of shareholders;
  - b. share collective certificate number;
  - c. nominal value of shares;
  - d. date of issuance of share collective certificate;
6. Share certificates and collective share certificates shall be signed by the President Director or by a member of the Board of Directors appointed by the Meeting of the Board of Directors and the President Commissioner.

#### **SHARE CERTIFICATE DUPLICATES**

##### **Article 7**

1. In the event that the share certificate is damaged, the share certificate may be replaced if:
  - a. The party applying for the replacement of shares is the owner of the share certificate; and
  - b. The Company has received damaged share certificates.
2. The original damaged share certificate shall be returned and can be exchanged for a new share certificate whose number is the same as the original share certificate number.
3. The Company shall be required to destroy damaged share certificates after providing replacement share certificates.
4. In the event that a share certificate is lost, the share certificate can be replaced if:
  - a. The party applying for replacement of shares is the owner of the share certificate;
  - b. The Company has obtained reporting documents from the Police of the Republic of Indonesia regarding the loss of the share certificates;
  - c. The party applying for the replacement of shares provides a guarantee deemed sufficient by the Board of Directors of the Company; and
  - d. The plan to issue replacements for lost share certificates has been announced on the Stock Exchange where the Company's shares are listed within not later than 14 (fourteen) days prior to the issuance of replacement share certificates.
5. All costs for the issuance of the replacement share certificate shall be borne by the interested shareholders.

6. The provisions mentioned above regarding the issuance of replacement share certificates shall also apply to the issuance of replacement share collective certificates or Equity Securities.

## **SHAREHOLDER REGISTER AND SPECIAL REGISTER**

### **Article 8**

1. The Board of Directors or the authorized appointed shall prepare and maintain the Shareholders Register and the Special Register of the Company at the Company's domicile.
2. In the Company's Shareholders Register shall contain
  - a. Names and addresses of shareholders;
  - b. Quantity, number, and acquisition date of share certificates held by shareholders;
  - c. Amount paid up per share;
  - d. Name and address of the person or legal entity that has the right of pledge and or the holder of the fiduciary guarantee on the shares and the date of acquisition of the lien and/or the date of registration of the fiduciary certificate of the shares;
  - e. Particulars on share payment in any form whatsoever other than in terms of money;
  - f. Other information deemed necessary by the Board of Directors and or required by the prevailing laws and regulations.
3. In A Special Register is written remark on the ownership of the shares by the members of the Board of Directors and commissioners and their families in the Company and/or in other Company and share acquisition dates.
4. Shareholders shall notify each change of address by letter to the Company's Board of Directors.

As long as the notification is not yet made, all summons to the shareholders shall be validly served is sent to the shareholders' address lastly recorded in the Register of Shareholders.
5. The Board of Directors may appoint and authorize the Securities Administration Bureau to carry out the registration in the Company's Shareholders Register and the Special Register.
6. Each shareholder shall be entitled to inspect the Shareholder Register and Special Register during the Company's Office hours.
7. The register and/or amendment to the Company's Shareholders Register shall be approved by the Board of Directors and proven by the signing of the recording of the changes by the President Director or an official authorized to do so.
8. Any registration or recording in the Company's Shareholder Register including register on sales,

transfer, collateral, mortgage, fiduciary or cessie related to shares or rights or interests in shares shall be carried out in accordance with the provisions of this Articles of Association and for the shares listed in the Exchange, the prevailing laws and regulations in the Capital Market sector shall apply as well as the regulations of the Indonesian Stock Exchange at the place where the Company's shares are listed.

A pledge of shares shall be recorded in the Company's Shareholders Register in a manner that shall be determined by the Board of Directors under satisfactory evidence that is acceptable to the Board of Directors regarding the pledge of the relevant shares. Acknowledgment of the pledge of shares by the Company as required in Article 1153 of the Indonesian Civil Code shall only be proven from the recording of the pledge in the Company's Register of Shareholders.

## **COLLECTIVE CUSTODY**

### **Article 9.**

The provisions in this Article apply to shares that are in Collective Custody, namely:

- a. Shares in Collective Custody at the Depository and Settlement Institution shall be recorded in the Company's Register of Shareholders on behalf of the Depository and Settlement Institution.
- b. Shares in the collective custody of a Custodian Bank or Securities Company registered in a Securities account at a Depository and Settlement Institution shall be recorded in the name of the said Custodian Bank or Securities Company for the benefit of the account holder at said Custodian Bank or Securities Company.
- c. If the shares in the Collective Custody at the Custodian Bank are part of the Mutual Fund Securities portfolio in the form of a collective investment contract and are not included in the Collective Custody at the Settlement and Depository Institution, the Company shall register these shares in the Company's Register of Shareholders on behalf of the Custodian Bank for the benefit of the owner. The Participation Unit of the Mutual Fund shall be in the form of the collective investment contract.
- d. The company shall be required to issue a certificate or written confirmation to the Depository and Settlement Institution as referred to in letter a of this paragraph or the Custodian Bank as referred to in letter c of this paragraph as proof of registration in the book of the Company's Shareholder Register.
- e. The Company shall be required to transfer the shares in the Collective Custody registered in the name of the Depository and Settlement Institution or the Custodian Bank for Mutual Funds in the form of a collective investment contract in the Company's Shareholders Register to be in the name

of the party appointed by the said Depository and Settlement Institution or Custodian Bank. The application for transfer shall be submitted by the Depository and Settlement Institution or the Custodian Bank to the Company or the Securities Administration Bureau appointed by the Company.

- f. The Depository and Settlement Institution, Custodian Bank, or Securities Company shall be required to issue a written confirmation to the account holder as proof of registration in the Securities account.
- g. In Collective Custody, every share of the same type and classification issued by the Company shall be equivalent and can be exchanged between one another.
- h. The company shall refuse to register shares in Collective Custody if the share certificate is lost or destroyed, unless the party requesting the transfer can provide sufficient evidence and/or guarantee that the party is really a shareholder and the share certificate is really lost or destroyed.
- i. The company shall be required to refuse the listing of shares in Collective Custody if the shares are pledged as collateral, placed in a confiscation under a court adjudication or confiscated for examination of a criminal case.
- j. Securities account holders whose Securities are registered in Collective Custody shall be entitled to attend and/or vote at the General Meeting of Shareholders of the Company in accordance with the number of shares held in the said securities account.
- k. Securities account holders who are entitled to vote at the General Meeting of Shareholders shall be the parties whose names are registered as holders of securities accounts at the Depository and Settlement Institution, Custodian Bank, or Securities Company 1 (one) working day prior to the summons for the General Meeting of Shareholders. Depository and Settlement Institutions, or Custodian Banks, or Securities Companies within the period specified in the prevailing regulations in the Capital Market shall submit a list of names of securities account holders to the Company to be registered in the Shareholder Register Book specifically provided by the General Meeting of Shareholders within the period specified in the prevailing laws and regulations in the capital market sector.
- l. The Investment Manager has the right to attend and vote at the General Meeting of Shareholders for the Company's shares which are included in the Collective Custody at the Custodian Bank, which are part of the Mutual Fund Securities portfolio in the form of a collective investment contract and are not included in the Collective Custody at the Settlement and Depository Institution provided that The Custodian Bank shall convey the name of the Investment Manager within not later than 1 (one) working day prior to the invitation for the General Meeting of Shareholders.

- m. The Company shall be required to pay dividends, bonus shares, or other rights in connection with the ownership of shares to the Depository and Settlement Institution for shares in Collective Custody at the Depository and Settlement Institution and so forth the Depository and Settlement Institution shall pay dividends, bonus shares, or other rights to Custodian Banks and to Securities Companies for the benefit of respective account holders at said Custodian Bank and Securities Company.
- n. The Company shall be required to pay dividends, bonus shares or other rights in connection with share ownership to the Custodian Bank for shares in Collective Custody at the Custodian Bank which are part of the Mutual Funds portfolio in the form of a collective investment contract and excluding the Collective Custody at the Depository and Settlement Institution.
- o. The time limit for determining the Securities account holders who are entitled to receive dividends, bonus shares or other rights in connection with the ownership of shares in Collective Custody shall determine by the General Meeting of Shareholders provided that the Custodian Bank and Securities Company shall be required to submit a list of Securities account holders along with the number of shares of the Company owned by each of the Securities account holders to the Depository and Settlement Institution, within not later than 1 (one) working day after the date on which the shareholders are entitled to receive the bonus share dividends or other rights. Provisions regarding Collective Custody shall be subject to the laws and regulations in the Capital Market sector and the provisions of the Stock Exchange in the territory of the Republic of Indonesia at the place where the Company's shares are listed.

## **TRANSFER OF SHAREHOLDING**

### **Article 10.**

- 1. In the event of a change in ownership of a share, the original owner registered in the Register of Shareholders shall still be considered as a shareholder until the name of the new shareholder has been recorded in the Register of Shareholders of the Company, without prejudice to permits from the competent authorities and laws and regulations as well as provisions at the Stock Exchange in Indonesia where the Company's shares are listed.
- 2. All transfers of rights to shares shall be proven by documents signed by or on behalf of the party transferring the rights and by or on behalf of the party receiving the transfer of rights to the relevant shares. Documents for the transfer of rights to shares shall comply with the the prevailing regulations in the Capital Market sector in Indonesia where the Company's shares are listed without prejudice to the provisions of the prevailing laws and regulations.

3. The form and procedure for transfer of shareholding traded in the Capital Market shall comply with laws and regulations in the Capital Market sector.
4. The Board of Directors may refuse to register the transfer of rights to shares in the Company's Shareholder Register Book if the methods required in the Company's Articles of Association are not fulfilled or if one of the conditions in the permit is granted to the Company by the competent authority or other things required by the competent authorities are not fulfilled.
5. If the Board of Directors refuses to register the transfer of rights to the shares, within 30 (thirty) days after the date on which the application for registration is received by the Board of Directors of the Company, the Board of Directors shall send a notification of refusal to the party who will transfer the rights. Regarding the Company's shares which are listed on the stock exchange in Indonesia, any refusal to register the transfer of rights to shares shall be in accordance with the laws and regulations in the Capital Market sector and the regulations of the stock exchange in Indonesia, where the Company's shares are listed.
6. A person who gets rights to shares due to the death of a shareholder or for any other reasons that causes the ownership of a share to change according to law, by submitting evidence of rights as required by the Board of Directors at any time, may submit a written application to be registered as a shareholder.  
  
Registration shall only be done if the Board of Directors can accept the evidence of such rights without prejudice to the provisions in this Articles of Association and with due observance of the laws and regulations in the Capital Market sector and the regulations of the stock exchange in Indonesia, where the Company's shares are listed.
7. The transfer of rights to shares included in Collective Custody shall be carried out by book-entry from one Securities account to another at the Depository and Settlement Institution, Custodian Bank, and Securities Company.
8. All restrictions, prohibitions and provisions in this Articles of Association set out the right to transfer the rights to shares and registration of transfers of rights to shares shall also apply to any transfer of rights according to paragraph 6 of this Article.

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 11.**

1. The General Meeting of Shareholders, hereinafter referred to as the "GMS" is:
  - a. Annual GMS;
  - b. other RUPS, in this Articles of Association shall refer to Extraordinary General Meeting of Shareholders.

2. Term of GMS in this Articles of Association shall mean both Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders unless provided otherwise.
3. The Annual GMS shall be held within not later than 6 (six) months after the end of the financial year or other time limit under certain conditions as determined by the Financial Services Authority.
4. In the Annual GMS:
  - a. The Board of Directors shall submit:
    - annual report already reviewed by Board of Commissioners to obtain approval of General Meeting of Shareholders;
    - financial report to obtain approval of General Meeting of Shareholders.
  - b. Report on the supervisory duties of the Board of Commissioners.
  - c. The use of profit is determined, if the Company has positive retained earnings.
  - d. The appointment of a registered Public Accountant is made;
  - e. It is decided that other GMS agenda items have been properly proposed by taking into account the provisions of the articles of association.
5. Approval of the annual report and ratification of the financial statements by the Annual GMS means giving full release and discharge of responsibility to members of the Board of Directors for the management and to members and the Board of Commissioners for the supervision that has been carried out during the past financial year, in so far as these actions are reflected in the Annual Report and Financial statements.
6. Extraordinary General Meeting of Shareholders can be held at any time based on requirement to discuss and resolve the agenda unless the meeting agenda as referred to in paragraph 4 points a and b, by taking into account of legislations as well as Articles of Association.
7. The implementation of the GMS can be carried out at the request of:
  - a. 1 (one) person or more shareholders who collectively represent 1/10 (one tenth) or more of the total shares with voting rights, unless the articles of association determine a smaller amount; or
  - b. Board of Commissioners.
8. Requests for the holding of a GMS as referred to in paragraph 7 of this Article shall be submitted to the Board of Directors by registered letter accompanied by reasons. The registered letter submitted by the shareholder as referred to in paragraph 7 letter a of this Article is copied to the Board of Commissioners.
9. The minutes of the GMS shall be drawn up and signed by the chairman of the meeting and at least 1 (one) shareholder appointed by the GMS participants, unless the minutes of the GMS are made in the form of a deed of minutes of the GMS drawn up by a Notary Public registered with the Financial

Services Authority.

10. In addition to holding the GMS as referred to in the provisions of Article 12 paragraph 1 of the Articles of Association, the Company may carry out the GMS electronically by using the e-RUPS provided by the e-RUPS Provider or the system provided by the Company, by taking into account the prevailing laws and regulations in the Capital Market sector.
11. Shareholders can also make valid and binding resolutions without convening a GMS provided that all shareholders have been notified in writing and all shareholders have given their approval regarding the proposal submitted in writing and signed the agreement. Resolutions adopted in this way have the same force as those legally adopted at the GMS.
12. In the event that the GMS is attended only by Independent Shareholders, the minutes of the GMS shall be made in the form of a deed of minutes of the GMS drawn up by a notary public registered with the Financial Services Authority.

**PLACE, ANNOUNCEMENT, INVITATION AND CHAIRMAN OF GENERAL MEETING OF  
SHAREHOLDERS**

**Article 12.**

1.
  - a. Without prejudice to other provisions in the Company's Articles of Association, the GMS shall be held at the Company's domicile or at the place where the Company conducts its main business activities or in the provincial capital where the domicile or main business activities of the Company are or in the province where the stock exchange is domiciled where the Company's shares are listed.
  - b. The GMS as referred to in paragraph 1.a of this Article shall be held in the territory of the Republic of Indonesia.
2. The Company shall be required to make an announcement to the shareholders that a GMS shall be held within not later than 14 (fourteen) days prior to the summons for the GMS, excluding the dates of the announcement and summons.
3. Announcement of GMS to shareholders shall contain at least the following information:
  - a. provisions for shareholders who are entitled to attend the GMS;
  - b. provisions for shareholders who are entitled to propose meeting agendas;
  - c. the date of holding of the GMS; and
  - d. the date of the summons for the GMS.
  - e. information that the Company holds a GMS due to a request from the shareholders or the

Board of Commissioners, if the GMS is held at the request of the shareholders or the Board of Commissioners as referred to in Article 11 paragraph 7 of the Articles of Association.

4. In case the GMS is a GMS attended only by Independent Shareholders, in addition to the information as referred to in paragraph 3 of this Article, the announcement of the GMS shall also contain the following information:
  - a. The next GMS is planned to be held if the required quorum for attendance of Independent Shareholders is not obtained at the first GMS; and
  - b. a statement of the required decision quorum.
5. The Board of Directors shall be required to make an announcement of the GMS to the shareholders of the Company within no later than 15 (fifteen) days from the date the request for the holding of the GMS as referred to in Article 11 paragraph 7 of the Articles of Association is received by the Board of Directors.
6. In the event that the Board of Directors makes no announcement of the GMS as referred to in paragraph 5 of this Article at the suggestion of the shareholders as referred to in Article 11 paragraph 7 letter a, then within not later than 15 (fifteen) days as of the date of request for holding a GMS is received by the Board of Directors, the Board of Directors shall announce:
  - a. there is a request to hold a GMS from the shareholder that is not held; and
  - b. reasons for not convening the GMS.
7. In the event that the Board of Directors has made the announcement as referred to in paragraph 6 of this Article or the period of 15 (fifteen) days has elapsed, the shareholders may resubmit the request for holding a GMS as referred to in Article 11 paragraph 7 letter a to the Board of Commissioners.
8. The Board of Commissioners shall be required to make an announcement of the GMS to the shareholders of the Company within not later than 15 (fifteen) days from the date of the request for holding the GMS as referred to in paragraph 7 of this Article is received by the Board of Commissioners.
9. In the event that the Board of Commissioners makes no announcement as referred to in paragraph 8 of this Article, within not later than 15 (fifteen) days as of the date on which the request for a GMS is received by the Board of Commissioners, the Board of Commissioners shall announce:
  - a. there is a request for holding a GMS from the shareholders which is not held; and
  - b. reasons for not convening the GMS.
10. In the event that the Board of Commissioners has made the announcement as referred to in

paragraph 9 of this Article or the period of 15 (fifteen) days has elapsed, the shareholders may submit a request to hold a GMS to the chairman of the district court whose jurisdiction covers the domicile of the Company to determine the granting of a permit for holding the GMS as referred to in Article 11 paragraph 7 letter a.

11. Shareholders who have obtained a court order to hold a GMS as referred to in paragraph 10 of this Article are required to hold a GMS.
12. In the event that the Board of Directors makes no announcement of the GMS as referred to in paragraph 5 of this Article at the proposal of the Board of Commissioners as referred to in Article 11 paragraph 7 letter b, within not later than 15 (fifteen) days as of the date of the request for holding the GMS is received by the Board of Directors, the Board of Directors shall be required to announce:
  - a. there is a request for holding a GMS from the Board of Commissioners which is not held; and
  - b. reasons for not convening the GMS.
13. In the event that the Board of Directors has made the announcement as referred to in paragraph 12 of this Article or the period of 15 (fifteen) days has elapsed, the Board of Commissioners shall convene the GMS itself.
14. The Board of Commissioners shall be required to make an announcement of the GMS to shareholders within not later than 15 (fifteen) days as of the date of the announcement as referred to in paragraph 12 of this Article or the 15 (fifteen) day period referred to in paragraph 13 of this Article has been exceeded.
15. Notification of the agenda of the GMS to the Financial Services Authority shall be carried out by the Board of Directors or the Board of Commissioners within not later than 5 (five) working days prior to the announcement of the GMS as referred to in paragraphs 5, 8 and 14 of this Article, excluding the date of the announcement of the GMS. In addition to the GMS agenda mentioned above, the Board of Directors shall be required to submit a registered letter as referred to in Article 11 paragraph 8 of the Articles of Association from the shareholders or the Board of Commissioners to the Financial Services Authority.
16. Notification of GMS agenda items to the Financial Services Authority must contain the following information:
  - a. an explanation that the GMS is held at the request of the shareholder and the name of the proposed shareholder and the number of shares ownership in the Company, if the Board of Directors or the Board of Commissioners conducts the GMS at the request of the shareholder;
  - b. submit the names of the shareholders and the number of their shareholdings in the Company and the determination of the chairman of the district court regarding the granting of permission

to hold the GMS, if the GMS is held by the shareholders in accordance with the determination of the chairman of the district court to hold the GMS; or

- c. an explanation that the Board of Directors conducts no GMS at the request of the Board of Commissioners, if the Board of Commissioners conducts the proposed GMS itself.
17. Shareholders who submit a request for holding a GMS as referred to in Article 11 paragraph 7 letter a of the Articles of Association shall not transfer their share ownership within a period of at least 6 (six) months after the announcement of the GMS by the Board of Directors or the Board of Commissioners or as determined by the chairman of the district court.
18. 1 (one) or more shareholders who jointly represent 1/20 (one twenty) or more of the total number of shares with voting rights issued by the Company may submit a written proposal for the agenda of the GMS to the organizers of the GMS, at least within not later than 7 (seven) days prior to the summons for the GMS.
19. The Company shall be required to include the proposed agenda for the GMS from the shareholders in the agenda contained in the invitation to the GMS if the proposed agenda for the GMS has met the following requirements:
  - a. submitted by the shareholders in accordance with the provisions of paragraph 18 of this Article;
  - b. performed in good faith;
  - c. considering the interests of the Company;
  - d. is an agenda item that requires a GMS decision;
  - e. include reasons and materials for the proposed agenda of the GMS; and
  - f. not in contradictory with the the provisions of the laws and regulations and the Articles of Association.
20. The Company shall be obliged to provide material for the agenda of the GMS for shareholders which can be accessed and downloaded through the Company's website and/or e-GMS from the date of the GMS summons until the date of the GMS, unless otherwise stipulated in other laws and regulations.
21. The invitation for the GMS shall be made by the Company within not later than 21 (twenty one) days before the date of the GMS, excluding the date of the invitation and the date of the GMS. In the event that the first GMS reached no quorum of attendance so that it is necessary to hold a second GMS, then the invitation for the second GMS shall be made within not later than 7 (seven) days prior to the date of the second GMS, without taking into account of the date of the invitation and the date of the second GMS and accompanied by information that the first GMS has been held without any quorum of attendance. The second GMS shall be held within not later than 10 (ten)

days and no later than (twenty one) days after the first GMS is held. In the event that the second GMS reached no quorum of attendance so that it is necessary to hold a third GMS, then the invitation for the third GMS shall be made under the determination of the Financial Services Authority at the request of the Company to conduct the third GMS.

22. Invitation for the GMS as referred to in paragraph 21 of this Article shall contain at least the following information:
  - a. the date of holding of the GMS;
  - b. the time of holding the GMS;
  - c. the place where the GMS is held;
  - d. provisions for shareholders who are entitled to attend the GMS;
  - e. the meeting agenda includes an explanation of each agenda item;
  - f. information stating that materials related to the agenda of the meeting are available to shareholders from the date of the summons for the GMS until the GMS is held; and
  - g. information that shareholders can provide power of attorney through e-RUPS.
23. The Company shall be obliged to rectify the summons for the GMS if there is a change in the information in the summons for the GMS that has been made as referred to in paragraph of this Article. In the event that the change in information as referred to in this paragraph includes a change in the date of holding the GMS and/or the addition of the agenda for the GMS, the Company shall be obliged to make a re-invitation to the GMS with the procedure for calling as referred to in paragraph 21 of this Article. If the change in information regarding the date of holding the GMS and/or the addition of the agenda for the GMS is made not due to the fault of the Company or on the orders of the Financial Services Authority, the provisions on the obligation to recall the GMS as referred to in this paragraph shall not apply, as long as the Financial Services Authority orders a recall.
24. If all shareholders with valid voting rights are present or represented at the GMS, the announcement and summons for the GMS as referred to in paragraphs 2 and 21 of this Article, shall not be the requirement and at the GMS a valid and binding resolution can be made on the relevant matters shall be discussed, while the GMS can be held anywhere within the territory of the Republic of Indonesia.
25. The Company shall be obligated to make announcements, summons, rectification of summons, recall of GMS as referred to in this Articles of Association through at least:
  - a. e-GMS provider website;
  - b. stock exchange website; and
  - c. the Company's website, in Indonesian and foreign languages, provided that the foreign

language used is at least English.

26. If the Company uses the system provided by it, the provisions regarding media announcements, summons, rectification of summons, and recall of GMS as referred to in paragraph 25 of this Article shall be made through at least:
  - a. stock exchange website; and
  - b. the Company's website, in Indonesian and foreign languages, provided that the foreign language used is at least English.
27. Provisions regarding media for announcements, summons, rectification of summons, and recall of GMS as referred to in paragraphs 24 and 25 of this Article shall apply mutatis mutandis to the holding of GMS by shareholders who have obtained the determination of the chairman of the district court as referred to in Article 12 paragraph 11 of the Articles of Association and the holding of the GMS by the Board of Commissioners as referred to in Article 12 paragraph 13 of the Articles of Association.
28. The GMS shall be chaired by a member of the Board of Commissioners who is appointed by the Board of Commissioners.
29. In the event that all members of the Board of Commissioners are not present or all are unable to attend, which impediment shall not be proven to any third party, the GMS shall be chaired by a member of the Board of Directors appointed by the Board of Directors.
30. In the event that all members of the Board of Commissioners or members of the Board of Directors are absent or unable to attend as referred to in paragraph 28 and paragraph 29 of this Article, the GMS shall be chaired by the shareholders present at the GMS appointed from and by the GMS participants.
31. In the event that a member of the Board of Commissioners appointed by the Board of Commissioners to chair the GMS has a conflict of interest with the agenda to be decided at the GMS, the GMS shall be chaired by another member of the Board of Commissioners who has no conflict of interest appointed by the Board of Commissioners. In the event that all members of the Board of Commissioners have a conflict of interest, the GMS shall be chaired by one of the members of Board of Directors appointed by the Board of Directors. In the event one of the appointed members of the Board of Directors so appointed by Board of Directors to chair GMS has a conflict of interest on the agenda to be resolved in the GMS, the GMS shall be presided over by a member of Board of Directors with no conflict of interest. In case all members of Board of Directors have conflict of interest, the GMS shall then be chaired by one of the non-controlling shareholders elected by other majority shareholders in the GMS.

## QUORUM, VOTING RIGHTS, AND GMS DECISIONS

### Article 13.

1.
  - a. A GMS can be held if more than  $\frac{1}{2}$  (a half) of the total shares with voting rights are present or represented, unless the Articles of Association determines a larger quorum.
  - b. In the event that quorum as referred to in paragraph 1 a is not attained, a summons to the second GMS can be served.
  - c. The second GMS shall be valid and has the right to make binding resolution if at least  $\frac{1}{3}$  (one-third) of the total shares with voting rights are present or represented, unless the Articles of Association determines a larger quorum.
  - d. Resolutions taken by the GMS as referred to in paragraph 1 letter a and 1 letter c of this Article are valid if approved by more than  $\frac{1}{2}$  (one-half) of the total shares with voting rights present at the GMS, unless the Articles of Association determines a quorum the greater one.
  - e. In the event that the quorum for the second GMS is not attained, the third GMS can be held provided that the third GMS is valid and has the right to make resolutions if it is attended by shareholders of shares with valid voting rights within the quorum of attendance and quorum of resolutions determined by the Financial Services Authority at the request of the Company.
2. The provisions on the quorum of attendance and quorum of resolution of the GMS as referred to in paragraph 1 of this Article shall also apply to the quorum of attendance and quorum of resolution of the GMS for the agenda of material transactions and/or changes in business activities, except for the agenda of material transactions in the form of the transfer of the Company's assets of more than 50% (fifty percent) of total net worth. In line with material transactions as stipulated by the prevailing regulations in the Capital Market sector, which are carried out by the Company, it shall be carried out by taking into account of the prevailing laws and regulations in the Capital Market sector;
3. Attendance quorum and quorum of Resolution of GMS for the agenda of transferring the Company's assets constituting more than 50% (fifty percent) of the Company's net assets in 1 (one) transaction or more whether or not related to one another, and/or making guarantees for the Company's debt assets which constitute more than 50% (fifty percent) of the Company's total net assets in 1 (one) transaction or more that are related to one another or not, carried out under the following conditions:
  - a. A GMS can be held if the GMS is attended by shareholders representing at least  $\frac{3}{4}$  (three-quarters) of the total number of shares with valid voting rights.

- b. In the event that the quorum as referred to in paragraph 3 letter a of this Article is not attained, an invitation for a second GMS shall be made.
  - c. The second GMS can be held provided that the second GMS is valid and has the right to make resolutions if the GMS is attended by shareholders who represent at least  $\frac{2}{3}$  (two thirds) of the total shares with valid voting rights.
  - d. The resolution adopted by the GMS as referred to in paragraphs 3 letters a and 3 letter c of this Article are valid if they are approved by more than  $\frac{3}{4}$  (three quarters) of the total shares with voting rights present at the GMS.
  - e. In the event that the quorum of the second GMS is not attained, the third GMS may be held provided that the third GMS is valid and has the right to make resolutions if attended by shareholders of shares with valid voting rights in the quorum of attendance and quorum of resolution determined by the Financial Services Authority at the request of the Company.
4. The attendance quorum and resolution quorum of the GMS which are only attended by Independent Shareholders shall be carried out under the following conditions:
- a. GMS can be held if the GMS is attended by more than  $\frac{1}{2}$  (a half) of the total number of shares with valid voting rights owned by Independent Shareholders;
  - b. Resolutions adopted by the GMS as referred to in 4 letter a of this Article shall be valid if approved by more than  $\frac{1}{2}$  (a half) of the total number of shares with valid voting rights owned by Independent Shareholders;
  - c. In the event that the quorum as referred to in paragraph 4 letter a of this Article is not attained, an invitation for a second GMS shall be made.
  - d. The second GMS can be held if the GMS is attended by more than  $\frac{1}{2}$  (a half) of the total number of shares with valid voting rights owned by Independent Shareholders;
  - e. The decision adopted by the GMS as referred to in 4 letter d of this Article is valid if it is approved by more than  $\frac{1}{2}$  (a half) of the total shares with valid voting rights owned by the Independent Shareholders who are present at the GMS;
  - f. In the event that the quorum of attendance at the second GMS as referred to in letter c is not reached, the third GMS may be held provided that the third GMS is valid and has the right to make resolutions if attended by Independent Shareholders of shares with valid voting rights, in a quorum of attendance determined by the Service Authority. Finance at the request of the Company; and
  - g. The decision of the third GMS is valid if it is approved by the Independent Shareholders who represent more than 50% (fifty percent) of the shares owned by the Independent

Shareholders who are present at the GMS.

5. In the event that the Company has more than 1 (one) classification of shares, the GMS for the agenda of the change in rights to shares shall only be attended by shareholders in the classification of shares affected by the change in rights to shares in certain classificationsof shares, provided that:
  - a. GMS can be held if at least  $\frac{3}{4}$  (three-fourths) of the total shares in the classification of shares affectedby the change in rights are present or represented;
  - b. In the event that the quorum as referred to in paragraph 5 letter a of this Article is not attained,a second GMS shall be convened.
  - c. The second GMS can be held provided that the second GMS is valid and has the right to make resolutions ifat the GMS at least  $\frac{2}{3}$  (two thirds) of the total number of shares in the classification of shares affected by the change in rights are present or represented;
  - d. The decisions taken by the GMS as referred to in paragraph 5 letters a and 5 letter c of this Articleare valid if approved by more than  $\frac{3}{4}$  (three-fourths) of the shares with voting rights present at the GMS;and
  - e. In the event that the quorum of attendance at the second GMSas referred to in letter c is not attained,the third GMS may be held provided that the third GMSis valid and has the right to make resolutions if attended by shareholders in the classification of shares affected by the change in rights in the attendance quorum and resolution quorum stipulated bythe Financial Services Authorityat the request of theCompany.
  - f. In the event that the classification of sharesaffected by the change in share rights in a certain classification of shares has no voting rights, the shareholders in the share classification under the prevailing Laws and Regulations shall be given the right to attend and adopt resolution at the GMS regarding the change in share rights to the shares classification.
6.
  - a. Shareholders who are entitled to attend the GMS shall beshareholders whose names are registered in the registerof the Company's shareholders 1 (one) working day prior to the summons for the GMS.
  - b. In the event of a recall of the GMS as referred to in Article 12 paragraph 23 of the Articles of Association,the shareholders who are entitled to attend the GMS arethose whose names are recorded in the Company's shareholder register 1 (one) working day prior to the recall of the GMS.
  - c. In the event that there is an error in the invitation tothe GMS which results no re-call as referred to in Article 12 paragraph 23 of the Articles of Association,the shareholders who are entitled to attend the GMS are the shareholders whose names are recorded in the

register of shareholders of the Company 1 (one) working day prior to the summons for the GMS as referred to paragraph 6 point a herein.

7. Shareholders with voting rights who attend the GMS but do not cast a vote (abstain) shall be considered to have cast the same vote as the majority of shareholders who cast votes.
8. In the GMS, each share gives the owner the right to cast 1 (one) vote.
9. Resolutions of GMS shall be amicably adopted. In the event that a decision under deliberation for consensus is not attained, the resolution shall be adopted by voting as stipulated in these Articles of Association.

## **GRANTING POWER**

### **Article 14.**

1. Shareholders may authorize to other parties with a power of attorney to attend and/or vote at the GMS in accordance with the provisions of the legislation. A power of attorney shall be drawn up and signed in the form as determined by the Company's Board of Directors. The chairman of the meeting has the right to request that a power of attorney to represent the shareholders be shown to him at the time the GMS is held.
2. Members of the Board of Directors, members of the Board of Commissioners and employees of the Company may act as proxies at the GMS, but the votes they cast as proxies at the GMS shall not be counted in the voting.
3. Voting regarding individuals shall be carried out by means of unsigned ballot and regarding other matters, voting is carried out verbally, unless the chairman of the meeting determines otherwise without any objection from the shareholders present at the GMS.
4. In the event that the Principal attends the GMS in person, the Authority of the Attorney/Proxy to vote on behalf of the Principal shall be declared null and void.
5. Granting power of attorney as referred to in paragraph 1 of this Article may be carried out by the shareholders electronically through the e-GMS provided by the e-GMS Provider or the system provided by the Company, in the event that the Company uses the system provided by the Company, within not later than 1 (one) working days prior to the holding of the GMS. Changes in power of attorney including voting options shall be made by shareholders within not later than 1 (one) working day prior to the holding of the GMS.
6. Parties who may become Attorney/Proxy electronically shall include:
  - a. participants who administer sub-accounts of securities/securities owned by shareholders; or

- b. parties provided by the Company; or
  - c. the party appointed by the shareholders;
7. The Authorized Party as referred to in paragraph 6 of this Article shall be legally competent, not a member of the Board of Directors, a member of the Board of Commissioners, and an employee of the Company, and has been registered in the e-RUPS system or the system provided by the Company, in the event that the Company uses the system provided by the Company.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **Article 15.**

1. Amendments to the Articles of Association that require the approval of the minister for government affairs in the sector of law and human rights, except for amendment to the Company's articles of association in order to extend the period of its establishment, shall be determined by the GMS, which is attended by shareholders representing at least  $\frac{2}{3}$  (two-thirds) of the total issued shares that have valid voting rights, and resolutions shall be approved by more than  $\frac{2}{3}$  (two-thirds) of the total shares with voting rights present at the GMS. Amendments to the Articles of Association other than those requiring the approval of the minister for government affairs in the sector of law and human rights shall be carried out with due observance of the prevailing laws and regulations. Amendments to the Articles of Association shall be made with a notarial deed and in the Indonesian language.
2. Amendments to the provisions of the Articles of Association regarding changes to the name and/or domicile of the Company, aims and objectives as well as business activities of the Company, term of the Company's incorporation, the amount of authorized capital, reduction of subscribed and paid up capital, and change of the Company's status from limited into go public Company or vice versa, shall obtain ministerial approval in governmental affairs in the sector of law and human rights.
3. Any amendment to the Articles of Association other than those as referred to in paragraph 2 of this article shall sufficiently be reported to the Minister holding governmental affairs in the sector of law and human rights within not later than 30 (thirty) days as of the resolution of General Meeting of Shareholders in respect of such amendment.
4. If the specified quorum is not achieved in the GMS as referred to in paragraph 1 of this Article, then in the second GMS, the resolution shall be valid if attended by shareholders representing at least  $\frac{3}{5}$  (three-fifths) of the total shares with voting rights validly issued at the meeting and approved by more than  $\frac{1}{2}$  (a half) of all shares with voting rights present at the GMS.
5. In the event that the quorum of the second GMS as referred to in paragraph 4 of this Article is not attained, the third GMS shall be held provided that the third GMS is valid and has the right to make resolutions if attended by shareholders of the shares with valid voting rights in the quorum of

attendance and the resolutions quorum as determined by the Financial Services Authority at the request of the Company.

6. Decisions regarding capital reductions shall be notified in writing to all creditors of the Company and announced by the Board of Directors in 1 (one) or more daily newspapers circulating nationally within not later than 7 (seven) days from the date of the decision on the capital reduction.

**MERGER, CONSOLIDATION, ACQUISITION, SEPARATION, SUBMISSION OF APPLICATION FOR THE  
COMPANY TO BE DECLARED INSOLVENT, EXTENSION OF THE TERM OF COMPANY'S  
INCORPORATION**

**AND DISSOLUTION**

**Article 16.**

1. With due observance of the provisions of the prevailing laws and regulations, the attendance quorum and decision quorum as referred to in Article 13 paragraph 3 of the Articles of Association shall apply mutatis mutandis to attendance quorum and decision quorum for the agenda of merger, consolidation, acquisition, separation, submission of application for the Company to be declared insolvent, extension of the term of the company's incorporation and the dissolution of the Company.
2. The Board of Directors shall be required to announce in 2 (two) daily newspapers published or circulated at the domicile or place of business activities of the Company regarding the proposed merger, consolidation, acquisition or separation of the Company within not later than 30 (thirty) days prior to the summons for the GMS.

**BOARD OF DIRECTORS**

**Article 17**

1. The Company shall be managed and chaired by the Board of Directors consisting of at least 2 (two) members of the Board of Directors, by taking into account of the prevailing laws and regulations, under the following composition:
  - a. A President Director.
  - b. A Vice President Director, if necessary; and

- c. one or more Directors.
2. Those who are eligible to become members of the Board of Directors shall be individuals who meet the requirements in accordance with the prevailing laws and regulations in the Capital Market sector.
3. In addition to fulfill the requirements as referred to in paragraph 2, the appointment of members of the Board of Directors shall be carried out by taking into account the expertise, experience and other requirements under the prevailing laws and regulations.
4. One term of office for members of the Board of Directors shall be 5 (five) years or as of the closing date of the GMS or the date determined at the GMS that appointed them until the closing of the annual GMS at the end of the 1 (one) term of office in question. The GMS shall be entitled to dismiss members of the Board of Directors at any time before their term of office ends, by stating the reasons, after the relevant members of the Board of Directors shall be given the opportunity for advocacy in the GMS. The termination of a member of the Board of Directors by the GMS shall be effective as of the closing of the GMS which decides on the termination, unless other date shall be determined by the GMS.
5. After the term of office ends, the member of the Board of Directors may be reappointed by the GMS.
6. The members of Board of Directors can be provided with salaries and/or allowances to the amount resolved by a GMS by taking into account of the prevailing laws and regulations. The authority of the GMS to determine the salaries and benefits of members of the Board of Directors can be delegated to the Board of Commissioners.
7. If for any reason the position of a member of the Board of Directors becomes vacant and causes the number of members of the Board of Directors to be less than the number stipulated in paragraph 1 of this Article, within 90 (ninety) days of the vacancy, a GMS shall be held to fill the vacancy. The term of office of a person who is appointed to fill the vacancy is the remaining term of office of the member of the Board of Directors whose position has been vacant.
8. In the event that due to any reason whatsoever all offices of members of the Board of Directors are vacant, at the latest 90 (ninety) days thereafter, a General Meeting of Shareholders shall be convened to appoint a new Board of Directors, and for the time being the Company shall be managed by the Board of Commissioners.
9. Members of the Board of Directors may resign from their position before their term of office ends, and shall notify the Company of the application for resignation.
10. The Company shall be required to hold a GMS to decide on the resignation request for

members of the Board of Directors within not later than 90 (ninety) days after receipt of the resignation request. Members of the Board of Directors who resign as mentioned above can still be held accountable from the appointment of the relevant person concerned until the date of his resignation at theGMS.

11. The Company shall be required to disclose information to the public and submit it to the OJK (Financial Service Authority) regarding paragraphs 9 and 10 of this Article, in accordance with the laws and regulations that apply in the Capital Market sector.
12. In the event that a member of the Board of Directors resigns resulting in the number of members of the Board of Directors being less than what is stipulated in paragraph 1 of this Article, then the resignation shall be valid if it has been stipulated by the GMS and a new member of the Board of Directors has been appointed so that it meets the minimum requirements for the number of members of the Board of Directors.
13. The office of a member of Board of Directors shall expire in the event of:
  - a. passing away;
  - b. term of office ends;
  - c. dismissed under the resolution of the GMS;
  - d. declared insolvent or placed under custody under a court decision;
  - e. no longer meet the requirements of the prevailing laws and regulations.

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

### **Article 18.**

1. The Board of Directors shall be tasked with carrying out and being responsible for the management of the Company for the benefit of the Company in accordance with and in achieving the goals and objectives of the Company as stipulated in the Articles of Association.
2. Each member of the Board of Directors shall be required to carry out their duties and responsibilities in good faith, full of responsibility and prudence, by taking into account of the prevailing laws and regulations and the Articles of Association.
3. The main duties of the Board of Directors are:
  - a. Leading and managing the Company in accordance with the purposes and objectives of the Company and always trying to improve the efficiency and effectiveness of the Company;
  - b. To control, maintain and manage the Company's assets for the benefit of the Company;

- c. Prepare an annual work program that contains the Company's annual budget and shall be submitted to the Board with approval from the Board of Commissioners, prior to the commencement of the next fiscal year. In order to support the effectiveness of the implementation of its duties and responsibilities, the Board of Directors may form a committee and shall be obliged to evaluate the performance of the committee at the end of each financial year of the Company, as well as to support the principles of good corporate governance by the Company, the Board of Directors shall be obliged to establish, and has the authority to appoint and dismiss company secretary or the composition of the work unit of the company secretary and the person in charge.
4. Each member of the Board of Directors shall be jointly and severally responsible for the Company's losses caused by errors or the Board of Directors in carrying out their duties. Members of the Board of Directors cannot be held responsible for the Company's losses if they can prove:
  - a. the loss is not due to his fault or negligence;
  - b. has carried out management in good faith, full of responsibility, and prudence for the interests and purposes and objectives of the Company;
  - c. no conflict of interest, either directly or indirectly, over management actions that result in losses; and
  - d. has taken action to prevent the loss from arising or continuing.
5. The Board of Directors shall be entitled to represent the Company inside and outside the Court on all matters and in all events, bind the Company with other parties and other parties with the Company, as well as carry out all actions, both regarding management and ownership, with the limitations stipulated in the articles of association, by taking into account of the prevailing laws and regulations in the Capital Market sector in Indonesia.
6. To carry out one of the following legal actions:
  - a. transfer, release rights in the amount of more than 50% (fifty percent) of the total net assets of the Company or constitute the entire assets of the Company, either in 1 (one) transaction or several transactions that stand alone or are related one to another within 1 (one) fiscal year; or
  - b. make collateral for the Company's assets in the amount of more than 50% (fifty percent) of the total net assets of the Company or constitute the entire assets of the Company, either in 1 (one) transaction or several transactions that stand alone or are related to each other;

The Board of Directors shall obtain approval from the GMS by taking into account of the

prevailing regulations in the Capital Market sector.

7. To carry out legal actions in the form of transactions containing conflicts of interest between the personal economic interests of members of the Board of Directors, Board of Commissioners or shareholders, and the economic interests of the Company, the Board of Directors requires approval from the GMS.
8. a. A member of the Board of Directors shall not be authorized to represent the Company if:
  - i. there is a case in court between the Company and the relevant member of the Board of Directors;
  - ii. the member of the Board of Directors concerned has interests that conflict with the interests of the Company.
  - iii. the relevant member of the Board of Directors shall be temporarily dismissed, starting from the decision on the temporary termination by the Board of Commissioners until:
    - (1) there is a resolution of the GMS that confirms or cancels the temporary termination; or
    - (2) the expiry of the period of the temporary termination.
- b. In the case referred to in paragraph 9 point a of this Article, those entitled to represent the Company (without prejudice to the provisions in this Articles of Association) are:
  - i. other members of the Board of Directors who do not have a conflict of interest with the Company;
  - ii. the Board of Commissioners in the event that all members of the Board of Directors have an interest in the Company; or
  - iii. other parties appointed by the GMS in the event that the entire Board of Directors or Board of Commissioners has a conflict of interest with the Company.
9. a. The President Director shall be entitled to and authorized to act for and on behalf of the Board of Directors and to represent the Company;
- b. In the event that the President Director is absent or unable to attend for any reason, which impediment shall not be necessarily proven to any third party, another member of the Board of Directors shall be entitled to and authorized to act for and on behalf of the Board of Directors and represent the Company.
10. Without prejudice to their responsibilities, the Board of Directors for certain actions has the right

to appoint one or more as representatives or proxies by giving them certain powers as regulated in a power of attorney, such authority shall be exercised in accordance with the Articles of Association.

11. Any action by the members of the Board of Directors which is in contrary to the Articles of Association shall be invalid.
12. Distribution of jobs and authorities of each member of the Board of Directors shall be stipulated by the GMS and such authority by the GMS can be delegated to the Board of Commissioners, in case the GMS stipulates nothing, and the distribution of tasks and duties of the members of Board of Directors shall be stipulated under the resolution of Board of Directors.
13. The Board of Directors in managing and/or managing the Company shall behave in accordance with the resolutions determined by the GMS.

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

#### **Article 19.**

1. The Board of Directors shall be required to hold a Board of Directors Meeting periodically at least 1 (one) time in every month, and hold a meeting with the Board of Commissioners periodically at least 1 (one) time in 4 (four) months, except when deemed necessary for:
  - (i) at the request of one or more members of the Board of Directors;
  - (ii) a written request from the Board of Commissioners or
  - (iii) written request from 1 (one) or more shareholders who together represent at least 1/10 (one tenth) of the total number of shares with valid voting rights;by mentioning the things to be discussed.
2. Summons for the Board of Directors Meeting shall be made by a member of the Board of Directors who is entitled to act for and on behalf of the Board of Directors.
3. Summons to the Board of Directors Meeting shall be submitted by registered letter, or by letter delivered directly to each member of the Board of Directors or his/her appointed proxies, by receiving a receipt or by courier, telegram, telex, facsimile and electronic mail within not later than 14 (fourteen) days before the meeting is held, excluding the date of summons and the date of the meeting, provided that all members of the Board of Directors (or their successors, depending on the case) may, in writing, ignore this requirement or agree to a shorter invitation.

4. Invitation to the Meeting of the Board of Directors shall include, among others, the date, time, place and agenda of the meeting as well as reasonable details of the matters to be discussed at the meeting, and accompanied by documents related to the discussion in the meeting. Matters that are submitted for approval at the Board of Directors Meeting but are not accompanied by reasonable details in the invitation for the Board of Directors Meeting in accordance with this paragraph may not be submitted for resolution at the Board of Directors Meeting, unless it is approved by all members of the Board of Directors.
5. Meetings of the Board of Directors shall be held at the Company's domicile or the main business activities of the Company within the territory of the Republic of Indonesia. If all members of the Board of Directors are present or represented, the prior provisions as referred to in paragraph 3 of this article shall not be required and the Meeting of the Board of Directors shall be held anywhere within the territory of the Republic of Indonesia as determined by the Board of Directors and the Meeting of the Board of Directors shall be entitled to make valid and binding resolutions.
6. The Board of Directors meeting shall be chaired by the President Director, in the event that the Director is present or unable to attend for any reason, which impediment shall not be necessary proven to a third party, the Board of Directors Meeting shall be chaired by a member of the Board of Directors who is elected by and from among the members of the Board of Directors being present and/or represented at the relevant Meeting's Board of Directors.
7. A member of the Board of Directors may be represented at the Meeting of the Board of Directors by a proxy appointed by him based on a power of attorney given specifically for this purpose. The granting of such power of attorney shall be notified by the director concerned to the President Director.
8. Meetings of the Board of Directors shall be valid and have the right to make legal and binding resolutions if more than  $\frac{1}{2}$  (a half) of the total members of the Board of Directors shall be present or legally represented at the meeting provided that, if appointed by the Vice President Director, the Vice President Director is appointed. The President Director shall be present or legally represented at the meeting so that the quorum for attendance at the Board of Directors Meeting can be considered fulfilled.
9. If the quorum for the attendance of the Board of Directors Meeting as stipulated in paragraph 8 of this article cannot be fulfilled within 30 minutes from the scheduled meeting time, the Board of Directors Meeting shall be postponed and a second Board of Directors Meeting shall be held with the same meeting agenda. The second Board of Directors Meeting shall be held on the seventh day after the first Board of Directors Meeting at the same time and place. The second

meeting of the Board of Directors shall be valid and entitled to make valid and binding resolutions if more than ½ (a half) of the total members of the Board of Directors are present.

10. Resolutions of the Meeting of Board of Directors shall be taken based on deliberation for consensus. In the event of failure to attain an amicable resolution, the resolution shall then be taken by voting under the affirmative vote of more than ½ (a half) of the number of valid votes that were legally issued in the meeting.
11. If the votes that agree and those who disagree are balanced, the Chairman of the Meeting of the Board of Directors shall decide.
12.
  - a. Each member of the Board of Directors (or his legal proxy) present shall be entitled to cast 1 (one) vote and an additional 1 (one) vote for each other member of the Board of Directors he represents.
  - b. Voting on person shall be made by unsigned ballots, whereas other matters orally, unless the Chairman of Meeting stipulates otherwise without any objection from those present.
  - c. Blank and invalid votes shall be considered uncast and therefore ignored in counting the total cast votes.
13. Of everything discussed and decided in the Meeting, Minutes of the Meeting of the Board of Directors shall be made. Minutes of the Board of Directors Meeting shall be prepared by a note taker who is present at the meeting and appointed by the Chairman of the Board of Directors Meeting. Minutes of the Board of Directors Meeting shall be signed by all members of the Board of Directors present at the Board of Directors Meeting and submitted to all members of the Board of Directors. In the event that a member of the Board of Directors signs no Minutes of the Meeting of the Board of Directors, the relevant person shall state the reasons in writing in a separate letter attached to the Minutes of the Meeting of the Board of Directors. This Minutes is valid evidence for members of the Board of Directors and for third parties regarding the resolutions adopted at the relevant meeting. If the Minutes are made by a Notary, such signing is not required.
14. The Board of Directors may also make valid resolutions without holding a Meeting of Board of Directors, provided that all members shall be notified in writing of the proposed resolution and all members of the Board of Directors give their approval of the proposal submitted in writing by signing the agreement. Resolutions adopted in this way have the same power as resolutions validly adopted at the Meeting of the Board of Directors.
15. The members of the Board of Directors may participate in the Meeting of the Board of Directors by using the media of teleconference, video conference or other electronic media

where all participants in the Meeting of the Board of Directors can hear each other, without one or more members of the Board of Directors present before the members of the Board of Directors or other members of the Board of Directors, and participation in such a meeting shall be considered as the presence of that member of the Board of Directors in the Meeting of the Board of Directors. Meetings of the Board of Directors conducted using teleconferencing media, video conferences or other electronic media facilities shall be deemed to be held at a place as agreed by the members of the Board of Directors attending the meeting, as long as at least 1 (one) Director present at the meeting is at that location during the meeting. Minutes of the Board of Directors Meeting held using teleconference media, video conference or other electronic media facilities shall be made in writing and circulated to all participating Directors for inspection and signature.

16. Provisions regarding the Board of Directors Meeting that have not been regulated in this Basis shall refer to the prevailing laws and regulations and the prevailing regulations in the Capital Market.

## **BOARD OF COMMISSIONERS**

### **Article 20.**

1. The Board of Commissioners shall consist of a maximum of 5 (five) members of the Board of Commissioners, by taking into account of the prevailing laws and regulations under the following composition:
  - a. a President Commissioner;
  - b. a Vice President Commissioner; and
  - c. others are appointed as Commissioners.The Company shall be required to have an Independent Commissioner in accordance with the prevailing laws and regulations in the Capital Market sector.
2. Those eligible to be appointed members of the Board of Commissioners shall be individual who meets the requirements pursuant to the prevailing laws and regulations in Capital Market sector.
3. In addition to fulfilling the requirements as referred to in paragraph 2 of this Article, the appointment of members of the Board of Commissioners shall be carried out by taking into account other requirements under the prevailing laws and regulations.
4. One term of office for members of the Board of Commissioners shall be 5 (five) years or as of the date of closing of GMS or the date determined at the GMS that appoints them until the closing of the annual GMS at the end of 1 (one) term of office, the GMS shall be entitled to dismiss

members of the Board of Commissioners any time before the end of his term of office. The dismissal of a member of the Board of Commissioners by the GMS shall be effective from the closing of the GMS which decides the dismissal, unless another date shall be determined by the GMS.

5. After the term of office ends, the member of the Board of Commissioners may be reappointed by the GMS.
6. Members of the Board of Commissioners shall be given a salary or honorarium and allowances, the amount of which shall be determined by the GMS, by taking into account the provisions of the prevailing laws and regulations.
7. If for any reason the position of a member of the Board of Commissioners is vacant, and the number of members of the Board of Commissioners is less than the number stipulated in paragraph 1 of this Article, then within 90 (ninety) days after the vacancy occurs, a GMS shall be held to fill the vacancy. The term of office of a person appointed to fill the vacancy is the remaining term of office of the member of the Board of Commissioners whose position has become vacant.
8. A member of the Board of Commissioners may resign from his/her position before the end of his/her term of office, and shall submit a request for such resignation to the Company.
9. The Company shall be required to hold a GMS to decide on the resignation request for members of the Board of Commissioners within not later than 90 (ninety) days after receipt of the resignation request. Members of the Board of Commissioners who resign as mentioned above can still be held accountable from the appointment of the relevant person until the date of his resignation at the GMS.
10. The Company shall be required to disclose information to the public and submit it to the OJK related to paragraphs 8 and 9 of this Article, in accordance with the prevailing laws and regulations in the Capital Market sector.
11. In the event that a member of the Board of Commissioners resigns so that the number of members of the Board of Commissioners becomes less than that stipulated in paragraph 1 of this Article, then the resignation shall be valid if it has been determined by the GMS and a new Board of Commissioners has been appointed so that it meets the minimum requirements for the number of members of the Board of Commissioners.
12. The office of a member of the Board of Commissioners shall expire in the event of:
  - a. passing away;
  - b. expiry of office term;

- c. being dismissed under the resolution of the GMS;
- d. declared insolvent or placed under custody under a decision Court;
- e. no longer meet the requirements of the prevailing laws and regulations.

## **DUTIES AND AUTHORITIES OF THE BOARD OF COMMISSIONERS**

### **Article 21.**

1. The Board of Commissioners is in charge of:
  - a. to supervise and be responsible for supervising management policies, the general course of management, both regarding the Company and the Company's business, and providing advice to the Board of Directors;
  - b. give approval to the Company's annual work program, at the latest prior to the commencement of the subsequent fiscal year;
  - c. perform tasks specifically assigned to him by the Articles of Association, prevailing laws and regulations and/or under the resolution of the GMS;
  - d. perform duties, authorities and responsibilities in accordance with the provisions of the Company's Articles of Association and the resolutions of the GMS;
  - e. examine and review the annual report prepared by the Board of Directors and sign the annual report;
  - f. comply with the Articles of Association and laws and regulations, and shall implement the principles of professionalism, efficiency, transparency, independence, accountability, responsibility, and fairness.
2. carry out the nomination and remuneration functions in accordance with the prevailing laws and regulations. In order to support the effectiveness of the implementation of its duties and responsibilities in the supervision, the Board of Commissioners shall be required to establish and determine the composition of the audit committee and other committees as determined by the prevailing laws and regulations in the Capital Market, and shall be obliged to evaluate the performance of these committees at the end of each financial year of the Company.
3. In relation to the duties of the Board of Commissioners as referred to in paragraph 1 of this Article, the Board of Commissioners shall be obliged to:
  - a. Supervise the implementation of the Company's annual work plan.
  - b. Following the development of the Company's activities, and in the event that the Company shows signs of a significant setback, immediately report to the GMS

accompanied by suggestions regarding corrective steps that shall be taken.

- c. Provide opinions and suggestions to the GMS regarding other matters deemed important for the management of the Company.
  - d. other supervisory duties as determined by the GMS.
  - e. Provide responses to the periodic reports of the Board of Directors and when necessary, regarding the development of the Company.
4. The Commissioner at any time during working hours of the Company's office shall be entitled to enter premises and compounds or other places used or controlled by the Company and entitled to examine all books, letters and other evidence, inventory, check and match cash conditions (for verification purposes) and other securities and are entitled to know all actions that have been carried out by the Board of Directors, in such case the Board of Directors and each member of the Board of Directors shall be obliged to provide an explanation of all matters that are asked by members of the Board of Commissioners or experts who assist them.
  5. The Board of Commissioners shall be entitled at any time to temporarily dismiss one or more members of the Board of Directors from their position, if the member of the Board of Directors shall be deemed to have acted in contradictory with this Articles of Association and the prevailing laws and regulations or neglects his obligations or there is an urgent reason for the Company.
  6. The temporary dismissal shall be notified in writing along with the reasons for the action.
  7. Within not later than 90 (ninety) days after the date of the temporary dismissal, the Board of Commissioners shall be obliged to hold a GMS to revoke or strengthen the temporary suspension, while members of the Board of Directors who are temporarily suspended are given the opportunity to attend the GMS for advocacy. The GMS shall be chaired by the President Commissioner and in the event that the President Commissioner is absent or unable to attend for any reason, which impediment shall not be necessary proven to a third party, the GMS shall be chaired by another member of the Board of Commissioners, and in the event that all members of the Board of Commissioners are absent for any reasons whatsoever, which impediment shall not be necessary proven to a third party, the GMS shall be chaired by a person elected by and among the shareholders and/or the proxies of the shareholders present at the relevant GMS. If the GMS as referred to in paragraph 6 of this Article is not held within 90 (ninety) days after the date of the temporary dismissal, then the temporary dismissal shall be null and void and the relevant person shall be entitled to re-occupy his position.
  8. If all members of the Board of Directors are suspended and the Company has no member of the Board of Directors, the Board of Commissioners shall temporarily manage the Company, in

this case the Board of Commissioners shall be entitled to give temporarily power to one or more of them on their joint account.

9. Under certain conditions, the Board of Commissioners is required to convene the annual GMS and other GMS in accordance with its authority as regulated in these Articles of Association and the laws and regulations.
10. The Board of Commissioners may take actions to manage the Company under certain conditions for a certain period of time, as stipulated in these Articles of Association or the resolutions of the GMS.
11. All actions or decisions of the Company's organs related to the following matters can only be implemented or taken with the prior approval of the Company's Board of Commissioners, by taking into account of the prevailing laws and regulations in the Capital Market sector:
  - a. changes to the Company's share ownership in subsidiaries controlled by the Company or whose financial statements are consolidated with the Company ("Subsidiaries");
  - b. application for voluntary bankruptcy, dissolution, liquidation or termination of the legal entity status of the Company and/or Subsidiaries;
  - c. changes to the type and scope of business activities currently carried out by the Company and/or its Subsidiaries in the health sector which include hospitals, dialysis clinics, diagnostic laboratories, in-vitro fertilization (IVF) and pharmaceutical wholesale trade ("Business Activities") or participation (or planned participation) by the Company and/or Subsidiaries in business activities other than Business Activities;
  - d. amendments to the articles of association of the Company or its Subsidiaries in connection with:
    - (i) matters that will affect the rights of non-controlling shareholders;
    - (ii) issuance of new shares;
    - (iii) the composition of the members of the board of directors or board of commissioners; and
    - (iv) Business Activities;
  - e. separation, divestment, asset transfer or other business reorganization of the Company and/or Subsidiaries that are not included in the Company's annual budget;
  - f. any merger or acquisition of securities, shares, interests, or debts of other companies by the Company and/or Subsidiaries that are not included in the Company's annual budget;
  - g. capital expenditure, purchase of assets, establishment of a subsidiary or the making of material contracts by the Company or Subsidiaries which is excluded in the annual

budget of the Company, with a value of more than Rp. 2,500,000,000.00 (two billion five hundred million Rupiah) per transaction or a total value of Rp. 15,000,000,000.00 (fifteen billion Rupiah) in 1 (one) financial year;

- h. proposals or recommendations for new projects or business opportunities for the Company or its Subsidiaries;
- i. approval of strategic initiative plans in relation to the Company or its Subsidiaries;
- j. loans, guarantees, credit facilities, compensation, charges, pledges and other collateral interests provided by the Company or its Subsidiaries: (i) for the benefit of any party that is not the Company or its Subsidiaries; or (ii) which is excluded in the Company's annual budget;
- k. any appointment or change of auditors of the Company or Subsidiaries;
- l. changes to the commencement and closing dates of the Company's or Subsidiaries' fiscal year, and any material changes to the application of the Company's or Subsidiaries' accounting principles;
- m. write off or write down the assets of the Company or Subsidiaries, other than those carried out in the context of daily business activities and consistent with previous practices, with a total value of more than Rp. 10,000,000,000 (ten billion Rupiah) within 1 (one) fiscal year;
- n. actions in relation to:
  - i. pension benefits, pension schemes, stock options, income sharing, profit sharing; or
  - ii. bonus scheme schemes; or
  - iii. allowance schemes, for the main management of the Company or Subsidiaries that are not approved in:  
the Company's annual budget and expansion plans and strategic initiatives of the Company;
- o. payment to each member of the main management of the Company or its Subsidiaries for each bonus or commission, other than under their respective employment contracts;
- p. between the Company or its Subsidiaries and:
  - (i) controlling the Company either directly or indirectly; or (ii) parties who, either directly or indirectly, control, are controlled or are under the same control as, the

Company and/or the controllers of the Company;

- q. entering into contracts or transactions by the Company or Subsidiaries that are not daily business activities or not under legal and reasonable provisions (arms-length);
- r. implementation and/or settlement of a material litigation process by the Company or a Subsidiary with a total value of more than IDR 5,000,000,000.00 (five billion Rupiah) in 1 (one) financial year;
- s. delivery, transfer, licensing, release or encumbrance of any intellectual property rights of the Company or its Subsidiaries;
- t. delivery, transfer, disposal or encumbrance of assets of the Company or its Subsidiaries with a total value of more than IDR 20,000,000,000.00 (twenty billion Rupiah) in 1 (one) financial year;
- u. any public offering, listing or delisting of shares or equity securities of the Company or its Subsidiaries on any stock exchange;
- v. issuance of new shares, options, warrants or other instruments by the Company or its Subsidiaries;
- w. debt acquisition by the Company and/or Subsidiaries which are excluded in the Company's annual budget with a total value of more than IDR 10,000,000,000.00 (ten billion Rupiah) in 1 (one) fiscal year;
- x. any consolidation, conversion, subdivision or withdrawal of shares in the Company or its Subsidiaries (including variations or changes to the rights, priority rights or privileges attached to the shares); and
- y. redemption or repurchase of any shares in, including a decrease in, the capital of the Company or its Subsidiaries.

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

### **Article 22.**

1. The Board of Commissioners shall be required to hold a Board of Commissioners Meeting periodically at least 1 (one) time in every month or and hold a Board of Commissioners meeting with the Board of Directors periodically at least 1 (one) time in 4 (four) months by taking into account of the prevailing laws and regulations in the Capital Market sector, except when deemed necessary by a member of the Board of Commissioners or (ii) upon written request from the Board of Directors Meeting or at the request of 1 (one) or more shareholders who jointly own at least 1/10 (one tenth) of the total number of shares with valid voting rights; by mentioning matters to be discussed. In the meeting, the Board of

Commissioners may invite the Board of Directors.

2. Summons for the Board of Commissioners' Meeting shall be made by the President Commissioner, in the event that the President Commissioner is unable to attend by a member of the Board of Commissioners appointed by the President Commissioner.
3. Summons for a meeting of the Board of Commissioners, both for members of the Board of Commissioners or their appointed proxies pursuant to paragraph 7 of this Article as well as for members of the Board of Directors shall be submitted by registered mail or delivered in person by obtaining a proper receipt, or by courier, telegram, telex, facsimile services and electronic mail within not later than 14 (fourteen) days before the meeting is held, excluding the date of summons and the date of the meeting, provided that all members of the Board of Commissioners may, in writing, ignore this requirement or agree to a shorter summons.
4. Summons to the Meeting of the Board of Commissioners shall include, among others, the date, time, place and agenda of the meeting as well as reasonable details of the matters to be discussed at the meeting, and accompanied by documents related to the discussion in the meeting. Other matters that are submitted for approval at the Meeting of the Board of Commissioners but are not accompanied by reasonable details in the summons for the Meeting of the Board of Commissioners in accordance with this paragraph may not be submitted for resolution at the Meeting of the Board of Commissioners, unless it is approved by all members of the Board of Commissioners.
5. Meetings of the Board of Commissioners shall be held at the domicile of the Company or the place of the Company's main business activities within the territory of the Republic of Indonesia. If all members of the Board of Commissioners are present or represented, the prior summons as referred to in paragraph 3 of this article shall not be required and the Board of Commissioners' meeting can be held anywhere within the territory of the Republic of Indonesia as determined by the Board of Commissioners and the Meeting of Board of Commissioners shall be entitled to make valid and binding resolutions.
6. The meeting of the Board of Commissioners shall be chaired by the President Commissioner, in the event that the President Commissioner is absent or unable to attend due to any reason whatsoever, which impediment shall not be necessary proven to a third party, the meeting of Board of Commissioners shall be chaired by a member of the Board of Commissioners who is elected by and from among members of the Board of Commissioners who are present and/or represented at the relevant Meeting of the Board of Commissioners.
7. A member of the Board of Commissioners may be represented at a meeting of the Board of Commissioners by a power of attorney appointed by him under a power of attorney

specifically granted for this purpose. The authorization shall be notified by the relevant commissioner to the President Commissioner.

8. The Meeting of the Board of Commissioners shall be valid and entitled to make valid and binding resolutions if more than  $\frac{1}{2}$  (one-half) of the total members of the Board of Commissioners are present or legally represented at the meeting, provided that the Vice President Commissioner shall attend or legally represented at the meeting so that the attendance quorum of the Board of Commissioners meetings shall be considered fulfilled.
9. If the quorum for the Meeting of the Board of Commissioners as stipulated in paragraph 8 of this Article cannot be fulfilled within 30 minutes from the scheduled meeting time, the Meeting of the Board of Commissioners shall be postponed and a second Meeting of the Board of Commissioners shall be held with the same meeting agenda. The second Meeting of the Board of Commissioners shall be held on the seventh day after the first Meeting of the Board of Commissioners at the same time and place. The second meeting of the Board of Commissioners shall be valid and entitled to make valid and binding resolution if more than  $\frac{1}{2}$  (one half) of the total members of the Board of Commissioners are present.
10. Meeting Resolutions of the Board of Commissioners shall be amicably adopted. In the event of failure to reach an amicable resolution, the resolutions shall then be adopted by voting under the affirmative vote of more than  $\frac{1}{2}$  (a half) of the number of valid votes cast at the meeting, provided that, any resolution related to matters as referred to in Article 21 paragraph 10, Article 23 paragraph 2 and Article 24 paragraph 2 shall only be adopted if the Vice President Commissioner gives an affirmative vote.
11. In the event of tie votes, the Meeting Chairman of the Board of Directors shall decide the same.
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. Voting on person shall be made by unsigned ballots, whereas other matters orally, unless the Chairman of Meeting stipulates otherwise without any objection under the majority vote of those present.
  - c. Abstaining votes (blanks) shall be considered to have cast the same vote as the majority vote voting in the meeting.
13. Of anything discussed and resolved in the Meeting of the Board of Commissioners, Minutes of the Meeting of the Board of Commissioners shall be made by a note taker who is present at the meeting and appointed by the Chairman of the Meeting of the Board of Commissioners. Minutes

of the Board of Commissioners Meeting shall be signed by all members of the Board of Commissioners present at the Board of Commissioners Meeting and submitted to all members of the Board of Commissioners. In the event that a member of the Board of Commissioners signs no Minutes of Meeting of the Board of Commissioners, the relevant person shall state the reasons in writing in a separate letter attached to the Minutes of Meeting of the Board of Commissioners. This Minutes shall be valid evidence for the members of the Board of Commissioners and for third parties regarding the decisions taken at the relevant meeting. If the Minutes are drawn up by a Notary Public, the signing thereof shall not be required.

14. The Board of Directors can also adopt valid resolution without holding meeting of the Board of Directors, provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors approve the proposal in writing and sign the same. Such resolutions shall have an equal force of law as those validly adopted in a Meeting of the Board of Directors.
15. Members of the Board of Commissioners may participate in the Meeting of Board of Commissioners by using teleconference media, video conferences or other electronic media means where all participants in the Meeting can hear each other, without one or more members of the Board of Commissioners present in presence other members of the Board of Commissioners and participation in meetings in this manner shall be considered as the presence of said member of the Board of Commissioners at the meeting of the Board of Commissioners.
16. Minutes of meetings of the Board of Commissioners which are held using teleconference media, video conferences or other electronic media facilities shall be made in writing and circulated to all participating members of the Board of Commissioners for review and signature.
17. Provisions regarding the Meeting of the Board of Commissioners that have not been regulated in these Articles of Association shall refer to the prevailing laws and regulations and the prevailing regulations in the Capital Market.

#### **WORK PLAN, FISCAL YEAR AND ANNUAL REPORT**

##### **Article 23.**

1. The Company's financial year runs from the 1<sup>st</sup> (first) January and ends on 31<sup>st</sup> (thirty-first) December of the same year. At the end of December each year, the Company's books are closed.
2. The Board of Directors submits an annual work program which includes the Company's annual

budget ("Work Plan") (or any changes to the previously approved Work Plan) to the Board of Commissioners for approval from the Board of Commissioners. The Work Program shall be submitted at least

45 (forty five) calendar days before the commencement of the next fiscal year, by taking into account of the prevailing laws and regulations in the Capital Market sector.

3. Each member of the Board of Commissioners may, after obtaining a Work Program from the Board of Directors, submit input or comments on the Work Plan, to the Board of Commissioners and the Board of Directors.
4. After receiving input or comments on the Annual Plan from members of the Board of Commissioners, the Board of Directors shall consider the input or comments and submit a revised Work Program to be submitted to and approved by the Board of Commissioners.
5. The Board of Directors prepares an Annual Report, which includes financial statements consisting of balance sheets and profit and loss calculations for the relevant financial year along with other reports in accordance with the provisions of the applicable laws and regulations, which have been audited by a Public Accountant registered with the OJK, and have been audited by all members of the Board of Directors and members of the Board to be submitted to and to obtain approval and ratification at the annual GMS. The annual report shall be available for shareholders at the Company's office prior to the date of the Annual GMS being held, within the timeframe as stipulated by the laws and regulations in force in the Capital Market sector.
6. In the event that the Work Program fails to obtain approval from the Board of Commissioners, the Company carries out business activities with reference to the Work Program under a pro forma account from the previous fiscal year plus a maximum increase of 15% in revenue, costs, EBITDA and net profit.
7. Prior to signing the Annual Report as referred to in paragraph 3 of this Article, the Board of Commissioners shall review and evaluate the Report and for which purposes expert assistance may be requested at the expense of the Company and to whom the Board of Directors shall be required to provide the necessary information.
8. The Company shall be required to announce the Company's Balance Sheet and Profit and Loss Report in a national daily newspaper in Indonesian language, with due observance of the prevailing laws and regulations in the Capital Market sector.

#### **PROFIT UTILIZATION AND DIVIDEND DISTRIBUTION**

## Article 24.

- 1 . The Company's net income in a financial year as contained in the balance sheet and income statement already ratified by the annual General Meeting of Shareholders constituting a positive profit balance, distributed in the manner resolved by the General Meeting of Shareholders.
- 2 . Dividends shall only be paid in accordance with the Company's financial capacity under prior approval from the Board of Commissioners and resolutions adopted at the GMS, in which resolution for the time of payment and the form of dividends shall also be determined. Dividends for 1 (one) share shall be paid to the person or legal entity on whose behalf the shares are registered in the shareholder register on a working day to be determined by or on the authority of the GMS in which the resolution to distribute dividends is adopted. Payment of cash dividends to entitled shareholders shall be carried out within not later than 30 (thirty) days after the announcement of the summary that decides on the distribution of cash dividends. Announcement of the distribution of dividends is made in accordance with the provisions of the prevailing regulations in the Capital Market.
- 3 . By taking into account the Company's income in the relevant financial year from net income as stated in the Balance Sheet and Profit and Loss Calculation which has been ratified by the Annual GMS and after Income Tax is deducted, tantien shall be given to members of the Board of Directors and members of the Board of Commissioners of the Company, the amount of which is determined by the GMS, by complying with the provisions of the prevailing laws and regulations in the Capital Market sector.
- 4 . If the net income of a financial year indicates a loss which cannot be covered by the reserve fund, the loss shall remain recorded in and posted to the income statement, and in the subsequent financial year the Company shall be considered not gaining any profit as long as the loss recorded in and posted to the income statement is not yet fully covered, as such by taking into account the provisions of the prevailing laws and regulations.
- 5 . The Board of Directors under resolution of the Meeting of Board of Directors under the approval of the Board of Commissioners shall be entitled to distribute temporary dividends (interim dividends) if the Company's financial condition allows, provided that the temporary dividends (interim dividends) shall be calculated under the resolution of the next Annual GMS adopted in accordance with the provisions of the Articles of Association, by taking into account of the prevailing laws and regulations in the Capital Market sector as well as the provisions of the Stock Exchange in Indonesia at the place where the Company's shares are listed.

- 6 . Profits distributed as dividends which are not taken within 5 (five) years after being made available for payment, shall be included in a reserve fund specifically designated for that purpose. Dividends in the special reserve fund shall be taken by the entitled shareholders, by submitting proof of their rights to the dividends that can be received by the Company's Board of Directors. Dividends that have been included in the special reserve and are not taken within the 10 (ten) years period shall become the rights of the Company.

#### **UTILIZATION OF RESERVE FUND**

##### **Article 25.**

- 1 . Provision of net profit for reserves is made up to 20% The reserve fund up to the amount of 20% (twenty percent) of the subscribed and paid up capital shall only be applied to cover the loss suffered by the Company which cannot be fulfilled by other reserves.
- 2 . If the amount of reserves has exceeded the amount of 20% (twenty percent), the GMS may decide that the excess amount is used for the purposes of the Company.
- 3 . Reserve fund as referred to in paragraph (1) which has not yet been used to cover the loss and excess of reserve as referred to in paragraph (2), of which the application has not yet been defined by General Meeting of Shareholder shall be managed by the Board of Directors with the manner deemed proper by Board of Directors' consideration, after obtaining approval of Board of Commissioners and by taking into account the prevailing legislation to obtain profit.

#### **CLOSING PROVISION**

##### **Article 26.**

Anything not or not yet sufficiently set forth in this Articles of Association shall be resolved by the GMS.